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: 30.08.2021

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 37th Annual General Meeting of the Company scheduled to be held on Wednesday, 29th day of September,2021 at 2:30 PM through Video Conferencing/Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act,2013 read with MCA Circular No.20/2020 dated May,2020 and Circular No.02/2021 dated 13th January,2021

Pursuant to the requirement of Regulation 42 of SEBI (LODR) Regulations, 2015 the Register of Members and Share Transfer Books will remain clsoed from 23th September, 2021 to 29th September, 2021 (both days inclusive) for the purpose of Annual General Meeting.

Pursuant to provisions of Section 108 of the Companies Act 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 on all the items of business contained in the Notice convening the 37th Annual General Meeting (remote e-voting). The voting period begins on 26.09.2021 (09.00 a.m.) to 28.09.2021 (05.00 p.m.). Accordingly, to determine the shareholders eligible to cast their votes electronically, the Company has fixed 22.09.2021 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 **37th Annual General Meeting** of the members of **Nahar Industrial Enterprises Limited** will be held on **Wednesday, the 29th day of September, 2021 at 2.30** p.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, 2021 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, 2021 and the Reports of Auditors thereon.
2. To appoint a director in place of Sh. Jawahar Lal Oswal (DIN: 00463866), 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. Dinesh Oswal (DIN: 00607290), 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 2021-22** 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. 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, 2022, 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 appoint Dr. Inder Mohan Chhibba (DIN: 07913491) 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 on the recommendation of Nomination & Remuneration Committee, Dr. Inder Mohan Chhibba (DIN: 07913491), 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, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years up to 29th September, 2026."

   "RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the continuation of directorship of Dr. Inder Mohan Chhibba as an Independent Director of the Company after he attains the age of 75 years during the course of his term of appointment."

   "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 enter into an Agreement/Contract/Transaction with Related Parties** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and approval of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement/Contracts/Transaction with Related Parties namely Oswal Woollen Mills Limited, Nahar Spinning Mills Limited, Monte Carlo Fashions Limited and Vanaik Spinning Mills Ltd. for sale and purchase of yarn, fabrics, garments and job work etc. for a period of five years w.e.f. 1st April, 2022 which may be renewed with the mutual consent of the parties."

   "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."

By Order of the Board of Directors

sd/-

Place : Ludhiana **Mukesh Sood**
Date : 9th August, 2021 **Company Secretary**

NOTES:

1. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 02/2021 dated 13th January 2021 decided to allow Companies to conduct AGMs through Video Conferencing(VC) or Other Audio Visual Means (OAVM) in accordance with requirements provided in paragraphs 3 and 4 of General Circular No. 20/2020 dated 5th May, 2020 and any other applicable circulars issued by the MCA & Securities and Exchange Board of India (SEBI). In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 37thAGM 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 purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, we urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/ update your address, Email id or Bank Mandate etc, you can do the same. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form. Members may register the Email IDs using the facility provided by the company through the following link available on its website: https://www.owmnahar.com/nahar_ie/shareholder-email-updation.php
7. Institutional / 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2021 to 29th September, 2021 (both days inclusive) for the purpose of AGM.
9. 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.
10. 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, RTA for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.
11. **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 2013-14 at the earliest, as the same is due**

to be transferred to IEPF on 5.11.2021.

12. 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.
13. 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.
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 are requested to kindly 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 abovesaid 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 arehttps://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 alongwith 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.cds

	lindia.com/myeasi./Registration/EasiRegistration 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 site 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	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 abovementioned 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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30

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 37th 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 26.09.2021 (09.00 a.m.) and ends on 28.09.2021 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2021 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 210826036 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 address viz; share@ownmnahar.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 Company at the email id i.e. share@ownmnahar.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 share@owmnahar.com upto 22.09.2021. 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 AM IST. The link for joining the AGM shall be kept open until 12.00 Noon IST i.e. 15 (fifteen) minutes after the start 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 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 Mr. Nitin Kunder at 022-23058738 or Mr. Mehboob Lakhani at 022-23058543 or Mr. Rakesh Dalvi at 022-23058542.

V. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) 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 022-23058738 and 022-23058542/43.

VI. 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 22.09.2021.

VII. 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 22.09.2021.

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 days of the 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. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.R.& Co., Cost Accountants, Ludhiana as Cost Auditors to

conduct the audit of the cost accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2022 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 31.3.2022.

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

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

Item No. 5

The Board, based on the recommendation of Nomination & Remuneration Committee, and its meeting held on 09.08.2021 recommend to the shareholders, the appointment of Dr. Inder Mohan Chhibba (DIN: 07913491) as an Independent Director of the Company w.e.f. 29th September, 2021 for a period of 5 (five) years, pursuant to the provisions of the Companies Act, 2013.

Dr. Inder Mohan Chhibba (DIN: 07913491) is 73 years of age. He is M.Sc (Soils) and Ph.D (Soil Sci & Agri. Chem). He is having more than 36 years of experience in Teaching and extension activities of the Punjab Agricultural University (PAU) Ludhiana. Presently, he is involved in the outreach activities and farmer advisements through organizing workshops and training courses. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Inder Mohan Chhibba (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. Inder Mohan Chhibba fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019 no listed company shall appoint or continue the directorship of an Independent Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Dr. Inder Mohan Chhibba as Independent Director, he would attain the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a Special resolution.

Dr. Inder Mohan Chhibba 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. Inder Mohan Chhibba, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

Brief resume of Dr. Inder Mohan Chhibba, 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.

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

Item No. 6

Oswal Woollen Mills Limited, Nahar Spinning Mills Limited, Monte Carlo Fashions Limited and Vanaik Spinning Mills Limited are related parties as per section 2(76) and 188 of the Companies Act, 2013. These Companies buy/ sell yarns and fabrics from/ to the Company. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are in ordinary course of Business and are at arm's length basis and are entered into as per the Company's policy on Related Party Transactions. The transactions entered with related parties are approved by the Audit Committee and the Board of the Company. The Company has already obtained the approval of members to enter into agreement/ contract/ transactions with these related parties for a period of five years w.e.f. 01.04.2017 to 31.03.2022. It is expedient and necessary to seek shareholders approval as per the provisions of section 188 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 (LODR) Regulations, 2015, for material related party transactions for a period of 5 years w.e.f. 01.04.2022 till 31.03.2027.

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

Sh. Jawahar Lal Oswal, Chairman, Sh. Kamal Oswal, Vice Chairman-cum-Managing Director, Sh. Dinesh Oswal, Director, Sh. Abhinav Oswal, Executive Director, being the promoters and directors; Sh. Rishabh Oswal, Sh. Dinesh Gogna, Mrs. Manisha Gupta, Sh. Suresh Kumar Singla, being the common directors; and Mrs. Manisha Oswal being the relative of the promoters of the said companies, may be deemed to be concerned / 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 proposed resolution.

By Order of the Board of Directors

sd/-

Place : Ludhiana **Mukesh Sood**

Date : 9th August, 2021 **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 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. Jawahar Lal Oswal (DIN:00463866) Age: 78 years Promoter Director Qualification: Commerce Graduate	59 years of experience in textile Industry	Oswal Woollen Mills Ltd.	CSR Shareholders	Chairman Chairman	1000	Relative of Sh. Kamal Oswal, Sh. Dinesh Oswal and Sh. Abhinav Oswal	Liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.10.1991 Remuneration last drawn : Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Monte Carlo Fashions Ltd.	CSR Share Transfer	Chairman Chairman				
		Nahar Poly Films Ltd.	—	—				
		Nahar Capital & Financial Services Ltd.	—	—				
		Nahar Industrial Enterprises Ltd.	---	---				
		Nahar Spinning Mills Ltd.	---	---				
		Nagdevi Trading & Investment Co. Ltd.	—	—				
		Sankheshwar Holding Co. Ltd.	---	---				
		J L Growth Fund Ltd.	---	---				
		Crownstar Ltd. UK	—	---				
		Nahar Growth Fund Pvt. Ltd.	---	---				
		Abhilash Growth Fund Pvt. Ltd.	—	—				
		Palam Motels 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				
Sh. Dinesh Oswal (DIN:00607290) Age: 56 years Promoter Director Qualification: Commerce Graduate	36 years of experience in textile Industry	Nahar Spinning Mills Ltd.	Share Transfer CSR	Chairman Chairman	1000	Relative of Sh. Jawahar Lal Oswal and Sh. Kamal Oswal	Liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 15.12.1988 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 6 (six)
		Nahar Poly Films Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Industrial Infrastructure Corpn. Ltd.	---	---				
		Oswal Woollen Mills Ltd.	—	—				
		Nahar Industrial Enterprises Ltd.	—	—				
		Crownstar Ltd. UK	—	—				
		Abhilash Growth Fund Pvt. Ltd.	—	—				
		Sankheshwar Holding Co. Ltd.	—	---				
Dr. Inder Mohan Chhibba (DIN: 07913491) Independent Director Age: 73 years Qualification: M.Sc (Soils) and Ph.D (Soil Sci & Agri. Chem).	More than 36 years of experience in the field of academics.	Nahar Poly Films Ltd.	Nomination & Remuneration	Member	Nil	Nil	Not liable to retire by rotation. Sitting Fees to be paid for attending Meetings of the Board	Nil
		Cotton County Retail Ltd.	Audit Nomination & Remuneration	Member Member				

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

Place : Ludhiana
Date : 9th August, 2021