

NIEL:SCY:2018: 1100000123

5th September, 2018

BSE Ltd.

Department of Corporate Services
27th Floor, P.J.Towers, Dalal Street, Fort,
MUMBAI – 400 001
Scrip Code: 519136

National Stock Exchange of India Ltd.
Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
MUMBAI – 400 051
Securities Symbol – NAHARINDUS

SUB: NOTICE OF 34TH ANNUAL GENERAL MEETING

Dear Sirs,

In continuation of our letter No. NIEL:SCY:2018:1100000092-96 dated 31st August, 2018 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith copy of Notice of 34th Annual General Meeting scheduled to be held on Friday, the 28th day of September, 2018 at the Registered Office of the Company situated at Focal Point, Ludhiana – 141010, Punjab. The said Notice is also available on the website of the Company i.e. www.owmnahar.com.

Kindly take this on records and acknowledge.

Thanking you,
Yours faithfully,
For NAHAR INDUSTRIAL ENTERPRISES LIMITED


Mukesh Sood
Company Secretary
Encl: as above



NOTICE

Notice is hereby given that the **34th Annual General Meeting** of the members of Nahar Industrial Enterprises Ltd. will be held on **Friday, the 28th day of September, 2018 at 10.00 A.M.** at the Registered Office of the company situated at Focal Point, Ludhiana (Punjab) – 141010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018 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, 2018 and the Reports of Auditors thereon.
2. To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Navdeep Sharma (DIN: 00454285), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve the remuneration of cost auditor for the financial year 2018-19** 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 re-enactment thereof for the time being in force), M/s. Ramanath Iyer & Co., Cost Accountants, (Firm Registration No. 000019) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost accounting records of the Company for Textile and Sugar segments for the financial year ending 31st March, 2019, the company do hereby confirm and ratify the remuneration of Rs. 270000/- (Rupees Two Lacs Seventy Thousands 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 re-appoint Dr. Vijay Asdhir (DIN: 06671174) 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 the provisions of

Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and as recommended by the Nomination & Remuneration Committee, consent of the members be and is hereby accorded for the re-appointment of Dr. Vijay Asdhir (DIN: 06671174), as an Independent Director, who was appointed as an Independent Director of the company for a period of 3 years i.e. up to the conclusion of 34th Annual General Meeting and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of director of the Company in independent category, not liable to retire by rotation, to hold the office for a period of three consecutive years i.e. up to the conclusion of 37th Annual General Meeting to be held in the year 2021.”

6. **To approve continuation of holding of office as Non-Executive Director by Sh. Jawahar Lal Oswal (DIN: 00463866), upon attaining the age of 75 years** 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 the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Non-Executive Director of the Company by Sh. Jawahar Lal Oswal (DIN: 00463866), upon attaining the age of 75 years on 1 October, 2018.”

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

7. **To approve continuation of holding of office as Independent Director by Dr. (Mrs) Harbhajan Kaur Bal (DIN: 00008576), who has attained the age of 75 years** 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 the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Independent Director of the Company by Dr. (Mrs) Harbhajan Kaur Bal (DIN: 00008546), who has



attained the age of 75 years, up to the expiry of her present term i.e. the conclusion of the 36th Annual General Meeting to be held in the year 2020.”

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

8. **To approve continuation of holding of office as Independent Director by Sh. Ajit Singh Chatha (DIN: 02289613), who has attained the age of 75 years** 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 the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Independent Director of the Company by Sh. Ajit Singh Chatha (DIN: 02289613), who has attained the age of 75 years, up to the expiry of his present term i.e. the conclusion of the 36th Annual General Meeting to be held in the year 2020.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts 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

Date : 14th August, 2018

Mukesh Sood
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting 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.

3. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).
5. 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.
6. Electronic copy of the Annual Report for the year 2017-18 is being sent to all the members who's Email IDs are registered with the Company / Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered the Email address, physical copies of the Annual Report is being sent separately.
7. 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.
8. Members holding equity shares in physical form are requested to notify the change of their address, if any, at the earliest to the Company's Share Department or Registrar & Transfer Agent (RTA). However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective depository participants.
9. Members are informed to send all documents and communications pertaining to equity shares to M/s. Alankit Assignments Limited, RTA Division, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055, Share Transfer Agent for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.
10. 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. Members are hereby informed to claim the unclaimed / unpaid dividend relating to 2010-11 onwards at the earliest, as the same is required to be transferred to IEPF from 4.10.2018 onwards.
11. 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.

12. The Company provides the facility of Electronic Clearing Service (ECS) for payment of Dividend. The shareholders holding equity shares in physical form and who wish to avail ECS facility may intimate ECS mandate to the Company's Share Department / RTA immediately.
13. The members are requested to bring the copy of Annual Report along with them at the meeting.
14. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 26, 2017.
15. **The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Your company has joined the MCA in its environmental friendly initiative. The company would send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register / update their latest e-mail addresses with the Depository Participants (D.P.) with whom they are having Demat Account or send the same to the Company via e-mail at : msood@owmnahar.com or share@owmnahar.com We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.**

Voting through electronic means

- 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 34th 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. Members who have not registered their E-mail address will receive this Annual Report along with Postal Ballot Form through permitted mode.
- III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25.09.2018 (09.00 a.m.) and ends on 27.09.2018 (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 21.09.2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders".
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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"> 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) (given where shareholder's address is printed on envelope) in the PAN field. 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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"> 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 (iv).



- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN 180827032** for the relevant NAHAR INDUSTRIAL ENTERPRISES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800-200-5533.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21.09.2018.
- V. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- VI. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- VIII. The Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
- IX. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot Form. If a member votes by both modes, the voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
- X. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Post to declare the final results for each of the Resolutions forming part of the Notice of this AGM.
- XI. The results declared along with the Scrutinizer's Report shall be placed on the Company's website:



www.ownnahar.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicate to BSE Limited and National Stock Exchange of India Limited.

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

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ramanath Iyer & Co., Cost Accountants, New Delhi as Cost Auditors to conduct the audit of the cost accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2019 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 shareholders 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 31.3.2019. The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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.

Item No. 5

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ('the Act'), the shareholders of the company in their 31st Annual General Meeting held on 30.09.2015 had appointed Dr. Vijay Asdhir (DIN: 06671174) as an Independent Director of the Company, not liable to retire by rotation, for a period of three years i.e. up to the conclusion of the 34th Annual General Meeting.

As per Section 149 (10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing a Special Resolution by the Company. Pursuant to the provisions of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Nomination & Remuneration Committee has recommended to the board regarding re-appointment of Dr. Vijay Asdhir, subject to the approval of the shareholders, for a further period of three year i.e. up to the conclusion of the 37th Annual General Meeting to be held in the year 2021.

The company has received consent in Form DIR-2 and Declaration in Form DIR-8 from Dr. Vijay Asdhir in compliance of the Act. He has given a Declaration to the Board that he meets the criteria of Independence as provided under Section 149 of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules framed there under for re-appointment as Independent Director and he is independent of the management.

The performance of Dr. Vijay Asdhir was evaluated through a structured evaluation process as per the policy for evaluation of independent directors. The board considers that the continued association of Dr. Vijay Asdhir would be beneficial to the company and it is desirable to avail his services as Independent Director of the company.

Accordingly the resolution seeking your consent/approval by way of Special Resolution, set out at Item No. 5 of the Notice, has been proposed for your approval.

Except Dr. Vijay Asdhir, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution.

The Board recommends the Resolution for your approval. Brief resume of Dr. Vijay Asdhir, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are mentioned in the Annexure to this Notice.

Item No. 6

Sh. Jawahar Lal Oswal is appointed as a Non-executive Director of the Company (liable to retire by rotation) pursuant to the provisions of Section 152 of the Companies Act, 2013 and rules framed thereunder.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which will be effective from 1st April, 2019, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Sh. Jawahar Lal Oswal is 74 years of age and will reach the age of 75 years on 1 October, 2018. He is Chairman and Non-Executive Promoter Director of the Company. He holds a Bachelor's Degree in Commerce. He has more than 54 years of experience in the Textile and Woolen industry and he is associated with the Company since 1991. He is an eminent industrialist and his leadership qualities, expertise and experience has enabled the Company to become one of the leading Integrated Textile player of the Country. He has been awarded Punjab Ratan Award' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals. He was also awarded Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the LMA-Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the Achievers of the North' by the Economic Times in 2013.

Having regard to his vast business experience, expertise and leadership, Nomination and Remuneration Committee has recommended his continuation on the Board. The Board is also of the opinion that his continued association would be of immense beneficial to the Company. So it is desirable and advisable to continue avail his services as Non-Executive Director.



Accordingly the resolution seeking your consent/approval by way of Special Resolution, set out at Item No. 6 of the Notice, for continuation of holding of present office by Sh. Jawahar Lal Oswal as Non-executive Director even after attaining the age of 75 years, has been proposed for your approval.

Sh. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. Sh. Kamal Oswal, Managing Director and Sh. Dinesh Oswal, Director, being relatives of Sh. Jawahar Lal Oswal may be deemed to be concerned or interested in the said resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution for your approval. Brief resume of Sh. Jawahar Lal Oswal, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are mentioned in the Annexure to this Notice.

Item No. 7

Dr. (Mrs) Harbhajan Kaur Bal was re-appointed as an Independent Director of the Company on 26.09.2017 to hold office for three consecutive years for a second term up to the conclusion of the 36th Annual General Meeting to be held in the year 2020 under the relevant provisions of the Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which will be effective from 1st April, 2019, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Dr. (Mrs) Harbhajan Kaur Bal is 79 years of age. She is Post Graduate and Ph.D (Stats). She is an eminent educationist and having more than 32 years of experience as Academician and General Management. She is independent of the Management and possesses appropriate skills, experience and knowledge.

Having regard to her vast knowledge and expertise, the Nomination and Remuneration Committee has recommended her continuation on the Board as an Independent Director. The Board is also of the opinion that her continued association would be of immense beneficial to the Company. So it is desirable and advisable to continue avail her services as an Independent Director.

Accordingly the Resolution seeking your consent/ approval by way of Special Resolution, set out at Item No. 7 of the Notice, for continuation of holding of existing office by Dr. (Mrs) Harbhajan Kaur Bal as Independent Director of the Company after attaining the age of 75 years upto the expiry of his present term of office up to the conclusion of the 36th Annual

General Meeting to be held in the year 2020 has been proposed for your approval.

Except Dr. (Mrs) Harbhajan Kaur Bal, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution.

The Board recommends the Resolution for your approval. Brief resume of Dr (Mrs) Harbhajan Kaur Bal, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are mentioned in the Annexure to this Notice.

Item No. 8

Sh. Ajit Singh Chatha was re-appointed as an Independent Director of the Company on 26.09.2017 to hold office for three consecutive years for a second term up to the conclusion of the 36th Annual General Meeting to be held in the year 2020 under the relevant provisions of the Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which will be effective from 1st April, 2019, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Sh. Ajit Singh Chatha is 82 years of age. He is a retired IAS officer. He has worked as Chief Secretary to the Government of Punjab during his last tenure of service besides holding several different assignment and positions during his service. He is B.E. (Hons.) in Electrical Engineering. He is having vast experience in General Management and Administration. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Having regard to his vast knowledge and expertise, the Nomination and Remuneration Committee has recommended his continuation on the Board as an Independent Director. The Board is also of the opinion that his continued association would be of immense beneficial to the Company. So it is desirable and advisable to continue avail his services as an Independent Director.

Accordingly the Resolution seeking your consent/ approval by way of Special Resolution, set out at Item No. 8 of the Notice, for continuation of holding of existing office by Sh. Ajit Singh Chatha as Independent Director of the Company after attaining the age of 75 years upto the expiry of his present term of office up to the conclusion of the 36th Annual General Meeting to be held in the year 2020 has been proposed for your approval.

Except Sh. Ajit Singh Chatha, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution.



NAHAR INDUSTRIAL ENTERPRISES LIMITED

Annual Report 2017-18

The Board recommends the Resolution for your approval. Brief resume of Sh. Ajit Singh Chatha, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, are mentioned in the Annexure to this notice.

By Order of the Board of Directors
sd/-

Place : Ludhiana
Date : 14th August, 2018

Mukesh Sood
Company Secretary

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 / continuation has been given as hereunder:-

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				
Sh. Jawahar Lal Oswal (DIN: 00463866) Age: 75 Years Qualification: Commerce Graduate	56 years of experience in textile Industry	Oswal Woollen Mills Ltd.	CSR Shareholders	Chairman Chairman	Nil	Relative of Sh. Kamal Oswal & Sh. Dinesh 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: @ Rs. 10000/- per Board Meeting. No. of Board Meetings attended during last year: 4 (four)
		Monte Carlo Fashions Ltd.	CSR Share Transfer Risk Management	Chairman Chairman Chairman				
		Abhilash Growth Fund Pvt. Ltd.	--	--				
		Nahar Poly Films Ltd.	--	--				
		Nahar Capital & Financial Services Ltd.	--	--				
		Nahar Industrial Enterprises Ltd.	--	--				
		Nahar Spinning Mills Ltd.	--	--				
		Nagdevi Trading & Investment Co. Ltd.	--	--				
		Sankeshwar Holding Co. Ltd.	--	--				
		J L Growth Fund Ltd.	--	--				
		Crownstar Ltd., UK	--	--				
		Neha Credit & Investment Pvt. Ltd.	--	--				
		Nahar Growth Fund Pvt. Ltd.	--	--				
		Ruchika Growth Fund Pvt. Ltd.	--	--				
		Monica Growth Fund Pvt. Ltd.	--	--				
		White Tiger Breweries & Distilleries Ltd.	--	--				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

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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				
Sh. Dinesh Gogna (DIN: 00498670) Age: 65 years Qualification: B.A., LLB.	More than 39 years of experience in field of Corporate Finance and Taxation	Nahar Industrial Enterprises Ltd.	Audit Stakeholders Relationship CSR	Member Chairman	105	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : Appointed First Director of the company in terms of Articles of Association Remuneration last drawn : @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 4 (four)
		Nahar Spinning Mills Ltd.	Audit Share Transfer CSR	Member Member Member				
		Nahar Poly Films Ltd.	Share Transfer Audit CSR	Member Member Member				
		Oswal Woollen Mills Ltd.	Audit Shareholders	Member Member				
		Cotton County Retail Ltd.	--	--				
		Monte Carlo Fashions Ltd.	Stakeholders Relationship Audit Nomination & Remuneration CSR Share Transfer	Chairman Member Member Member				
		Girnar Investment Ltd.	--	--				
		Oswal Leasing Ltd.	--	--				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR	Member Member				
		Crown Star Ltd.(UK)	--	--				
		Oswal Denim Ltd.	--	--				
Sh. Navdeep Sharma (DIN: 00454285) Age: 59 years Qualification: B.A., LLB	More than 35 years of experience in the field of Taxation	Nahar Industrial Enterprises Ltd.	--	--	Nil	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 12.08.2015 Remuneration last drawn : @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 4 (four)
		Nahar Industrial Infrastructure Corpn. Ltd.	--	--				
		Vanaik Investors Ltd.	--	--				
		Nagdevi Trading & Investment Co. Ltd.	--	--				
		J L Growth Fund Ltd.	--	--				
		Oswal Leasing Ltd.	Audit Stakeholders Relationship	Member Chairman				
		Kovalam Investment & Trading Co. Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member Member				
		Palam Motel Ltd.	--	--				
		Vanaik Spinning Mills Ltd.	Audit Nomination & Remuneration	Member Chairman				
		Nahar Financial and Investment Ltd.	--	--				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

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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.	--	--				
		Nahar Growth Fund Pvt. Ltd.	--	--				
		Monica Growth Fund Pvt. Ltd.	--	--				
		Ruchika Growth Fund Pvt. Ltd.	--	--				
		Neha Credit & Investment Pvt. Ltd.	--	--				
		Vigil Investment Pvt. Ltd.	--	--				
		Marble E-Retail Pvt. Ltd.	--	--				
Dr. Vijay Asdhir (DIN: 06671174) Age : 71 years Qualification : M.Com and Phd	More than 37 years of experience in teaching management and Administration	Nahar Industrial Enterprises Ltd.	Audit Nomination & Remuneration Stakeholders Relationship	Chairman Chairman Member	Nil	Nil	Not liable to retire by rotation. Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.02.2015 Remuneration last drawn : @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year:4(four)
		Nahar Spinning Mills Ltd.	Stakeholders Relationship	Chairman				
		Nahar Poly Films Ltd.	Audit	Member				
		Nahar Capital & Financial Services Ltd.	--	--				
Dr. (Mrs.) Harbhajan Kaur Bal (DIN:00008576) Age: 79 Years She is Post Graduate & Ph.D	32 years of experience of Academician & General Management	Nahar Industrial Enterprises Limited	Nomination & Remuneration Audit	Member Member	Nil	Nil	Not liable to retire by rotation. Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board: 30.06.2001 Re-appointed as Independent Director under section 149 on 26.09.2017. Remuneration last drawn: @ Rs. 10000/- per Board Meeting. No. of Board Meetings attended during last year: 4 (four)
		Sportking India Limited	Audit Nomination & Remuneration -	Member Member				
Sh. Ajit Singh Chatha (DIN: 02289613) Age: 82 Years He is B.E. (Hons.) in Electrical Engineering	Chief Secretary to Govt. of Punjab & various other Positions	Nahar Industrial Enterprises Ltd.	--	--	Nil	Nil	Not liable to retire by rotation. Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board: 27.03.2013 Re-appointed as Independent Director under section 149 on 26.09.2017 Remuneration last drawn: @ Rs. 10000/- per Board Meeting. No. of Board Meetings attended during last year: 4 (four)
		Cotton County Retail Limited	Audit Nomination & Remuneration	Member Member				
		Monte Carlo Fashions Ltd.	--	--				
		WWICS Global Law Offices Pvt. Ltd.	--	--				
		Indian Acrylics Limited	CSR	Member				
		J Kumar Infraprojects Limited	Audit Nomination & Remuneration	Member Member				
		Triveni Projects & Resorts P.Ltd	--	--				