



Nahar

POLY FILMS LTD.



Regd. Office & Corporate Office : 376, Industrial Area-A, Ludhiana - 141 003 (INDIA)

Phones : 91-161-2600701 to 705, 2606977 to 980 Fax : 91-161-2222942, 2601956.

E-mail : secnel@owmnahar.com Website : www.owmnahar.com

CIN No. : L17115PB1988PLC008820

NPFL/SD/2024-25/

September 25, 2024

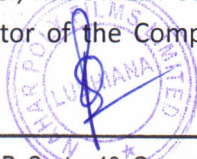
Corporate Relations Department The BSE Limited 25 th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	Corporate Listing Department The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051
SCRIP CODE: 523391	SYMBOL: NAHARPOLY

PROCEEDINGS OF 36TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON WEDNESDAY, 25TH SEPTEMBER, 2024

Pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to inform you that 36th Annual General Meeting (hereinafter referred to as 'AGM') of the members of the Company was held on Wednesday, September 25, 2024 at 11.30 am through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The meeting was held in compliance with the General Circulars issued by Ministry of Corporate Affairs (MCA) and circulars issued by the Securities and Exchange Board of India (SEBI) and in accordance with the section 96 and other applicable provisions of Companies Act, 2013 read with the Rules issued there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

At the outset, Ms. Priya, Company Secretary & Compliance Officer welcomed all the Members, who were participating in the Meeting through VC or OAVM. She informed that Mr. Dinesh Oswal, Non-Executive Director, Mr. Sambhav Oswal, Managing Director, Mr. Dinesh Gogna, Non- Executive Director, Mr. Satish Kumar Sharma, Executive Director, Dr. Roshan Lal Behl, Independent Director and Chairman of Audit Committee, Dr. Prem Lata Singla, Independent Director and Chairperson of Nomination and Remuneration Committee, Dr. Manisha Gupta, Independent Director and Chairperson of Stakeholders Relationship Committee, Dr. Anchal Kumar Jain, Independent Director, Dr. Rajan Dhir, Independent Director, Dr. Pankaj Goel, Additional Director, Ms. Sakshi Garg, Partner of M/s YAPL & Co. Chartered Accountant, Statutory Auditors and Mr. P.S. Bathla Secretarial Auditors and Mr. Rakesh Kumar Jain, Chief Financial Officer, of the Company had joined the meeting. The Company Secretary welcomed & introduced all the Directors, Auditors and Key Managerial Personnel to the Members. She also informed that Mr. Jawahar Lal Oswal, Chairman of the Company couldn't join the Meeting due to his pre-occupation. Accordingly, as per Article 80 of the Articles of Association of the Company, the Directors present will have to elect a Chairman from the Directors present at the Meeting. Thereafter, Mr. Dinesh Oswal, Non-Executive Director proposed the name of Mr. Sambhav Oswal, Managing Director of the Company as Chairman for this meeting. After



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having discussion amongst the directors present, they unanimously approved the name of Mr. Sambhav Oswal, Managing Director, as a Chairman for the meeting. Thereafter, the Company Secretary announced the election of Mr. Sambhav Oswal as a Chairman for the meeting and handed over the proceeding of the AGM to him.

Mr. Sambhav Oswal took the chair and welcomed the Members who were participating at the AGM through VC or OAVM. On being informed by the Company Secretary regarding the presence of requisite quorum as per section 103 of the Companies Act., 2013, he called the meeting to order. Thereafter, he addressed the Shareholders and briefed them regarding the performance of the company.

After the conclusion of the speech, he requested Company Secretary to brief the members regarding general instructions for participation in the meeting and e-voting to the Members. Thereafter, Company Secretary briefed the members regarding general instructions to the members for participation in the meeting and e-voting. She, inter alia, informed the members that:

- a) Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the general circulars, issued by Ministry of Corporate Affairs and SEBI Circulars, the Company provided the facility to members, to exercise their right to vote, by electronic means on all the resolutions proposed to be passed at the 36th AGM, either through Remote E- voting or E-voting at AGM. For this purpose, the Company engaged the services of Central Depository Services (India) Limited (CDSL). The remote e-voting facility started from 22nd September, 2024 at 9.00 a.m. and closed on 24th September, 2024 at 5.00 p.m. for all the members of the Company, who were holding shares (either in physical form or dematerialized form) as on the cut-off date i.e. Wednesday, September 18, 2024. He informed the Members attending the AGM, through VC or OAVM, who have not cast their votes by remote e-voting, can cast their vote through e-voting during the AGM, the e-voting is open and shall remain open for half an hour from conclusion of the AGM through electronic mode. He requested the member to cast their vote at the earliest.
- b) Mr. P.S. Bathla, Proprietor of M/s. P.S. Bathla & Associates, Company Secretary in Practice, was appointed as Scrutinizer for scrutinizing the e-voting process (Remote E- voting or E-voting at AGM) in a fair and transparent manner.
- c) Statutory Registers namely; Register of Directors & Key Managerial Personnel and their shareholding, Register of Contracts, other Statutory Register etc. as required under the Companies Act, 2013 and other relevant documents as mentioned in the Notice are available for inspection by the members electronically during the AGM. She further informed that the Members seeking to inspect such documents can send their requests to Company's email-id secnel@owmnahar.com. It was further informed that pursuant to MCA general circulars the facility to appoint proxy to attend and cast vote for the members is not available for 36th AGM as the AGM has been convened through VC/OAVM. As such proxy register is not available for inspection. However, pursuant to

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Section 113 of the Companies Act, 2013, Authorised Representatives of the members such as body corporate/Mutual Funds/FII etc. can attend the 36th AGM through VC or OAVM and cast their votes through e-voting.

- d) Notice convening the AGM, the Director's report, Audited Financial Statements for the Financial Year ended March 31, 2024 and Auditors' Report had been sent through electronic mode to those Members whose e-mail addresses had been registered with the Company/ Company's RTA or Depositories and with the consent of the Members, was taken as read.
- e) Members were given an Opportunity to send their queries and questions, in advance at secnel@owmnahar.com. No queries or questions were received from any member.

It was informed that all feasible efforts/steps under the circumstances have been made by the Company to enable members to participate and vote on the agenda items of the Notice (containing 8 resolutions) being considered in the meeting.

The Company Secretary further informed the Members that M/s. YAPL & Co., Statutory Auditors of the Company and M/s. P.S. Bathla & Associates., Secretarial Auditors of the Company, have given their Audit Reports without any qualifications, observations or comments, thus with the permission of members, the same were taken as read.

Following items of Resolutions as set out in the Notice convening 36th AGM were transacted at the Meeting:

ORDINARY BUSINESS

1. Adoption of Financial Statements (Ordinary Resolution)
 - a. Adoption of Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of Auditors thereon.
 - b. Adoption of Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Report of Auditors thereon.
2. Declaration of Dividend of Rs. 1.00/- per Equity Share of Rs. 5/- each for the year ended 31st March, 2024. (Ordinary Resolution)
3. Appointment of Mr. Kamal Oswal (DIN: 00493213), as a Non-Executive Director liable to retire by rotation. (Ordinary Resolution)
4. Appointment of Mr. Dinesh Gogna (DIN: 00498670), as a Non-Executive Director liable to retire by rotation. (Ordinary Resolution)



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SPECIAL BUSINESS:

5. Re- appointment of Mr. Sambhav Oswal (DIN: 07619112) As a Managing Director of the Company (Special Resolution).
6. Ratification of remuneration of Cost Auditors of the Company (Ordinary Resolution).
7. Appointment of Mr. Pankaj Goel (DIN: 10724108) as an Independent Director of the Company (Special Resolution).
8. Approved the Transaction(s)/Contract(s) with Related Parties in the Ordinary Course of Business (Ordinary Resolution).

The Company Secretary informed the members that voting on the CDSL platform would continue for another 30 minutes from the conclusion of the Meeting, to enable the members to cast their votes. It was informed that on the basis of Scrutinizer's Consolidated Report on remote e-voting and e-voting at the AGM, the voting results will be submitted to the stock Exchanges in the format prescribed under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the details of the said results will also be uploaded on the company's website and website of CDSL within 48 hours from the conclusion of the Meeting.

The Company Secretary proposed a vote of thanks to the Chair, the Members, Directors, Auditors and the meeting was concluded at 12:15 P.M. (including time allowed for e-voting at AGM). The quorum was present at the beginning and throughout the Meeting.

Post the conclusion of the voting, the Scrutinizer's Report was received. All the above Resolutions as set out in the Notice of 36th AGM were duly passed with requisite majority.

This is for your information and records please.

Thanking you.

Yours Faithfully,

FOR NAHAR POLY FILMS LIMITED



PRIYA

(COMPANY SECRETARY)

ACS-67573

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