Nahar INDUSTRIAL ENTERPRISES LTD.

Regd. & Admn. Office : Focal Point, Ludhiana - 141 010. (INDIA)
Phones : 0091-161-2672590 to 91, 5064200 Fax : 0091-161-2674072, 5083213
E-mail : nilldh@owmnahar.com, Website : www.owmnahar.com

NIEL:SCY: **Dated: 25.08.2022**

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

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

Reg: Notice of Book Closure and Annual General Meeting

Dear Sir,

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Notice of 38th Annual General Meeting of the Company scheduled to be held on **Monday, 26th day of September, 2022 at 11:45 AM through Video Conferencing/Other Audio Visual Means (OAVM)** in compliance with Section 96 of the Companies Act, 2013 read with various MCA Circulars including the latest general circular No. 2/2022 dated 05.05.2022.

Pursuant to the requirement of Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books will remain closed from 20th September, 2022 to 26th September, 2022 (both days inclusive) for the purpose of Annual General Meeting.

Pursuant to provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulation, 2015 the Company is providing the facility to its shareholders holding shares in physical or dematerialised form to exercise their right to vote by electronic means (remote e-voting and e-voting at AGM) on all the items of business contained in the Notice convening the 38th Annual General Meeting. The voting period begins on 23.09.2022 (09.00 a.m.) end on 25.09.2022 (05.00 p.m.). Accordingly, to determine the shareholders eligible to cast their votes electronically, the Company has fixed 19.09.2022 as the cut-off date. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the shareholders and for attending the AGM through VC/OAVM.

The details such as manner of i) registering /uploading email address ii) casting vote through e-voting and iii) attending the AGM through VC/OAVM has been set out in the Notice of the AGM

This is for your information and displaying the same on the notice board/website of the exchange for the information of members and general public.

Thanking you,

Yours faithfully,
For NAHAR INDUSTRIAL ENTERPRISES LIMITED

MUKESH SOOD
COMPANY SECRETARY

National Securities Depository Limited **Trade World, A Wing, 4th & 5th Floor, Kamala Mills Compound, Lower Parel, MUMBAI 400013**	**Cental Depository Services India Limited** **17TH Floor, P J Towers, Dalal Street, Mumbai 400001**	**Alankit Assignments Limited** **Alankit Heights** **1E/13, Jhandewalan Extension, New Delhi 110055**

NOTICE

Notice is hereby given that the **38th Annual General Meeting** of the members of **Nahar Industrial Enterprises Limited** will be held on **Monday, the 26th day of September, 2022 at 11.45 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") 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, 2022 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, 2022 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.

4. To re-appoint Auditors of the Company and fix their remuneration and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under (including any statutory modification(s) or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. K R Aggarwal & Associates, Chartered Accountants (Firm Registration No. 030088N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of the 38th Annual General Meeting (AGM) till the conclusion of the 43rd Annual General Meeting of the Company to be held in the year 2027 subject to all applicable laws and provisions, at such remuneration and other expenses as may be mutually agreed between the Board of Directors of the company and the Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

SPECIAL BUSINESS:

5. **To approve the remuneration of cost auditor for the financial year 2022-23** 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 the cost accounting records of the Company for Textile and Sugar segments for the financial year ending 31st March, 2023, 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."

6. **To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) 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 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. Yash Paul Sachdeva (DIN: 02012337), 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 his 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 25th September, 2027."

"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 Sh. Kamal Oswal as Managing Director for a further period of 5 (five) 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 section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and in terms of the recommendation of Nomination & Remuneration Committee and approval of the Board of Directors, consent and approval of the members of the Company be and is hereby accorded for the re-appointment of Sh. Kamal Oswal (DIN: 00493213) as Managing Director of the company, not liable to retire by rotation, for a period of five years **with effect from 1st February, 2023 till 31st January, 2028** on the terms and conditions as set out below:-

1. Salary - Rs. 60,00,000 p.m. in the scale of 60,00,000 – 5,00,000 – 80,00,000
2. Commission - 2% of the net profit.
3. Perquisites as mentioned below:-

a) **Housing:** Sh. Kamal Oswal shall be entitled to House Rent Allowance @ 60% of the Salary.

Explanation: The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962. This shall, however, be subject to a ceiling of 10% of the salary of Sh. Kamal Oswal.

b) **Medical Reimbursement:** Reimbursement of medical expenses incurred (including medical insurance premium) on self and family subject to a ceiling of one month salary in a year. However, this medical entitlement can be accumulated for the period of five years.

c) **Leave Travel Concession:** Leave Travel Concession for self and family once in a year as per company's rules.

d) **Personal Accident Insurance:** Personal Accident Insurance of an amount the annual premium of which shall not exceed Rs. 20,000/- per annum.

e) **Car & Telephone:** Free use of company's car for official work as well as for personal purposes along with driver and telephone at company's cost.

f) **Club Membership:** Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

g) **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.

Note: For the purposes of perquisites stated hereinabove family means the spouse, the dependent children and dependant parents of the appointee.

"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 are hereby accorded for the payment of remuneration to Mr. Kamal Oswal, Managing Director of the Company (DIN: 00493213) being a member of Promoter/Promoter Group of the Company, notwithstanding the aggregate annual remuneration payable to him may exceeds 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 appointment and/ or remuneration of Mr. Kamal Oswal, as the Board of Directors may deem appropriate during his tenure as Managing Director of the Company provided such revision in remuneration does not exceed the limits approved by the members under section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force)."

"RESOLVED FURTHER THAT the consent and approval of the Members be and are hereby accorded for the payment of minimum remuneration to Mr. Kamal Oswal for a period not exceeding three years or such other period as may be prescribed under applicable laws, by way of salary, commission and perquisites as above wherein any financial year the

company has no profit or its profits are inadequate subject to the requisite approvals, if any."

"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."

8. **To increase the remuneration of Sh. Abhinav Oswal (DIN: 07619099), Executive 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 section 196, 197 and 198 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule-V of the Act 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), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of the recommendation of Nomination & Remuneration committee of the Company and approval of the Board of Directors, the consent and approval of the members of the Company be and is hereby given to increase the Remuneration of Sh. Abhinav Oswal (DIN: 07619099), Executive Director of the Company w.e.f. 1st October, 2022 to 31st August, 2025 as per following details:-

1. **Salary:-** Rs.10,00,000 p.m. 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.

Note: For the purposes of perquisites stated hereinabove family means the spouse, the dependent children and dependant parents of the appointee.

"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 are 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 exceeds 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 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 under section 197 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force)."

"RESOLVED FURTHER THAT wherein any financial year the company has no profit or its profits are inadequate, the company may pay remuneration by way of salary, commission and perquisites as above to Mr. Abhinav Oswal as Minimum Remuneration for such period as may be permitted subject to the requisite approvals, if any."

"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."

9. **To approve existing and new material related party transaction** 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 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 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, on the basis of approval and recommendation of the Audit Committee and Board of Directors of the Company, consent and approval of the Members be and is hereby accorded for all existing transactions entered, and transactions entering into and / or continuing to enter into transactions with Oswal Woollen Mills Ltd, the Related Parties under Regulation 2(1)(zb) of the Listing Regulations for Sale and Purchase of goods, rendering of Services and other transactions as mentioned in section 188 of the Companies Act, 2013 and rules made thereunder, carried/to be carried on arm's length basis in the ordinary course of business on such terms and conditions as may be mutually agreed for a period starting from 1st April, 2022 till the date of 43rd Annual General Meeting of the Company to be held in the year 2027."

"RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and are hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto, and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members."

10. **To contribute to Charitable and other Funds** 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 Section 181 of the Companies Act, 2013 and other applicable provisions, (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of the board constituted to exercise its power) to contribute in any financial year maximum of Rs. 5 crores or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher, towards donation/contributions to any bonafide charitable, social, benevolent and other Funds or institutions or hospitals or trusts or entities for charitable and other purposes, as may be considered proper by the Board of Directors of the Company."

"RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all things incidental and ancillary thereto."

By Order of the Board of Directors
sd/-

Place : Ludhiana **Mukesh Sood**
Date : 30th July, 2022 **Company Secretary**

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 2/2022 dated 05.05.2022 clarified for holding of Annual General Meeting (AGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) pursuant to General Circular No. 20/2020 dated 05.05.2020; General Circular No. 02/2021 dated 13.01.2021; General Circular No. 19/2021 dated 08.12.2021 and 21/2021 dated 14.12.2021 decided to allow Companies whose AGMs are due in the year 2022, to conduct their AGMs on or before 31st December, 2022 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. Pursuant to the said circulars of MCA and other circulars of SEBI and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the 38th AGM of the Company shall be conducted through VC/ OAVM. The Central Depository Services (India) Limited ('CSDL') will be providing facility for voting through remote e-voting, 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. Explanatory 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. Members may note that the Notice will also be available on the Company's website at www.owmnahar.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of the e-voting agency i.e. Central Depository Services (India) Limited at 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.
7. **Mandatory furnishing/ updating of PAN, KYC details and Nomination by holders of physical securities (Equity Shares)**

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th colspan="2">Details of documents that are to be submitted</th></tr>
<tr><td>1.</td><td>PAN</td><td rowspan="6">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 http://www.owmnahar.com/nahar_ie/kyc_updation.php along with related documents as stated therein, self -attested by the shareholder(s).</td><td>PAN shall be valid only if it is linked to Aadhaar on such date as may be specified by the Authority</td></tr>
<tr><td>2.</td><td>Bank Details</td><td rowspan="5">In case it is not provided, the details available in the Client Master List (CML) will be updated in the Folio.</td></tr>
<tr><td>3.</td><td>Mobile Number</td></tr>
<tr><td>4.</td><td>Email-ID</td></tr>
<tr><td>5.</td><td>Address</td></tr>
<tr><td>6.</td><td>Signatures</td></tr>
<tr><td>7.</td><td>Confirmation of signatures</td><td colspan="2">Please provide details in Form ISR -2, available at http://www.owmnahar.com/nahar_ie/kyc_updation.php along with original cancelled cheuqe with name of the security holder printed on it / Bank passbook/ Bank statement attested by the Bank and Banker's attestation of the signatures.</td></tr>
<tr><td>8.</td><td>Nomination</td><td colspan="2">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 http://www.owmnahar.com/nahar_ie/kyc_updation.php</td></tr>
</table>

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021 read together with SEBI Circular No.SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 (the "SEBI Circulars") 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:

Consequences of not adhering to the said norms would lead to freezing of Folios without PAN, KYC details and Nomination, as per the SEBI Circulars:

1. From January 1, 2022, RTA to not process any service requests or complaints received from the holder(s)/ claimant(s), till PAN, KYC and Nomination documents/ details are received.
2. The folios wherein any one of the said documents / details is not available on or after April 1, 2023, shall be frozen by RTA. The securities in the frozen folios shall be eligible to lodge grievance or avail service request from the RTA and shall be eligible for any payment including dividend etc. only through electronic mode only after furnishing the complete documents/ details, as aforesaid.
3. Post December 31, 2025, the frozen folios shall be referred by the RTA/ the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

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

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. Sub-division /Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition. The shareholders are requested to get your 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 20th September, 2022 to 26th September, 2022 (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. Members are hereby informed to claim the unclaimed / unpaid dividend relating to 2015-16 and 2016-17 at the earliest by complying with the formalities mentioned at Note No. 7 hereinabove as the same is due to be transferred to the IEPF from the year 2023 onwards.**

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 w.e.f. 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 Demat form to avoid hassle in transfer of shares.

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 Share 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 December 9, 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	Login Method
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 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' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
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 hold 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	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	Helpdesk details
Individual Shareholders holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with **NSDL**	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 38th 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 for shareholders voting electronically are as under:

(i) The voting period begins on 23.09.2022 (09.00 a.m.) and ends on 25.09.2022 (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 19.09.2022 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 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 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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.

	• 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.
Dividend Bank Details or Date of Birth	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. • 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).

(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 220819017 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 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.

(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
- 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.
- 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), AADHAR (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 Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).

iii) 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.

iv) 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 19.09.2022. 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. 11.30 a.m. IST. The link for joining the AGM shall be kept open until 12.15 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 sending of this Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.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 e-voting 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 e-voting.

iii) Only those Members, who are present at the AGM through VC /OAVM and have not casted their vote on the resolutions through remote e-voting 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 or contact at Toll Free No. 1800225533.

V. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 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 19.09.2022.

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.owmnahar.com and on the website of CDSL i.e. 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 Business mentioned in the accompanying Notice:

Item No. 5

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 accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2023 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 31.3.2023.

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. 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 30.07.2022 recommended to the shareholders, the appointment of Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director of the Company w.e.f. 26th September, 2022 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. Yash Paul Sachdeva (DIN: 02012337) is 60 years of age. He has done Master in Business Administration and Ph.D. with specialization in Financial Management. He is an eminent educationist and corporate advisor. His area of research in Ph.D. was capital markets and investment management. He is having more than 30 years of experience in Teaching and Administration activities of the Punjab Agricultural University (PAU) Ludhiana and various other colleges. He retired as a Professor in the Department of Business Administration of PAU. He was also associated with the company as an Independent Director from the year 2008 to 2017.

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.

Yash Paul Sachdeva meets these requirements of skills and capabilities. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director of the Company.

The Company has received from Dr. Yash Paul Sachdeva (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) 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, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Yash Paul Sachdeva fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He 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. Yash Paul Sachdeva (DIN: 02012337) 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 and is also available on the Company's website i.e. www.owmnahar.com.

Dr. Yash Paul Sachdeva does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

None of the Directors except Dr. Yash Paul Sachdeva, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

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

Brief resume of Dr. Yash Paul Sachdeva, 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 & Disclosure Requirements) Regulations, 2015 are provided at the end of Notice.

Item No. 7

Sh. Kamal Oswal (DIN: 00493213) was re-appointed as Managing Director of the company w.e.f. 1st February, 2018 for a period of 5 (five) years and the term of his office is expiring on 31st January, 2023. The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company in its meeting held on 30.07.2022 had re-appointed Sh. Kamal Oswal (DIN: 00493213) as Managing Director of the Company, who is also Managing Director of Oswal Woollen Mills Limited, for a further period of 5 (five) years w.e.f. 1st February, 2023 up to 31st January, 2028, not liable to retire by rotation, on the terms and conditions mentioned at Item No. 7 of this Notice subject to the approval of the shareholders.

The consent and approval of the members is required for the payment of remuneration to Mr. Kamal Oswal, Managing Director of the Company, being a member of Promoter / Promoter Group of the company, notwithstanding that the aggregate annual remuneration payable to him may exceed the limit as provided under Regulation 17(6)(e) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013.

Sh. Kamal Oswal (DIN: 00493213), aged 60 Years, a Commerce Graduate is a renowned industrialist having 39 years of experience in the industry. He is also the Managing Director of Oswal Woollen Mills Limited. He is holding 1294 equity shares in the Company and was first appointed in the Company on 27.09.1983. He also serves as Director of various other Group Companies. The Board of Directors considers that in view of the background and expertise of Sh. Kamal Oswal, it would be in the interest of the Company to re-appoint him as Managing Director of the Company for a period of 5 (five) years.

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. 7 of the Notice.

I) General Information

1. **Nature of Industry :** Textile and sugar industry
2. **Date of 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
4. **Financial performance based on given indicators** :

(Rs. In lacs)

Particulars	For the Year ended 31.03.2022	For the year ended 31.03.2021
Total Revenue	200635.85	141802.66
Profit/ (Loss) before Tax	21555.34	(1290.77)
Profit/ (Loss) after Tax	15681.13	(913.24)

5 **Foreign investment or collaborators, if any :** The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company

II) Information about the appointee

1 **Background details:**

Sh. Kamal Oswal (DIN: 00493213) is 60 Years of age. He is a commerce graduate and has 39 years of business experience in industry. He is also a Managing Director of M/s. Oswal Woollen Mills Ltd. and is drawing salary as per resolution passed by the shareholders of the company.

2 **Past remuneration:**

Remuneration paid for the year 2020-21 was Rs. 270.02 Lacs and for the year 2021-22 was Rs. 763.69 Lacs.

3 **Recognition of awards:**

Under his able leadership, the Company has witnessed impressive growth. The Company's total revenue from operations has risen to Rs. 200635.85 Lacs in the year 2022.

4 **Job profile and suitability:**

Mr. Kamal Oswal joined the Company as one of its First Directors in the year 1983. He was first appointed as Managing Director of the company on 1st February, 1998 and is holding this position since then. He is overall responsible for operations of the Company under the supervision of the Board of Directors. He is having 39 years of experience in Industry. Under his leadership, the Company has become one of the largest integrated textile company of the Country. Having regard to his textile knowledge, Business experience and leadership to the executive team, he is the best suited person for the responsibilities entrusted to him by the Board of Directors.

5 **Remuneration proposed:**

The remuneration is as described in the Special Resolution at Item No. 7 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.

6 **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 Mr. Kamal 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.

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

Sh. Kamal Oswal is one of the promoters of the company and holds 1294 equity shares in the company. He is also related to Sh. Jawahar Lal Oswal, Chairman, Sh. Dinesh Oswal, Director and Sh. Abhinav Oswal, Executive Director of the Company. Sh. Kamal 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. 15681.13 Lakhs for the year ended 31st March, 2022. However, Textile industry is passing through a challenging period. Due to disrupted economic and financial activities, increased raw material prices 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. All countries had taken/ and are continuously taking necessary steps to control and eradicate the Covid-19. In order to mitigate the impact of

COVID-19, the Government of India has taken several measures for putting the economy of the country on the path of recovery. Moreover, in anticipation of revival of global economy over medium term, Textile Scenario would change and the 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 / Membership in Committees of the Board of various companies are as under:-

Name of the Company in which appointee is a Director	Committee Position	Status
Nahar Industrial Enterprises Ltd.	CSR Stakeholders Relationship	Chairman Member
Oswal Woollen Mills Ltd.	---	---
Nahar Spinning Mills Ltd.	---	---
Nahar Poly Films Ltd.	---	---
Nahar Capital & Financial Services Ltd.	---	---
OWM Poly Yarn Ltd.	---	---
Cotton County Retail Ltd.	Nomination & Remuneration	Chairman
Oswal Leasing Ltd.	---	---
Nahar Industrial Infrastructure Corpn. Ltd.	---	---
Nagdevi Trading & Investment Company Ltd.	---	---
Abhilash Growth Fund Pvt. Ltd.	CSR	Member
Nahar Growth Fund Pvt. Ltd.	---	---

The Board, therefore, recommend the passing of the Special Resolution (Item No. 7) of the accompanying Notice in the interest of the Company. Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Mrs. Manisha Oswal and Mr. Abhinav Oswal being his relatives and Sh. Kamal 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. 7 of the notice.

Item No. 8

Sh. Abhinav Oswal (DIN: 07619099) was appointed as an Executive Director of the Company with effect from 1st September, 2020 till 31st August, 2025 on the terms and conditions, as approved by the shareholders of the company on 30.09.2020.

Having regard to his leadership qualities, performance, responsibilities shouldered and as well as prevalent industry benchmarks, the Nomination and Remuneration Committee, Audit committee and the Board in its meeting held on 30th July, 2022 recommended for increase in the remuneration of Sh. Abhinav Oswal as proposed in the Item No. 8 of the Notice, subject to approval of the Shareholders, under the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

The consent and approval of the members is required for the payment of remuneration to Sh. Abhinav Oswal, Executive Director of the Company, being a member of Promoter / Promoter Group of the company, notwithstanding that the aggregate annual remuneration payable to him may exceed the limit as provided under Regulation 17(6)(e) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013.

Sh. Abhinav Oswal, aged 29 Years, has done Bachelor in Business Administration from University of Miami (USA). He is holding 9039 equity shares in the Company. He also serves as Director of various other Group Companies.

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. 8 of the Notice.

I) General Information

1 **Nature of Industry :** Textile and sugar industry

2 **Date of 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

4 **Financial performance based on given indicators** :

(Rs. In lacs)

Particulars	For the Year ended 31.03.2022	For the year ended 31.03.2021
Total Revenue	200635.85	141802.66
Profit/ (Loss) before Tax	21555.34	(1290.77)
Profit/ (Loss) after Tax	15681.13	(913.24)

5 **Foreign investment or collaborators, if any :**

The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company.

II) Information about the appointee

1 **Background details:**

Sh. Abhianv Oswal (DIN: 07619099) is 29 Years of age. He has done Bachelor in Business Administration from University of Miami (USA) and has more than 6 years of business experience in industry.

2 **Past remuneration:**

Remuneration paid for the year 2020-21 was Rs. 65.63 lacs and for the year 2021-22 was Rs. 112.60 Lacs.

3 **Recognition of awards:**

Not applicable

4 **Job profile and suitability:**

Mr. Abhinav Oswal worked as Vice President of the Company and having experience in Exports, Marketing and Administration. He was first appointed as Executive Director of the company on 1.9.2020 and is holding this position since then. He is having more than 6 years of experience in Industry.

5 **Remuneration proposed:**

The remuneration is as described in the Special Resolution at Item No. 8 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.

6 **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 Mr. 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.

7 **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 and Mrs. Manisha Oswal, President 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. 15681.13 Lakhs for the year ended 31st March, 2022. However, Textile industry is passing through a challenging period. Due to disrupted economic and financial activities, increased raw material prices 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. All countries had taken/ and are continuously taking necessary steps to control and eradicate the Covid-19. In order to mitigate the impact of COVID-19, the Government of India has taken several measures for putting the economy of the country on the path of recovery. Moreover, in anticipation of revival of global economy over medium term, Textile Scenario would change and the 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 / Membership in Committees of the Board of various companies are as under:-

Name of the Company in which appointee is a Director	Committee Position	Status
Nahar Industrial Enterprises Ltd.	---	---
OWM Poly Yarn Ltd.	---	---
Abhilash Growth Fund Pvt. Ltd.	---	---
J L Growth Fund Ltd.	---	---
Vardhman Investment Ltd.	---	---
Survrat Trading Company Ltd.	---	---
Atam Vallabh Financiers Ltd.	---	---
Nahar Growth Fund Pvt. Ltd.	---	---
Vanaik Investors Ltd.	---	---

The Board, therefore, recommend the passing of the Special Resolution (Item No. 8) of the accompanying Notice in the interest of the Company. Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Oswal, Mrs. Manisha 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. 8 of the notice.

Item No. 9

The Company buy/sell yarns and fabrics etc. from/to the Oswal Woollen Mills Limited, which is a related party as per section 2(76) and 188 of the Companies Act, 2013. All the transactions entered with Oswal Woollen Mills Limited are in the ordinary course of business and at arm's length basis. The Company has already obtained the approval of the shareholders on 29.09.2021 for five years for entering into transactions w.e.f. 01.04.2022 with related parties in the ordinary course of business at arm's length price. The third proviso to section 188(1) states that nothing in section 188(1) will apply to any transaction entered into by the Company with related party in its Ordinary course of business and at arm's length basis.

Further, as per the amendment in the explanation to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is effective April 01, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

All transactions entered into/to be entered into by the Company with Oswal Woollen Mills Limited are in the ordinary course of business and are at arm's length basis and necessary approvals as required in compliance of provisions under Companies Act/SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 were obtained from Audit Committee/Board and shareholders.

The transactions with Oswal Woollen Mills Ltd. are exceeding / expected to exceed the materiality threshold as stated under Regulation 23 of Listing Regulations above. Accordingly, the Board of Directors of the Company ('the Board') at the meeting held on 14th May, 2022, on the recommendation of the Audit Committee, recommended for the approval of the Members, material related party transactions with Oswal Woollen Mills Ltd. for a period starting from 1st April, 2022 till the date of 43rd Annual General meeting of the Company to be held in the year 2027. The transactions entering/continue entering into with Oswal Woollen Mills Limited shall be in the ordinary course of business and on arm's length basis. The details of the transactions pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

S.No.	Particulars	Details
1.	Type, material terms and particulars of the proposed transaction;	Sale and Purchase of goods, Rendering of Services and other transactions as mentioned in section 188 of the Companies Act, 2013 and Rules made thereunder.
2.	Name of the related party	Oswal Woollen Mills Limited
3.	Nature of Relationship	Group Company
4.	Tenure of the proposed transaction (particular tenure shall be specified);	From 01.04.2022 till the date of 43rd Annual General Meeting to be held in 2027.
5.	Value of the proposed transaction	Rs. 400 crore.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction.	The value of the proposed transaction is appx. 20% of annual consolidated turnover.
7.	If the transaction relates to any loans, inter corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
8.	Justification as to why the RPT is in the interest of the listed entity	Company buy/sell yarns and fabrics from/to the Oswal Woollen Mills Limited at Arm's Length basis in the ordinary course of business which is commercially beneficial.
9.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable. All transactions entered / to be entered into are at arm's length basis.

The board of directors intends to seek shareholders' approval for the Contracts/ Agreements/ Transactions entered/to be entered with the group company namely Oswal Woollen Mills Limited. The Board, therefore, recommends the passing of the Ordinary resolution (Item No. 9) of the accompanying Notice in the interest of the Company.

Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Oswal and Mr. Abhinav Oswal 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. 9 of the notice.

Item No. 10

Your Company would like to contribute, donate or otherwise provide assistance from time to time to bonafide charitable, social, benevolent and other Funds or institutions or hospitals or trusts or entities for charitable and other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 5% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. Your Directors are of the opinion that in any financial year(s) to give donations/contributions for noble cause should not be hindrance to the company. It is therefore considered necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section. Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors (or Committee thereof) of the Company to make contributions in any financial year for a total amount of up to Rs. 5 Crores or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher.

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution. The Board recommends the Special Resolution as set out at Item no. 10 of this Notice.

By Order of the Board of Directors
sd/-
Mukesh Sood
Company Secretary

Place : Ludhiana
Date : 30th July, 2022

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				
Sh.Dinesh Gogna (DIN:00498670) Non-Executive Director Age: 69 years Qualification: B.A., LLB.	More than 43 years of experience in the field of Corporate Finance and Taxation	Nahar Industrial Enterprises Ltd.	Audit Stakeholders Relationship CSR	Member Chairman Member	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 : Appointed First Director of the company in terms of Articles of Association Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Spinning Mills Ltd.	Audit Share Transfer CSR	Member Member Member				
		Nahar Poly Films Ltd.	Share Transfer Audit CSR Stakeholders Relationship	Member 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 Member				
		Girnar Investment Ltd.	---	---				
		Oswal Leasing Ltd.	---	---				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR Risk Management Investment	Member Member Member Member				
		Crown Star Ltd. (U.K.)	---	---				
Sh. Navdeep Sharma (DIN:00454285) Non-Executive Director Age: 63 years Qualification: B.A., LLB	More than 39 years of experience in the field of Taxation	Nahar Industrial Enterprises Ltd.	---	---	1	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 : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Industrial Infrastructure Corpn. Ltd.	---	---				
		Vanaik Investors Ltd.	---	---				
		Nagdevi Trading & Investment Co. Ltd.	---	---				
		J L Growth Fund Ltd.	---	---				

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				
		Kovalam Investment & Trading Co. Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member Member				
		Palam Motels Ltd.	---	---				
		Vanaik Spinning Mills Ltd.	---	---				
		Nahar Financial and Investment Ltd.	---	---				
		Abhilash Growth Fund Pvt. Ltd.	CSR	Member				
		Nahar Growth Fund Pvt. Ltd.	---	---				
		Monica Growth Fund Pvt. Ltd.	---	---				
		Ruchika Growth Fund Pvt. Ltd.	---	---				
Dr. Yash Paul Sachdeva (DIN:02012337) Independent Director Age: 60 years Qualification: MBA and Ph.D. in Business Administration with specialisation in Financial Management.	More than 30 years of experience in the field of academics.	Nahar Poly Films Ltd.	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: 31.07.2008
Sh. Kamal Oswal (DIN: 00493213) Managing Director Age: 60 years Qualification: Commerce Graduate	39 years of business experience in the industry	Nahar Industrial Enterprises Ltd.	CSR Stakeholders Relationship	Chairman Member	1294	Relative of Sh.Jawahar Lal Oswal, Sh. Dinesh Oswal, Sh. Abhinav Oswal	Not liable to retire by rotation. Sitting Fees : Not paid	Date of first appointment on the Board : Appointed First Director of the company in terms of Articles of Association Remuneration last drawn : Rs.763.69 Lacs No. of Board meetings attended during last year : 4 (four)
		Oswal Woollen Mills Ltd.	--	--				
		Nahar Poly Films Ltd.	--	--				
		Nahar Spinning Mills Ltd.	--	--				
		Nahar Capital & Financial Services Ltd.	--	--				
		OWM Poly Yarn Ltd.	--	--				

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				
		Cotton County Retail Ltd.	Nomination & Remuneration	Chairman				
		Oswal Leasing Ltd.	--	--				
		Nahar Industrial Infrastructure Corporation Ltd.	--	--				
		Nagdevi Trading & Investment Co. Ltd.	--	--				
		Abhilash Growth Fund Pvt. Ltd.	CSR	Member				
		Nahar Growth Fund Pvt. Ltd.	--	--				
		Crownstar Ltd. (U.K.)	--	--				

By Order of the Board of Directors
sd/-
Mukesh Sood
Company Secretary

Place : Ludhiana
Date : 30th July, 2022