

**NIEL:SCY:**

**Dated: 03.09.2025**

**BSE Limited  
(Department of Corporate Services)  
Floor 25, P J Towers,  
Dalal Street, Fort, MUMBAI 400001  
Scrip Code : 519136**

**National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex,  
Bandra East MUMBAI 400051  
NAHARINDUS (NSE)**

**SUB: NOTICE OF 41ST ANNUAL GENERAL MEETING**

Dear sir/Madam,

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 41st Annual General Meeting of the Company scheduled to be held on Monday, the 29th day of September, 2025 at 12:30 P.M. through Video Conferencing/Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act, 2013 read with MCA Circulars.

The same has also been uploaded on the Company's website i.e, [www.owmnahar.com](http://www.owmnahar.com). This is for your information and general public as well as members of the Exchange.

Thanking you,

Sincerely,  
For NAHAR INDUSTRIAL ENTERPRISES LIMITED

MUKESH SOOD  
Digitally signed by  
MUKESH SOOD  
Date: 2025.09.03  
15:14:05 +05'30'

**MUKESH SOOD  
COMPANY SECRETARY  
Encl: As above**



**NOTICE**

Notice is hereby given that the **41st Annual General Meeting** of the members of Nahar Industrial Enterprises Limited will be held on **Monday, the 29th day of September, 2025 at 12.30 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:****1. Adoption of both Standalone and Consolidated financial statements of the Company for the year ended on 31st March, 2025 as an Ordinary Resolution:**

To receive, consider and adopt:

- (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Reports of Directors and Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Reports of Auditors thereon.

**2. Re-appointment of Sh. Jawahar Lal Oswal (DIN: 00463866) as a Non-Executive Non-Independent Director liable to retire by rotation and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to Section 152(6) and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and Articles of Association of the Company, Sh. Jawahar Lal Oswal (DIN: 00463866) who retires by rotation at this Annual General Meeting of the Company, being eligible, has offered himself for re-appointment and who has attained the age of Seventy five years and in this regard company has already taken approval of members in the 34th AGM of the company for continuation of holding of office of Non-Executive Non-Independent Director of the company be and is hereby re-appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

**3. Re-appointment of Sh. Dinesh Oswal (DIN: 00607290) as a Non-Executive Non-Independent Director liable to retire by rotation as an Ordinary Resolution:**

To appoint a director in terms of Section 152(6) of the Companies Act, 2013 in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.

**SPECIAL BUSINESS:****4. To approve the remuneration of cost auditor for the financial year 2025-26 and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), M/s. R.R. & Co., Cost Accountants, Ludhiana (Firm Registration No. 000323) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of cost records of the Company for the financial year ending 31st March, 2026, the company do hereby confirm and ratify the remuneration of Rs. 330000/- (Rupees Three lakh thirty thousand only) plus actual out-of-pocket expenses, as approved by the Audit Committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

**5. To approve the Appointment of M/s. P.S.Bathla & Associates, Company Secretaries as Secretarial Auditor of the Company for a term of five consecutive years and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 204 and other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment thereof for the time being in force) and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and based on the recommendations of Audit Committee and Board of Directors, the approval of the members be and is hereby accorded for the appointment of M/s P.S. Bathla & Associates, Company Secretaries (Peer Review No. 1306/2021), as Secretarial Auditors of the



Company for a term of five consecutive years, commencing from Financial Year 2025-26 to Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

**6. To appoint Dr. Prem Lata Singla (DIN: 09674172) as an Independent Director of the Company** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Sections 149, 150, 152 and 164 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee, Dr. Prem Lata Singla (DIN: 09674172), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years up to 28th September, 2030.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution.”

**7. To re-appoint Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Manisha Gupta (DIN: 06910242), who was appointed as an Independent Director of the Company for a term of five years up to 13th August, 2025 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. 14th August, 2025 up to 13th August, 2030.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**8. To re-appoint Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Roshan Lal Behl (DIN: 06443747), who was appointed as an Independent Director of the Company for a term of five years up to 13th August, 2025 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. 14th August, 2025 up to 13th August, 2030.



“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**9. To re-appoint Sh. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), read with the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the ‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), Sh. Parvinder Singh Pruthi (DIN: 07481899), who was appointed as an Independent Director of the Company for a term of five years up to 13th August, 2025 and is eligible for being re-appointed as an Independent Director, who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years, i.e. 14th August, 2025 up to 13th August, 2030.

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members be and is hereby given for continuation of Sh. Parvinder Singh Pruthi, beyond 13th January 2029, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient and desirable to give effect to this resolution.”

**10. To re-appoint Sh. Abhinav Oswal (DIN: 07619099) as an Executive Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 196, 197 and 203 read with Schedule V and rules framed there under and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and based on the recommendation of Nomination & Remuneration committee of the Company, the consent of the shareholders of the Company be and is hereby given for re-appointment of Sh. Abhinav Oswal (DIN: 07619099), as an Executive Director of Nahar Industrial Enterprises Limited, not liable to retire by rotation, for a period of five years with effect from 1st September, 2025 till 31st August, 2030, on the following terms and conditions including the payment of remuneration and perquisites as set out below:

1. **Salary:-** Rs. 10,00,000 in the pay scale of 10,00,000 – 1,00,000 – 13,00,000
2. **Commission:** 1% of the net profit.
3. **Perquisites as mentioned below:-**
  - a) **House Rent Allowance:** Free Residential Accommodation or House Rent Allowance @ 40% of Basic Salary.
  - b) **Personal Accident Insurance:** Personal Accident Insurance of an amount the annual premium of which shall not exceed Rs. 20,000/- per annum.
  - c) **Car/Telephone:** Car with driver and telephone at his residence. Provision of car for use on Company's business and telephone facilities at residence will not be considered as perquisites.
  - d) **Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
  - e) **Provident Fund and Gratuity:** As per company's rules.

Other perquisites which the company may provide at a later date shall be as per the rules of the company.

“RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent and approval of the Members be and is hereby accorded for the payment of remuneration to Mr. Abhinav Oswal (DIN: 07619099), Executive Director of the Company, being a member of Promoter/Promoter Group of the Company, notwithstanding the aggregate annual remuneration



payable to him may exceed the limit as provided under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, subject to the recommendation of Nomination & Remuneration Committee, be and are hereby authorized to alter and vary the terms and conditions of re-appointment and/ or remuneration of Mr. Abhinav Oswal, as the Board of Directors may deem appropriate during his tenure as Executive Director of the Company provided such revision in remuneration does not exceed the limits approved by the members of the company.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the period of re-appointment, Sh. Abhinav Oswal shall be entitled to receive remuneration by way of salary, perquisites and commission up to the limit as approved by the members hereinabove as minimum remuneration even if due to above payment the total managerial remuneration is in excess to the overall limit specified in Section 197 read with Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

“RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution.”

**11. To approve the transaction(s) / contract(s) with related parties in the ordinary course of business** and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, consent and approval of the members be and is hereby accorded to the Board of Directors to enter into an Agreement(s)/ Contract(s)/ Transaction(s), in the ordinary course of business with Group Companies/Related Parties namely: M/s. Oswal Woollen Mills Limited, M/s. OWM Poly Yarn Limited, M/s. OWM Renew LLP, M/s. Monte Carlo Fashions Limited, M/s. Nahar Spinning Mills Limited, M/s. Nahar Poly Films Limited, M/s JLO

Reality Private Limited (wholly owned subsidiary), M/s JLO Commercial Ventures Limited (wholly owned subsidiary), M/s AKO Schools Pvt. Limited (wholly owned subsidiary), M/s Logipark Kolkata Pvt. Limited (wholly owned subsidiary) and any transaction/ contract/agreement by the Subsidiaries of the Company with related party to which the Company is not a party and other Promoter Group Companies & Associates, for sale and purchase of Yarns, Fabrics, Garments and waste, inter corporate loan for providing of financial services, Leasing of property and rent etc. and others, on arm's length basis on such terms and conditions as may be mutually agreed between the Company and the Group Companies/ Related parties for a period of three years w.e.f. 1st April, 2026, which may be renewed with the mutual consent of parties thereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors**  
sd/-

**Place : Ludhiana**

**Mukesh Sood**

**Date : 12th August, 2025**

**Company Secretary**

**NOTES:**

1. Pursuant to General Circulars 20/2020 dated 05.05.2020; 19/2021 dated 18.12.2021; 2/2022 dated 05.05.2022; 10/2022 dated 28.12.2022; 09/2023 dated 25.09.2023 the latest being 09/2024 dated 19.09.2024, read with other circulars issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as MCA Circulars), and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, the Company is convening the AGM through VC/OAVM, without the physical presence of the Members. Pursuant to the said circulars of MCA and other circulars of SEBI and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 41st AGM of the Company shall be conducted through VC/ OAVM. Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote evoting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 17.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special



Business to be transacted at the Meeting is annexed hereto and forms part of the notice.

3. The information required to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, regarding the Directors who are proposed to be appointed/re-appointed is given in the Explanatory Statement and forms part of the notice.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the company/RTA/ Depositories. A letter providing the web-link for accessing the Annual report, including the exact path, is being sent to those members who have not registered their email address with the Company. However, hard copy of full annual report will be sent to the shareholder who request for the same.

Members may note that the Notice will also be available on the Company's website at [www.ownahar.com](http://www.ownahar.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on website of the e-voting agency i.e. Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

6. For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs /Company / RTA, we urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/ update your address, Email id or Bank Mandate etc, you can do the same.
7. **Mandatory furnishing / updating of PAN, KYC details and Nomination by holders of physical securities (Equity Shares)**

SEBI vide its Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2023/70 dated May 17, 2023 has mandated for furnishing/updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed

company. Therefore, you are requested to note the following and provide the desired information:

Sr. No.	Particulars	Details of documents that are to be submitted	
1.	PAN	For registration / updation in PAN, Bank Details, Address, Email, Mobile Number or Signatures, please provide the details in the prescribed Form ISR-1, available at <a href="http://www.ownahar.com/nahar_ie/kyc_updation.php">http://www.ownahar.com/nahar_ie/kyc_updation.php</a> along with related documents as stated therein, self-attested by the shareholder(s).	PAN shall be valid only if it is linked to Aadhaar on such date as may be specified by the Authority
2.	Bank Details		In case it is not provided, the details available in the Client Master List (CML) will be updated in the Folio.
3.	Mobile Number		
4.	Email-ID		
5.	Address		
6.	Signatures		
7.	Confirmation of signatures	Please provide details in Form ISR -2, available at <a href="http://www.ownahar.com/nahar_ie/kyc_updation.php">http://www.ownahar.com/nahar_ie/kyc_updation.php</a> along with original cancelled cheque with name of the security holder printed on it/ Bank passbook/ Bank statement attested by the Bank and Banker's attestation of the signatures.	
8.	Nomination	Please provide duly completed prescribed forms as applicable:- - Form SH-13 – For registration of Nomination; - Form ISR-3 – Declaration for opting out from Nomination; - For cancellation of existing nomination in Forms SH-14 and ISR-3; - For change in existing nomination in Form SH-14 available at <a href="http://www.ownahar.com/nahar_ie/kyc_updation.php">http://www.ownahar.com/nahar_ie/kyc_updation.php</a>	

1. The Registrar & Transfer Agent (RTA) / Company shall not process any service requests or complaints received from the holder(s) /claimant(s), till PAN, Nomination, Contact details, Bank Account details and Specimen Signatures are registered.
2. The dividend shall be made only through electronic mode. No physical dividend warrants will be issued.
3. The Security holder / claimant may provide the documents / details to the RTA for various service requests by way of 'In person verification' (IPV) or post or electronic mode with e-sign; unless otherwise prescribed in the Companies Act, 2013 or the Rules issued there under or in SEBI Regulations or Circulars issued there under. The shareholders are requested to forward the duly filled in documents along with the related proofs as mentioned above to the Company at its Registered Office or Registrar and Transfer Agent at the below mentioned address at the earliest:

**M/s. Alankit Assignments Ltd  
(Unit: Nahar Industrial Enterprises Ltd.)  
Alankit Height, 1E/13, Jhandewalan  
Extension, NEW DELHI-110055  
Telephone No : (011) 42541234  
E-mail Address : [rta@alankit.com](mailto:rta@alankit.com)**

Further, as an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its Circular No.



SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Subdivision /Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition.

Therefore, the shareholders are requested to get the shares dematerialised at the earliest.

8. Institutional / Corporate members are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
  9. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2025 to 29th September, 2025 (both days inclusive) for the purpose of AGM.
  10. The documents referred to in the Explanatory Statement are open for inspection at the registered office of the Company on any working day (except Saturday and Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
  11. Members are informed to send all documents and communications pertaining to equity shares to M/s. Alankit Assignments Limited, RTA Division, Alankit House, 1E/13, Jhandewalan Extension, New Delhi – 110055, Registrar & Transfer Agent (RTA) for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.
  12. Pursuant to provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (the IEPF Rules), all shares in respect of which dividend has not been claimed by the shareholders of the Company for seven consecutive years, have already been transferred by the Company in the name of INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY, MINISTRY OF CORPORATE AFFAIRS (IEPF). Members are hereby informed to claim their shares and unclaimed / unpaid dividend from the IEPF authority by complying with their requirements.
  13. Members seeking any information with regard to the accounts at the time of the meeting are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to keep the relevant information ready.
- 14. DEMATERIALISATION OF SHARES:** SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that with effect from April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same shareholders holding equity shares in physical form are requested to convert their physical shares in Dematerialized form to avoid hassle in transfer of shares.
- Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97, dated July 2, 2025, has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.
- 15. CONSOLIDATION OF MULTIPLE FOLIOS:**
- Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self attested copy of PAN card and Aadhaar card to the Registrars and Transfer Agent (RTA) of the Company /Company at its Registered Office, to enable them to consolidate all such multiple folios into one single folio.
16. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.
- 17. Procedure for remote e-voting, attending the AGM and e-voting during the AGM:**
- i) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting



service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

#### **Type of shareholders:**

#### **Individual Shareholders holding securities in demat mode with CDSL**

- 1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.
- 2) After successful login the Easi / Easiest, user will be able to see the e-Voting Menu. On clicking the voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
- 3) If the user is not registered for Easi/Easiest, option to

register is available at <https://www.cdslindia.com/myeasi/Registration/EasiRegistration>

- 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a evoting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting service provider.

#### **Individual Shareholders holding securities in demat mode with NSDL**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS" Portal or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or



joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

**Individual Shareholders (holding securities in demat mode) login through their Depository Participants**

- 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

**Login type (CDSL)**

Individual Shareholders holding securities in Demat mode with CDSL

**Helpdesk details**

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Toll free No. 1800225533

**Login type (NSDL)**

Individual Shareholders holding securities in Demat mode with NSDL

**Helpdesk details**

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free No. 18001020990 and 1800224430

**A. Procedure and instructions for remote e-voting:**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of SS-2 issued by ICSI, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the

notice of 41st Annual General Meeting of the Company.

- II. The Annual Report is being sent by E-mail to those members who have registered their E-mail address with the Company/Depository Participants.

- III. The instructions of shareholders for e-voting and joining virtual meetings are as under:

**Step 1:** Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 26.09.2025 (09.00 a.m.) and ends on 28.09.2025 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iv) Click on "Shareholders" module.
- (v) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company. Or Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST eservices, click on e-Voting option and proceed directly to cast your vote electronically.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) in the PAN Field.</li> <li>If the sequence number is less than 8 digits; enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on cut-off date may obtain details of sequence number from the company/RTA.</li> </ul>
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank Details field as mentioned in instructions (v).</li> </ul>

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the **EVSN 250825014** for the relevant **NAHAR INDUSTRIAL ENTERPRISES LIMITED** on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) Note for Non-individual Shareholders and Custodian:-

- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com)
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and



Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the Email id i.e. share@owmnahar.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Process for those shareholders whose email addresses / mobile numbers are not registered with the company / depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**

- i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to the Company at the Email ID i.e. share@owmnahar.com or RTA at Email ID i.e. rta@alankit.com
- ii) For Individual Demat shareholders – Please update your Email ID & Mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iii) The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**B. Procedure and instructions for attending the AGM through VC / OAVM**

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.
- ii) The participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video

loss due to fluctuation in their respective Network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.

- iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at Email id i.e. share@owmnahar.com up to 22.09.2025. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting. These queries will be replied to by the company suitably by email.
- iv) Members are requested to not to share the Login details (User Id & Password) with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID and Password for attending AGM through VC/OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned herein.
- v) For convenience of the Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 12.15 p.m. IST. The link for joining the AGM shall be kept open until 01.00 p.m. IST i.e. 30 minutes after the start of AGM.
- vi) Any person who acquires shares of the Company and becomes the member of the Company after the cut-off date, may obtain the login ID and password by sending a request at helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com). However, if he / she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.

**C. Procedure and instructions for Members for evoting during the AGM**

- i) The procedure to be followed for e-voting on the



- day of the AGM will be the same as mentioned above for remote e-voting.
- ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote evoting.
  - iii) Only those Members, who are present at the AGM through VC /OAVM and have not casted their vote on the resolutions through remote evoting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.
  - iv) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending AGM.
  - v) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-voting system, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll Free No. 1800225533.
- V. All grievances connected with the facility for voting by electronic means may be addressed to Manager, Central Depository Services (India) Limited, A- Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at Toll free No. 1800225533.
- VI. A copy of this notice has been placed on the website of the Company and the website of CDSL.

**D. General Instructions**

- i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date (record date) of 22.09.2025.
- ii) The Scrutinizer after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. [www.ownahar.com](http://www.ownahar.com) and on the website of CDSL

i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.

- iii) The voting result will be announced by the Chairman or any other person authorized by him within two working days of the conclusion of AGM.

**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Explanatory Statement sets out all material facts relating to the Special Resolution / Special Business mentioned in the accompanying Notice:

**Item No. 2**

Pursuant to Section 152(6) of the Act and the Articles of Association of the Company, Sh. Jawahar Lal Oswal, Chairman and Non-Executive Non-Independent Director of the Company is liable to retire by rotation at this Annual General Meeting ('AGM') and being eligible, has offered himself for re-appointment.

Further, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, 2015, no listed entity shall appoint or continue the Directorship of any person as a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the Shareholders to that effect. In this regard, the Company had already taken approval of Members by way of a Special Resolution passed at the 34th AGM of the Company held on 28th September, 2018 for continuation of directorship of Sh. Jawahar Lal Oswal as a Non-Executive Non-Independent Director of the Company.

However, in terms of proviso to Regulation 17(1A) of the SEBI Listing Regulations, 2015, (notified w.e.f. 13 December 2024) the Company is also required to ensure compliance with the requirements of Regulation 17(1A) at the time of re-appointment of a Non-Executive Director who has attained the age of 75 years.

The Board of Directors ('Board') at their Meeting held on 12th August, 2025, based on the recommendation of the Nomination and Remuneration Committee ('NRC'), re-appointed Sh. Jawahar Lal Oswal as a Non-Executive Non-Independent Director of the Company, subject to the approval of the Members of the Company.

Hence, approval of the Members is being sought by way of a Special Resolution for re-appointment of Sh. Jawahar Lal Oswal as a Non-Executive Non Independent Director of the Company, liable to retire by rotation, in accordance with the aforementioned provisions.

In view of Sh. Jawahar Lal Oswal's vast experience, knowledge and significant contribution in guiding the Company's Board and Management who has been associated with the company as Director/Chairman since



1991 for over 34 years, the NRC and Board are of the opinion that his continued association as the Chairman and Non-Executive Non-Independent Director of the Company would be of immense benefit to the Company. Brief profile of Sh. Jawahar Lal Oswal and other details as required under Regulation 36(3) of the SEBI Listing Regulations, 2015 and Clause 1.2.5 of Secretarial Standard on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India (ICSI) are annexed to the Notice.

Sh. Jawahar Lal Oswal, being the appointee, Sh. Kamal Oswal, Sh. Dinesh Oswal and Sh. Abhinav Oswal, being related to him in terms of Section 2(77) of the Act, are deemed to be interested in the Resolution. The other relatives of Sh. Jawahar Lal Oswal may be deemed to be interested to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors/Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

The Board recommends the Resolution for re-appointment of Sh. Jawahar Lal Oswal as a Non-Executive Non-Independent Director, as set out in Item No. 2 of the Notice for approval of the Members as a Special Resolution.

**Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.R. & Co., Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending 31.3.2026 at such remuneration, as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.3.2026.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of Ordinary resolution set out at Item No. 4 of the Notice for approval of the members.

**Item No. 5**

The Board of Directors at its meeting held on May 30, 2025, on the recommendation of the Audit Committee, has approved the appointment of M/s. P.S. Bathla & Associates (Peer Review Certificate No. 1306/2021), Practicing

Company Secretaries, as Secretarial Auditors, to conduct secretarial audit of the Company pursuant to the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), for a term of five consecutive years starting from the financial year 2025-2026 to financial year 2029-2030, at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditor.

M/s P. S. Bathla & Associates (Peer Review Certificate No. 1306/2021) is a leading firm of practicing Company Secretaries was established in the year 1997 for delivering comprehensive professional services across Corporate Laws. M/s P.S. Bathla & Associates, Practicing Company Secretaries, have confirmed that they are eligible for appointments as Secretarial Auditor of the Company. The company has received the written consent from M/s P. S. Bathla & Associates confirming their eligibility for appointment of Secretarial Auditors under Regulation 24A of SEBI Listing Regulations and Companies Act, 2013. The remuneration of Secretarial Auditor for Financial Year 2025-26 is Rs. 50,000 (Rupees fifty thousand) plus applicable GST. The remuneration for the remaining period will be determined by the Board in consultation with Audit Committee in due course as and when need arises.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors of the Company recommends the passing of Ordinary resolution set out at Item No. 5 of the Notice for approval of the members.

**Item No. 6**

The Board, based on the recommendation of Nomination & Remuneration Committee and its meeting held on 12.08.2025 recommended to the shareholders the appointment of Dr. Prem Lata Singla (DIN: 09674172) as an Independent Director of the Company w.e.f. 29th September, 2025 for a period of 5 (five) years, pursuant to the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Prem Lata Singla (DIN: 09546925) is 69 years of age. She is a distinguished professional with a rich academic background and extensive experience. She is M.Sc. (Chemistry) and Ph.D. and has dedicated 24 years to the field of education, during which she served as a principal



and significantly contributed to academic research. Her scholarly work includes the publication of numerous books, research papers and journal articles.

As identified by the Nomination & Remuneration Committee, the role of independent director requires various skills and capabilities i.e. Leadership Skills, Managerial and Entrepreneurial Skills, Understanding of relevant laws, rules, regulations and policies, financial knowledge, policy shaping, corporate governance etc. Dr. Prem Lata Singla meets these requirements of skills and capabilities. Having regard to her vast expertise and knowledge, it will be in the interest of the Company to appoint her as an Independent Director of the Company.

The Company has received from Dr. Prem Lata Singla (a) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164 of the Companies Act, 2013, (c) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and (d) a declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

In the opinion of the Board, Dr. Prem Lata Singla fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. She is independent of Management and possesses appropriate skills, experience and knowledge.

The company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Prem Lata Singla for the office of Independent Director of the Company. Copy of the notice is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day. Dr. Prem Lata Singla does not hold any shares in the Company, by herself or for any other person on a beneficial basis.

A brief profile of Dr. Prem Lata Singla in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as the Annexure to this Notice. As an Independent Director of the Company, Dr. Prem Lata Singla will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors, from time to time.

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointee i.e. Dr. Prem Lata Singla is in any way concerned or interested, financially or otherwise in the said resolution at Item No. 6. This Explanatory Statement may also be regarded as an appropriate disclosure under the SEBI Listing Regulations.

The Board of Directors of the Company recommends the passing of Special resolution set out at Item No. 6 of the Notice for approval of the members.

#### **Item No. 7**

The Members at their 36th Annual General Meeting held on 30th September, 2020 had appointed Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company for a period of five years with effect from 14th August, 2020 under the provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations'). Accordingly, the present term of Dr. Manisha Gupta as an Independent Director comes to an end on 13th August, 2025.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations, Dr. Manisha Gupta is eligible for re-appointment as an Independent Director. Dr. Manisha Gupta is 46 years of age. She is MBA (Finance) and Ph.D. She is having more than 25 years of experience in Teaching and Research of Management and Administration. She has worked as a Director at Punjab Institute of Management and Technology, Mandi Gobindgarh.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Dr. Manisha Gupta during her first term of 5 (Five) years and considering her knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 12.08.2025, has recommended to the Board her re-appointment for a second term of 5 (Five) years w.e.f. 14.08.2025.

According to the NRC, the role of Independent Director requires a range of skills including leadership, managerial and entrepreneurial acumen, a comprehensive understanding of relevant laws, financial knowledge, policy shaping, and corporate governance. Dr. Manisha Gupta's extensive experience and skill set align well with these requirements, making her well-suited for the role of Independent Director of the Company. Based on recommendation of NRC, the Board considers that the professional background, experience and contributions made by her during the tenure, the continued association of Dr. Manisha Gupta would be beneficial to the Company



and it is desirable to continue to avail her services as an Independent Director. In the opinion of the Board and based on recommendation of NRC, Dr. Manisha Gupta meets the conditions for re-appointment as an Independent Director as specified in the Act, SEBI Listing Regulations. Accordingly, it is proposed to re-appoint Dr. Manisha Gupta as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company, with effect from 14.08.2025 up to 13.08.2030.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Dr. Manisha Gupta for the office of Independent Director. Copy of the notice is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day.

The Company has also received the following documents from Dr. Manisha Gupta – (a) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under Section 164 of the Companies Act, 2013, (c) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and (d) a declaration that she has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Dr. Manisha Gupta is not inter-se related with any other Director or Key Managerial Personnel of the Company. Also, Dr. Manisha Gupta does not hold by herself or for any other person on a beneficial basis, any shares in the Company. The copy of the letter of appointment setting out the terms and conditions of appointment of Independent Director is available on Company's website i.e. [www.ownahar.com](http://www.ownahar.com).

A brief profile of Dr. Manisha Gupta in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as the Annexure to this Notice. As an Independent Director of the Company, Dr. Manisha Gupta will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors, from time to time.

The Board of Directors based recommends the Special Resolution set out at Item No. 7 of the Notice for approval

by members.

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointee i.e. Dr. Manisha Gupta is in any way concerned or interested, financially or otherwise in the said resolution at Item No. 7 of the Notice. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **Item No. 8**

The Members at their 36th Annual General Meeting held on 30th September, 2020 had appointed Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company for a period of five years with effect from 14th August, 2020 under the provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations'). Accordingly, the present term of Dr. Roshan Lal Behl as an Independent Director comes to an end on 13th August, 2025.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations, Dr. Roshan Lal Behl is eligible for re-appointment as an Independent Director. Dr. Roshan Lal Behl is 68 years of age. He is M.Com, MBA, (Financial Management) and a Ph.D. (Corporate Disclosure Practices of Indian Companies). With over 39 years of teaching experience, he served as the former Principal of Sri Aurobindo College of Commerce and Management, Ludhiana. He was also a Director of the Ludhiana Stock Exchange from year 2012 to 2014.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Dr. Roshan Lal Behl during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 12.08.2025, has recommended to the Board his re-appointment for a second term of 5 (Five) years w.e.f. 14.08.2025.

According to the NRC, the role of Independent Director requires a range of skills including leadership, managerial and entrepreneurial acumen, a comprehensive understanding of relevant laws, financial knowledge, policy shaping and corporate governance. Dr. Roshan Lal Behl's extensive experience and skill set align well with these requirements, making him well-suited for the role of Independent Director of the Company. Based on recommendation of NRC, the Board considers that the professional background, experience and contributions made by him during the tenure, the continued association of Dr. Roshan Lal Behl would be beneficial to the Company



and it is desirable to continue to avail his services as an Independent Director. In the opinion of the Board and based on recommendation of NRC, Dr. Roshan Lal Behl meets the conditions for re-appointment as an Independent Director as specified in the Act, SEBI Listing Regulations. Accordingly, it is proposed to re-appoint Dr. Roshan Lal Behl as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from 14.08.2025 up to 13.08.2030.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Dr. Roshan Lal Behl for the office of Independent Director. Copy of the notice is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day.

The Company has also received the following documents from Dr. Roshan Lal Behl – (a) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, (c) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and (d) a declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Dr. Roshan Lal Behl is not inter-se related with any other Director or Key Managerial Personnel of the Company. Also, Dr. Roshan Lal Behl does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The copy of the letter of appointment setting out the terms and conditions of appointment of Independent Director is available on Company's website i.e. [www.owmnahar.com](http://www.owmnahar.com).

A brief profile of Dr. Roshan Lal Behl in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as the Annexure to this Notice. As an Independent Director of the Company, Dr. Roshan Lal Behl will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors, from time to time.

The Board of Directors recommends the Special

Resolution set out at Item No. 8 of the Notice for approval by members.

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointee i.e. Dr. Roshan Lal Behl is in any way concerned or interested, financially or otherwise in the said resolution at Item No. 8 of the Notice. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **Item No. 9**

The Members at their 36th Annual General Meeting held on 30th September, 2020 had appointed Sh. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company for a period of five years with effect from 14th August, 2020 under the provisions of the Companies Act, 2013 (hereinafter referred to as 'the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations'). Accordingly, the present term of Sh. Parvinder Singh Pruthi as an Independent Director comes to an end on 13th August, 2025.

In terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI Listing Regulations, Sh. Parvinder Singh Pruthi is eligible for re-appointment as an Independent Director. Sh. Parvinder Singh Pruthi is 71 years of age. He is retired Chief Commissioner (Customs, Central Excise and Service Tax) and retired Member (CESTAT). He worked as Managing Director of two State units – Punjab Alkalies and Chemicals Ltd. (PACL) and Punjab National Fertilizers & Chemicals Ltd. (PNFC). He has overall experience of industry functioning - Production, Purchase, Marketing, Finance, Business Development.

Pursuant to Regulation 17(1A) of SEBI Listing Regulations, no listed entity shall appoint a person, reappoint or continue the directorship of any person who has attained the age of seventy-five years, unless a special resolution is passed to that effect. Sh. Parvinder Singh Pruthi will be attaining the age of 75 years during the continuation of his second term i.e. on 13th January, 2029. Accordingly, the prior approval of the Members of the Company is being sought by way of a Special Resolution for the same.

The Nomination and Remuneration Committee (NRC), after taking into account the performance evaluation of Sh. Parvinder Singh Pruthi during his first term of 5 (Five) years and considering his knowledge, acumen, expertise, substantial contribution and time commitment, at its meeting held on 12.08.2025, has recommended to the Board his re-appointment for a second term of 5 (Five) years w.e.f. 14.08.2025.



According to the NRC, the role of Independent Director requires a range of skills including leadership, managerial and entrepreneurial acumen, a comprehensive understanding of relevant laws, financial knowledge, policy shaping and corporate governance. Sh. Parvinder Singh Pruthi's extensive experience and skill set align well with these requirements, making him well-suited for the role of Independent Director of the Company. Based on recommendation of NRC, the Board considers that the professional background, experience and contributions made by him during the tenure, the continued association of Sh. Parvinder Singh Pruthi would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. In the opinion of the Board and based on recommendation of NRC, Sh. Parvinder Singh Pruthi meets the conditions for re-appointment as an Independent Director as specified in the Act, SEBI Listing Regulations. Accordingly, it is proposed to re-appoint Sh. Parvinder Singh Pruthi as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company with effect from 14.08.2025 up to 13.08.2030.

The Company has received a notice in writing under Section 160 of the Act from a member, signifying intention to propose the candidature of Sh. Parvinder Singh Pruthi for the office of Independent Director. Copy of the notice is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day.

The Company has also received the following documents from Sh. Parvinder Singh Pruthi – (a) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (b) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, (c) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and (d) a declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.

Sh. Parvinder Singh Pruthi is not inter-se related with any other Director or Key Managerial Personnel of the Company. Also, Sh. Parvinder Singh Pruthi does not hold by himself or for any other person on a beneficial basis, any shares in the Company. The copy of the letter of appointment setting out the terms and conditions of appointment of Independent Director is available on Company's website i.e. [www.owmnahar.com](http://www.owmnahar.com).

A brief profile of Sh. Parvinder Singh Pruthi in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, has been provided as the Annexure to this Notice. As an Independent Director of the Company, Sh. Parvinder Singh Pruthi will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board and its Committees, as may be decided by the Board of Directors, from time to time.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by members.

None of the Directors/Key Managerial Personnel of the Company/their relatives except the appointee i.e. Sh. Parvinder Singh Pruthi is in any way concerned or interested, financially or otherwise in the said resolution at Item No. 9 of the Notice. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

#### **Item No. 10**

Sh. Abhinav Oswal (DIN: 07619099) was appointed as Executive Director (Whole Time Director) of the Company w.e.f 1st September, 2020 for a period of 5 (five) Years. His period of office shall expire on 31st August, 2025. Sh. Abhinav Oswal is 32 years of age. He has done Bachelor in Business Administration from University of Miami (USA). He has around 9 years business experience in Textile Industry and financial expertise and has been involved in the Operations of the Company.

The Board of Directors considers that in view of the background and expertise of Sh. Abhinav Oswal, it would be in the interest of the Company to re-appoint him as Executive Director of the Company. The Board, keeping in view the recommendation of Nomination and Remuneration Committee (subject to the approval of the shareholders) has decided to re-appoint him as Executive Director (Whole Time Director) for a further period of 5 years commencing from 1st September, 2025. He is the son of Mr. Kamal Oswal, Managing Director and falls under the definition of Relative under Section 2(77) of the Companies Act, 2013. Sh. Abhinav Oswal is eligible for re-appointment as Executive Director (Whole Time Director) on the terms and conditions as set out in the resolution.

Wherein any financial year during his tenure as Executive Director (Whole Time Director), the Company has no profits or its profits are inadequate, the Company may pay the remuneration as set out in the resolution to Sh. Abhinav Oswal, as the minimum remuneration.

Statement as required under section II of part II of the



schedule V of the Companies Act, 2013 with reference to the Special Resolution as set out at Item No. 10 of the Notice..

**I) General Information**

1. **Nature of Industry :** Textile and sugar industry
2. **Date or expected date of commencement of commercial production:** The Company was incorporated on 27.09.1983 and is working since then.
3. **In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus :** Not Applicable as the company is an existing Company
4. **Financial performance based on given indicators: (Rs. In lacs)**

Particulars	For the Year ended 31.03.2025	For the year ended 31.03.2024
Total Revenue	153008.40	147176.18
Profit before Tax	2655.55	1150.41
Profit after Tax	2047.20	961.68

5. **Foreign investment or collaborators, if any, Nil**

**II) Information about the appointee**

**1. Background details:**

Sh.Abhinav Oswal (DIN: 07619099) is 32 years of age. He has done Bachelor in Business Administration from University of Miami (USA) and has more than 9 years of business experience in industry.

**2. Past remuneration:**

Remuneration paid for the year 2023-24 was Rs. 202.40 lacs and for the year 2024-25 was Rs. 212.40 Lacs

**3. Number of Board Meeting attended during the last financial year:**

Sh. Abhinav Oswal has attended four Board meetings during the financial year 2024-25.

**4. Recognition of awards:**

Not applicable

**5. Job profile and suitability:**

Sh. Abhinav Oswal is re-appointed as an Executive Director (Whole Time Director) of the Company with effect from 01.09.2025 till 31.08.2030.

**6. Remuneration proposed:**

The remuneration is as described in the Special

Resolution at Item No. 10 of the Notice. However, in case of no profit or inadequate profit in any financial year, the said remuneration will be paid to him as minimum remuneration.

**7. Comparative remuneration profile with respect to industry size of the Company, profile of the position and person :**

Considering the size of the company, the profile of Sh. Abhinav Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

**8. Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:**

Sh. Abhinav Oswal is one of the promoters of the company and holds 9039 equity shares in the company. He is also related to Sh. Jawahar Lal Oswal, Chairman, Sh. Kamal Oswal, Managing Director, Sh. Dinesh Oswal, Director, Mrs. Manisha Oswal, President and Mrs. Ishita Oswal, Manager (Business Development) of the Company. Sh. Abhinav Oswal has no pecuniary relationship directly or indirectly with the Company other than his remuneration drawn in the Company.

**III) Other information**

**1. Reason for loss or inadequate profit:**

The company has earned a net profit of Rs. 2047.20 lacs for the year ended 31st March, 2025. However, the textile Industry is passing through a challenging period. Due to global economic uncertainties including trade tariffs and subdued demand of textile products in prevailing scenario the Company's profitability might get affected in the coming periods.

**2. Steps taken or proposed to be taken for improvement:**

It is expected that with the recovery of economies and domestic demand coupled with Government initiatives will benefit the textile industry in the coming years. The management of the company is making all efforts to meet the prevailing concern by focusing its efforts on improving operational parameters and improvement in efficiency of both human and mechanical assets, to reduce the cost pressure.

**3. Expected increase in productivity and profits in measurable terms:**

Presently the textile industry is witnessing a challenging time because of global slowdown in economies and weak demand of textile products. It is expected that Government will support the textile and apparel industry in the form of favourable Textile policies, incentives and other benefits which are of paramount importance for the future growth of the industry. Moreover in anticipation of revival of the global economy, it is expected that textile scenario would change and demand for company's products is likely to pick up.

**4. Disclosures:**

All disclosures required under Section II of Part II of Schedule-V to the Companies Act, 2013 have been provided in the Explanatory Statement.

**His Directorship of Board, Chairmanship and Membership of Board Committees are as under:**

The Board, therefore, recommend the passing of the Special resolution (Item No. 10) of the accompanying

Sr. No.	Name of the Company in which appointee is a Director	Committee Position	Status
1.	Nahar Industrial Enterprises Ltd.	----	----
2.	OWM Poly Yarn Ltd.	----	----
3.	Vardhman Investments Ltd.	----	----
4.	J L Growth Fund Ltd.	----	----
5.	Suvrat Trading Company Ltd.	----	----
6.	Atam Vallabh Financiers Ltd.	----	----
7.	Vanaik Investors Ltd.	----	----
8.	Abhilash Growth Fund Pvt. Ltd.	----	----
9.	Nahar Growth Fund Pvt. Ltd.	----	----
10.	Oswal Logipark Private Ltd.	----	----
11.	Logipark Patna Private Ltd.	----	----
12.	Logipark Ghaziabad Private Ltd.	----	----
13.	Bhubaneswar Logipark Private Ltd.	----	----
14.	JLO Reality Private Ltd.	----	----
15.	AKO Schools Private Ltd.	----	----

Notice in the interest of the Company. Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Oswal, Mrs. Manisha Oswal and Mrs. Ishita Oswal, being his relatives and Sh. Abhinav Oswal himself may be deemed to be concerned or interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company/their relatives, is in any way, concerned or

interested, financially or otherwise, in the resolution as set out at Item No. 10 of the notice.

The Board of Directors of the Company recommends the passing of Special resolution set out at Item No. 10 of the Notice for approval of the members.

**Item No. 11**

M/s. Oswal Woollen Mills Limited, M/s. OWM Poly Yarn Limited, M/s OWM Renew LLP, M/s. Monte Carlo Fashions Limited, M/s Nahar Spinning Mills Limited, M/s. Nahar Poly Films Limited, M/s JLO Reality Private Limited (wholly owned subsidiary), M/s JLO Commercial Ventures Limited (wholly owned subsidiary), M/s AKO Schools Pvt. Limited (wholly owned subsidiary), M/s Logipark Kolkata Pvt. Limited (wholly owned subsidiary) and other Promoter Group Companies & Associates, are the Related Parties as per section 2(76) and Section 188 of the Companies Act, 2013.

The Company is having transactions in the ordinary course of business buy/sell garments, yarns and fabrics etc. Sometimes, transactions with wholly owned subsidiary companies, other Promoter Group Companies & Associates also take place for inter corporate loan. All the transactions entered with Promoter Group Companies & Associates are in the ordinary course of business and are on Arm's length basis.

All the related party transaction(s) specified under section 188(1), the value/consideration of which is in excess of their respective limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, has to be approved by the members in the General Meeting. Whereas the third proviso to section 188(1) also states that nothing in section 188(1) will apply to any transaction entered into by the Company in its Ordinary course of business and at arm's length basis.

Further in accordance with Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 Company is required to seek shareholder's approval for material related party transactions.

Taking into Account the statutory provisions, Board of Directors intend to seek your prior approval for the Contracts(s)/ Agreement(s)/ Transaction(s) to be entered with the Group Companies or Related Parties for a period of three years w.e.f. 1st April, 2026.

Sh. Jawahar Lal Oswal (DIN: 00463866), Non-Executive Director / Chairman, Sh. Kamal Oswal (DIN: 00493213), Vice Chairman-cum-Managing Director, Sh. Dinesh Oswal (DIN: 00607290), Non-Executive Director, Sh. Abhinav Oswal, Executive Director (DIN: 07619099) of the Company, may be deemed to be concerned or interested in the aforesaid resolution.



The other relatives of Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Oswal and Sh. Abhinav Oswal may be deemed to be interested in the resolution, to the extent of their share holding interest, if any, in the Company and Promoter Group Companies & Associates.

None of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval of the Members.

**By Order of the Board of Directors**

sd/-

**Place: Ludhiana**

**Date: 12th August, 2025**

**Mukesh Sood**

**Company Secretary**

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**ANNEXURE TO THE NOTICE**

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking appointment / re-appointment has been given as hereunder:-

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
<b>Sh. Jawahar Lal Oswal</b> (DIN: 00463866)  Promoter Director  Age: 82 years  Qualification: Commerce Graduate	62 years of experience in textile Industry	Oswal Woollen Mills Ltd.	CSR Shareholders	Chairman Chairman	1000	Relative of Sh. Kamal Oswal, Sh. Dinesh Oswal and Sh. Abhinav Oswal	Liable to retire by rotation  Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.10.1991  Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting.  No. of Board meetings attended during last year : 5 (five)
		Monte Carlo Fashions Ltd.	CSR Share Transfer	Chairman Chairman				
		Nahar Poly Films Ltd.	---	---				
		Nahar Capital & Financial Services Ltd.	---	---				
		Nahar Industrial Enterprises Ltd.	---	---				
		Nahar Spinning Mills Ltd.	---	---				
		Nagdevi Trading & Investment Co. Ltd.	CSR	Chairman				
		Sankheshwar Holding Co. Ltd.	---	---				
		Monte Carlo Home Textiles Ltd.	---	---				
		Crownstar Ltd. UK	---	---				
Abhilash Growth Fund Pvt. Ltd.	CSR	Chairman						
Palam Motels Ltd.	---	---						
<b>Sh. Dinesh Oswal</b> (DIN: 00607290)  Promoter Director  Age: 59 years  Qualification: Commerce Graduate	39 years of experience in textile Industry	Nahar Spinning Mills Ltd.	Share Transfer CSR	Chairman Chairman	1000	Relative of Sh. Jawahar Lal Oswal and Sh. Kamal Oswal	Liable to retire by rotation  Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 15.12.1988  Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting.  No. of Board meetings attended during last year : 5 (five)
		Nahar Poly Films Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Industrial Infrastructure Corpn. Ltd.	---	---				
		Oswal Woollen Mills Ltd.	---	---				
		Nahar Industrial Enterprises Ltd.	---	---				
		Crownstar Ltd. UK	---	---				



Name of Director and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
		Abhilash Growth Fund Pvt. Ltd.	---	---				
		Sankheshwar Holding Co. Ltd.	---	---				
		Closettrunk Private Ltd.	---	---				
<b>Dr. Prem Lata Singla</b> (DIN: 09674172) Independent Director Age: 69 years Qualification: M.Sc.and Ph.D.	More than 24 years of experience in the field of education.	Nahar Poly Films Ltd.	Nomination & Remuneration Stakeholder's Relationship CSR	Chairman Member Member	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	
		Monte Carlo Fashions Ltd.	---	---				
<b>Dr. Manisha Gupta</b> (DIN: 06910242) Independent Director Age: 46 years Qualification: MBA (Finance) and Ph.D	More than 25 years of experience in teaching business and administration	Nahar Spinning Mills Ltd.	Nomination & Remuneration	Member	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting.
		Oswal Woollen Mills Ltd.	---	---				
		Nahar Poly Films Ltd.	Nomination & Remuneration Stakeholders Relationship Audit	Member Chairperson Member				No. of Board meetings attended during last year : 5 (five)
		Nahar Capital & Financial Services Ltd. Nahar Industrial Enterprises Ltd.	Nomination & Remuneration Audit	Member Member				
		Oswal Leasing Ltd.	Audit Nomination & Remuneration Stakeholders Relationship Share Transfer	Member Member Member Member				
		OWM Poly Yarn Ltd.	Audit Nomination & Remuneration	Chairperson Chairperson				
<b>Dr. Roshan Lal Behl</b> (DIN: 06443747) Independent Director Age: 68 years	More than 39 years of experience in the field of academics and administration	Nahar Industrial Enterprises Ltd.	Nomination & Remuneration Audit	Member Chairman	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting.
		Oswal Woollen Mills Ltd.	Audit Nomination & Remuneration	Chairman Chairman				



Name of Director and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Qualification: M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies)		Monte Carlo Fashions Ltd	Audit Nomination & Remuneration Stakeholders Relationship	Member Member Chairman				No. of Board meetings attended during last year : 5 (five)
		Oswal Leasing Ltd.	Audit Stakeholders Relationship Nomination & Relationship Share Transfer	Chairman Chairman Chairman				
		Nahar Spinning Mills Ltd.	Audit Nomination & Remuneration	Member Member				
		Nahar Capital & Financial Services Ltd.	Audit Nomination & Remuneration	Member Member				
		Nahar Poly Films Ltd.	Audit	Chairman				
		OWM Poly Yarn Ltd.	Audit Nomination & Remuneration	Member Member				
<b>Sh. Parvinder Singh Pruthi</b> (DIN: 07481899) Independent Director Age: 71 years Independent Director Qualification: B.Sc. Hons. & M.Sc. (Physics) and Member of Indian Revenue Service (Indirect Taxes)	Vast experience in the field of Customs and Excise	Nahar Industrial Enterprises Ltd. Monte Carlo Fashions Ltd.	---- ----	---- ----	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020  Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting.  No. of Board meetings attended during last year : 5 (five)

**By Order of the Board of Directors**

sd/-

**Place : Ludhiana**

**Mukesh Sood**

**Date : 12<sup>th</sup> August, 2025**

**Company Secretary**