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Phones : +91-161-2600701 to 705, 2606977 to 980 Fax : +91-161-2222942, 2601956  
E-mail : secnsm@owmnahar.com Web Site : www.owmnahar.com  
CIN No. : L17115PB1980PLC004341 GST No. : 03AAACN5710D1Z6

NSML/SD/2025-26/

AUGUST 28, 2025

The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) <u>MUMBAI – 400 051</u>	The BSE Limited 25th Floor, P.J. Tower, Dalal Street, Mumbai <u>MUMBAI – 400 001</u>
SYMBOL: NAHARSPING	SCRIP CODE: 500296

**SUB: NOTICE OF 45<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Sir/Madam,

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 45<sup>th</sup> Annual General Meeting of the Company scheduled to be held on **Thursday, the 25<sup>th</sup> day of September, 2025 at 10:00 A.M. through Video Conferencing/Other Audio Visual Means (OAVM)** in compliance with Section 96 of the Companies Act, 2013 read with MCA Circulars.

The same has also been uploaded on the Company's website i.e. [www.owmnahar.com](http://www.owmnahar.com).

This is for the information of the general public as well as members of the Exchange.

Thanking you,

Yours faithfully,  
For NAHAR SPINNING MILLS LIMITED

(BRIJ SHARMA)  
COMPANY SECRETARY  
M. No.F2458  
Encl. As above



**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **45<sup>th</sup> ANNUAL GENERAL MEETING (AGM)** of the members of **NAHAR SPINNING MILLS LIMITED ('the Company')** will be held on **Thursday, the 25<sup>th</sup> day of September, 2025 at 10.00 A.M** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India in this regard, to transact the following businesses:

**ORDINARY BUSINESS:****ITEM NO. 1-ADOPTION OF FINANCIAL STATEMENTS**

To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.

**ITEM NO. 2-DECLARATION OF DIVIDEND**

To declare a Dividend of Rs. 1.00/- per Equity Share of Rs. 5/- each on Equity Share Capital for the financial year ended 31<sup>st</sup> March, 2025.

**ITEM NO. 3-APPOINTMENT OF SH. DINESH GOGNA (DIN: 00498670) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a Director in place of Sh. Dinesh Gogna (DIN: 00498670) in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

**ITEM NO. 4-APPOINTMENT OF SH. KAMAL OSWAL (DIN: 00493213) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Sh. Kamal Oswal (DIN: 00493213) in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****ITEM NO. 5-RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY**

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 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors M/s. Ramanath Iyer & Co. (Firm Registration No. 000019), New Delhi appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2025-26 at a remuneration of Rs. 2.05 Lakhs (Rupees Two Lakhs Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred, be

and is hereby ratified.”

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

**ITEM NO. 6-TO APPOINT M/S. P.S. BATHLA & ASSOCIATES, AS THE SECRETARIAL AUDITOR OF THE COMPANY**

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 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla and Associates, Peer Reviewed Company Secretary in Practice, Ludhiana having Certificate of Practice Number 2585, be and is hereby appointed as Secretarial Auditor of the Company for a period of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.”

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

**ITEM NO. 7-TO RE-APPOINT DR. ROSHAN LAL BEHL (DIN: 06443747) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 & 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and Board of Directors, Dr. Roshan Lal Behl (DIN: 06443747), who was appointed as an Independent Director for 5(five) consecutive years by the shareholders on September 29, 2020 and who holds office upto



September 29, 2025 and who qualifies for being appointed as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 5 (five) consecutive years for a second term w.e.f. September 30, 2025 upto September 29, 2030.”

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

**ITEM NO. 8 – TO APPROVE THE PAYMENT TO SH. JAWAHAR LAL OSWAL (DIN: 00463866), NON - EXECUTIVE DIRECTOR/CHAIRMAN OF THE COMPANY UNDER REGULATION 17(6)(CA) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013, if any, and as per the recommendation of the Nomination and Remuneration Committee, Audit Committee and the Board of Directors of the Company, the consent and approval of the Members be and is hereby accorded for payment @0.50% of Export Sales of the Company to Sh. Jawahar Lal Oswal (DIN: 00463866), Non-Executive Director/Chairman of the Company, as approved by the Shareholders vide their Special Resolution dated 25<sup>th</sup> September, 2024, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors of the Company, for the financial year 2025-26.”

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

**ITEM NO. 9 - TO APPROVE THE TRANSACTION(S) / CONTRACT(S) WITH RELATED PARTIES IN THE ORDINARY COURSE OF BUSINESS**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, as amended from time to time, consent and approval of the members be and is hereby accorded to the Board of Directors to enter into an Agreement(s)/Contract(s)/Transaction(s), in the ordinary course of business with Group Companies/Related Parties namely: M/s. Oswal Woollen Mills Limited, M/s. Nahar Industrial Enterprises Limited, M/s. Monte Carlo Fashions Limited, M/s. Nahar Poly Films Limited, M/s. Nahar Capital and Financial Services Limited and other Promoter Group Companies & Associates, for sale and purchase of Yarns, Fabrics, Garments, job work of manufacturing of garments and waste, ICDs etc. providing of financial services, Leasing of property and rent etc. and others, on arm's length basis on such terms and conditions as may be mutually agreed between the Company and the Group Companies/ Related parties for a period of three years w.e.f. 1st April, 2026, which may be renewed with the mutual consent of parties thereto.”

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

**By Order of the Board  
For Nahar Spinning Mills Limited**

**Dated: 31<sup>st</sup> July, 2025**

**Registered Office:  
373, Industrial Area-A,  
Ludhiana -141003 (India)**

**CIN: L17115PB1980PLC004341**

**E-mail: secnsm@owmnaahar.com**

**Brij Sharma  
(Company Secretary)  
Mem. No. FCS 2458**

**NOTES:**

- 1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated September 19, 2024 (referred to as “MCA Circulars”) has permitted to conduct the Annual General Meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) upto September 30, 2025. In compliance with aforesaid MCA Circulars, the 45<sup>th</sup> Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 26. The 45<sup>th</sup> AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.**



2. The venue of the Meeting shall be deemed to be the Registered Office of the Company.
3. The 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 form part of this Notice.
4. Pursuant to MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations), the facility to appoint proxy to attend and cast vote for the members is not applicable for this AGM as this AGM would be conducted through VC / OAVM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circulars and SEBI (LODR) Regulations, the Notice calling the AGM alongwith Annual Report for the year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. A letter providing the web-link for accessing the Annual report, including the exact path, is being sent to those members who have not registered their email address with the Company. However, hard copy of full annual report will be sent to the shareholder who request for the same.  

Members may note that Notice and Annual Report 2024-25 has been uploaded on the website of the Company at [www.ownahar.com](http://www.ownahar.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The Register of Members and Share Transfer Register of the Company shall remain closed from 6<sup>th</sup> September, 2025 to 10<sup>th</sup> September, 2025 (both days inclusive) for the purpose of equity dividend for the year ended 31<sup>st</sup> March, 2025.
8. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members subject to deduction of tax at source, whose names shall appear in Register of Members as on 5<sup>th</sup> September, 2025 or Register of Beneficial Owners, maintained by the Depositories at the close of 5<sup>th</sup> September, 2025.  

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, in accordance with the provisions of the IT Act.
9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
10. In terms of the provisions of Section 152 of the Companies Act, 2013, Sh. Dinesh Gogna (DIN: 00498670) and Sh. Kamal Oswal (DIN: 00493213), Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
11. The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be re-appointed, is given hereto and form part of the Notice.
12. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2016-17 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2017-18 is to be transferred to Investor Education and Protection Fund in November, 2025. Shareholders who have not yet claimed the dividend relating to said period are requested to claim the amount from the Company at the earliest.



13. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend was remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://www.owmnahar.com/spinning/pdf/Financial-year2016-17.pdf>.
14. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. Concerned members/investors are advised to access the web link: <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html> for lodging claim in e-Form IEPF-5 for refund of shares and / or dividend from the IEPF Authority.
15. As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form.
- In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent: M/s. Alankit Assignments Limited for assistance in this regard.
- 16. SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUESTS:** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, opened an one time special window from July 07, 2025 to January 06, 2026 for physical shareholders, where the original share transfer requests were lodged prior to April 01, 2019 and were returned or rejected due to deficiencies in documentation, process or any other reason, to submit re-lodgement requests. The shares re-lodged for transfer will be processed only in dematerialized form during this window.
- Eligible shareholders may submit their transfer requests alongwith the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s. Alankit Assignments Limited, Unit: Nahar Spinning Mills Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi – 110055 (Tel. 011-42541234), within the stipulated period.
- 17. ELECTRONIC CREDIT OF DIVIDEND:** SEBI vide its various circulars has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details including mobile number, bank account details and specimen signature. Hence, shareholders are requested to update your above mentioned details with the Company at the earliest in order to avoid any delay in receipt of dividend.
- In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details alongwith 9 digit MICR code of their Bank to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated Letter of Entitlement will be issued to such Members after making requisite changes.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. As per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, it is mandatory for all the holders of physical securities in listed company to furnish/ update PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/SH-14.
- Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address. Members are again requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 373, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Spinning Mills Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of the Company at [http://www.owmnahar.com/spinning/kyc\\_updatation.php](http://www.owmnahar.com/spinning/kyc_updatation.php)
21. SEBI vide its Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 as amended from time to time, has established a common Online Dispute Resolution Portal (Smart



ODR) to raise disputes arising in the Indian Securities Market. After exhausting the option for resolution of the grievance with the RTA/Company directly and through SCORES portal, the investors can initiate dispute resolution through the ODR Portal i.e. <https://smartodr.in/login>.

22. 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. Therefore, Members are requested to kindly get their shares dematerialized at the earliest.
23. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM. All other documents referred to in the Notice will be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 25, 2025. Members seeking to inspect such documents can send an email to [secnsm@owmnaahar.com](mailto:secnsm@owmnaahar.com).
24. Pursuant to the provisions of 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 & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

**25. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

1. 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 [secnsm@owmnaahar.com](mailto:secnsm@owmnaahar.com) or [rta@alankit.com](mailto:rta@alankit.com).
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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.

**26. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM AREAS UNDER:**

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

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

- (i) The voting period begins on 22<sup>nd</sup> September, 2025 (9:00 a.m.) and ends on 24<sup>th</sup> September, 2025 (5:00 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 18<sup>th</sup> September, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have voted through remote e-voting will be eligible to attend the AGM but they will not be entitled to vote at the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

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

- (iv) 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 CDSL/NSDL** is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL 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 users to login to Easi/Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and My Easi New (Token) Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-</li> </ol>

	<p>Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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:<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>
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	<p>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 &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/e-voting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/e-voting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>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 &amp; voting during the meeting.</p>

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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

(v) Login method of e-Voting and joining virtual AGM for **Physical Shareholders & shareholders other than individual shareholders holding in demat form.**

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now Enter your User ID
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

	<b>For Physical Shareholders and other than individual shareholders holding shares in demat</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field</li> </ul>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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 also to be used by the demat holders



for voting for resolutions of any other company on which they are eligible to vote, provided that 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.

- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. **Click on the EVSN for NAHAR SPINNING MILLS LIMITED i.e. 250812020 to vote.**
- k. 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.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- r. **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of

any wrong mapping.

- It is Mandatory that, 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 mandatory 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 at [bathla7@gmail.com](mailto:bathla7@gmail.com) and to the Company at [secnsm@owmnahar.com](mailto:secnsm@owmnahar.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2025 may follow the same instructions as mentioned above for e-Voting.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911.
  - (vii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800-21-09911.
  - (viii) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Mr. Brij Sharma,  
Company Secretary and Compliance Officer  
373, Industrial Area-A, Ludhiana – 141003  
CIN: L17115PB1980PLC004341  
Phone: 0161-2600701 to 705  
E-mail: [secnsm@owmnahar.com](mailto:secnsm@owmnahar.com)
- 27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:**
- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions 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) 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) Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that 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.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secnsm@owmnahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secnsm@owmnahar.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Other instructions:**

- 28. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.
- 29. The Company has appointed Mr. P.S. Bathla,

Practicing Company Secretary (Membership No. FCS 4391), to act as the Scrutinizer to the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting, in a fair and transparent manner.

- 30. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM.
- 31. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.owmnahar.com](http://www.owmnahar.com) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- 32. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 45<sup>th</sup> Annual General Meeting i.e. 25<sup>th</sup> September, 2025.
- 33. A person who is not a Member as on the cut off date i.e. 18<sup>th</sup> September, 2025 should treat this Notice for information purposes only.

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

The following statement sets out all material facts relating to the Special Business mentioned under Item No. 5 to Item No.9 of the accompanying Notice:

**ITEM NO. 5**

As per the provisions of Companies (Cost Records and Audit) Rules, 2014, as amended Company's activities fall within the purview of Cost Audit requirement. Accordingly, the Board at its meeting held on 28<sup>th</sup> May, 2025 on the recommendation of Audit Committee, approved the appointment of M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) at a remuneration of Rs. 2.05 Lakhs (Rupees Two Lakhs Five Thousand only) plus applicable taxes and Reimbursement of Out of pocket expenses incurred for conducting the Cost Audit of the Cost records of the Company for the financial year 2025-26.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to M/s. Ramanath Iyer & Co., Cost



Accountants (Firm Registration No. 000019) for financial year 2025-26.

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

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the members.

#### **ITEM NO. 6**

#### **Information pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment of Secretarial Auditor is required to be approved by the Shareholders of the Company at the Annual General Meeting. The term of appointment of Secretarial Auditor cannot be more than one term of five (5) consecutive years in case of an individual as Secretarial Auditor.

The Board of Directors at their meeting held on May 28, 2025, based on recommendations of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. have approved the appointment of Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates, Peer Reviewed Company Secretary in Practice (CP No. 2585), as Secretarial Auditor of the Company for an audit period of five consecutive years commencing from FY 2025-26 till FY 2029-30 subject to approval of the shareholders of the Company. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise and experience in conducting the secretarial audit, audit methodology and reputation of M/s. P.S. Bathla & Associates.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the Listing Regulations and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates is a Fellow Member of the Institute of Company Secretaries of India with over 42 years of experience in dealing the matters relating to Corporate Laws, SEBI Regulations etc. His expertise includes conducting Secretarial Audits, Advisory Services and Compliance Audits etc. He has been conducting the secretarial audit of the Company since financial year 2014-15.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla &

Associates has provided his consent and confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The services to be rendered by M/s. P.S. Bathla & Associates as Secretarial Auditor are within the purview of above said regulation and SEBI circular.

The remuneration to be paid to Secretarial Auditor during the term shall be as mutually agreed between the Board of Directors and Secretarial Auditor, from time to time.

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

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

#### **ITEM NO. 7**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Roshan Lal Behl (DIN: 06443747) was appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term upto September 29, 2025. Thus, his period of office will be expiring on September 29, 2025.

Based on the recommendation of the Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Roshan Lal Behl (DIN: 06443747) and on the basis of report of performance evaluation, the Board in its Meeting held on 31<sup>st</sup> July, 2025 has proposed the re-appointment of Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from September 30, 2025 upto September 29, 2030.

Dr. Roshan Lal Behl (DIN: 06443747) is 68 years of age. He is M.Com, MBA (Financial Management) and Ph.D. (Corporate Disclosure Practices of Indian Companies). He is having more than 39 years of experience in Teaching. He retired as Principal from Sri Aurobindo College of Commerce and Management, Ludhiana. He has also served as Director of Ludhiana Stock Exchange from 2012 to 2014. He has served as Independent Director in various Listed Companies. Having regard to his vast knowledge and expertise, it will be in the interest of the Company to appoint him as an Independent Director, for a second term of 5 (five) years.

As identified by the Nomination and Remuneration Committee of the Company, the role of Independent Director requires various skills and capabilities viz; Leadership skills, Managerial and entrepreneurial skills, industry knowledge and experience, understanding of relevant laws, rules, regulations and policies, financial knowledge, policy shaping, corporate governance, risk



management etc. Accordingly, the performance evaluation of Dr. Roshan Lal Behl (DIN: 06443747) was conducted on parameters such as his education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement and contribution, including attendance at Board and Committee Meetings, independence of judgment, decision making ability for safeguarding the interest of the Company and its stakeholders etc.

The Nomination and Remuneration Committee and the Board reviewed and confirmed that Dr. Roshan Lal Behl (DIN: 06443747) is independent of the Management and possesses appropriate skills, experience and knowledge as required to be an Independent Director of the Company. He is not debarred from holding the office of director by virtue of any order by the Securities and Exchange Board of India or any other authority.

Having regard to his vast knowledge and expertise, the Board is of the opinion that his continued association would be of immense beneficial to the Company and it is desirable to re-appoint him as an Independent Director for a second term of 5(five) years to avail his services as an Independent Director.

The Company has received from Dr. Roshan Lal Behl (DIN: 06443747) (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. Roshan Lal Behl (DIN: 06443747) fulfills the conditions for his re-appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of the draft letter for his appointment as an Independent Director 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 Company's website [www.ownahar.com](http://www.ownahar.com).

Dr. Roshan Lal Behl (DIN: 06443747) does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors except Dr. Roshan Lal Behl (DIN: 06443747), 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 Special Resolution set out at Item No. 7 of the Notice for approval of the members.

Brief profile of Dr. Roshan Lal Behl (DIN: 06443747) along with other information, as stipulated under

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are provided at the end of this Notice.

#### **ITEM NO. 8**

The Shareholders vide their Special Resolution dated 25th September, 2024 approved the payment @0.50% of Export Sales of the Company, to Sh. Jawahar Lal Oswal (DIN: 00463866), Non-Executive Director/ Chairman of the Company w.e.f. 1st October, 2024 for a period of three years for his expert Advice/Services to the Company.

Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

Accordingly, the Board, on the recommendation of Nomination and Remuneration Committee, Audit Committee has sought approval of the members by way of Special Resolution under Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the said payment in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the financial year 2025-26.

Sh. Jawahar Lal Oswal (DIN: 00463866), Non-Executive Director/ Chairman may be deemed to be concerned or interested in the aforesaid resolution. Sh. Dinesh Oswal (DIN: 00607290), Managing Director and Sh. Kamal Oswal (DIN: 00493213), Director of the company, being relatives of Sh. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. The other relatives of Sh. Jawahar Lal Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the company.

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

The Board recommends the Special Resolution set out at Item No.8 of the Notice for approval of the members.

#### **ITEM NO. 9**

M/s. Monte Carlo Fashions Limited, M/s. Nahar Industrial Enterprises Limited, M/s. Oswal Woollen Mills Limited, M/s. Nahar Poly Films Limited, M/s. Nahar Capital and Financial Services Limited and other Promoter Group Companies & Associates, are the Related Parties as per section 2(76) and Section 188 of the Companies Act, 2013. M/s. Monte Carlo Fashions Limited is engaged in



the retail Business of Garments. M/s. Nahar Industrial Enterprises Limited and M/s. Oswal Woollen Mills Limited are engaged in the manufacture of yarns, cotton and woollen garments and fabric.

These Companies in the ordinary course of business buy/sell garments, yarns and fabrics etc. and also getting job work of manufacturing of garments from the Company. Sometimes, transactions with M/s. Nahar Poly Films Limited, M/s. Nahar Capital and Financial Services Limited and other Promoter Group Companies & Associates also take place. All the transactions entered with Promoter Group Companies & Associates are in the ordinary course of business and are on Arm's length basis.

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

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

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

Sh. Jawahar Lal Oswal (DIN: 00463866), Non-Executive Director/Chairman, Sh. Dinesh Oswal (DIN: 00607290), Managing Director and Sh. Kamal Oswal (DIN: 00493213), Director of the Company, may be deemed to be concerned or interested in the aforesaid resolution. The other relatives of Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal and Sh. Kamal Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company and Promoter Group Companies & Associates.

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

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

**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)**

**Regulations, 2015 and Secretarial Standard - 2 on General Meetings regarding particulars of Director seeking re-appointment:**

<b>1. Name</b>	<b>Sh. Dinesh Gogna (DIN:00498670)</b>
<b>Age</b>	72 Years
<b>Date of first appointment</b>	21.05.1985
<b>Qualification</b>	BA, LLB
<b>Expertise</b>	Having more than 48 years of experience in Corporate Finance and Taxation

**Listed Companies (other than Nahar Spinning Mills Limited) in which Sh. Dinesh Gogna holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31<sup>st</sup> March, 2025:**

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Industrial Enterprises Limited	Director
2	Nahar Poly Films Limited	Director
3	Nahar Capital And Financial Services Limited	Director
4	Monte Carlo Fashions Limited	Director
5	Oswal Leasing Limited	Director

**Chairmanship of Board Committees:**

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Monte Carlo Fashions Limited	Stakeholder's Relationship Committee
2	Nahar Industrial Enterprises Limited	Stakeholder's Relationship Committee

**Membership of Board Committees:**

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Monte Carlo Fashions Limited	Audit Committee
		Nomination and Remuneration Committee
		CSR Committee
		Share Transfer Committee
		Risk Management Committee
2	Nahar Industrial Enterprises Limited	Audit Committee
		CSR Committee
3	Nahar Poly Films Limited	Audit Committee
		Stakeholder's Relationship Committee
		CSR Committee
		Share Transfer Committee
4	Nahar Capital and Financial Services limited	CSR Committee
		Share Transfer Committee
		Risk Management Committee

**Listed entities from which the Director has resigned in the past three years: Nil**

**No. of Board Meetings attended during the year: 4**

**Shareholding in the Company: Nil**



**Disclosure of relationship between Directors inter-se:** Nil

**Terms and Conditions of appointment / reappointment:** Re-appointment as a Non-Executive Director liable to retire by rotation

**Remuneration drawn for FY 2024-25:** Sitting Fees of Rs. 40,000/-

**Details of Remuneration sought to be paid:** He shall be paid a fee for attending meetings of the Board.

<b>2. Name</b>	<b>Sh. Kamal Oswal (DIN:00493213)</b>
<b>Age</b>	63 Years
<b>Date of first appointment</b>	30.09.1991
<b>Qualification</b>	B.Com
<b>Expertise</b>	Having more than 43 years of experience in Textile & Woollen Industry

**Listed Companies (other than Nahar Spinning Mills Limited) in which Sh. Kamal Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31<sup>st</sup> March, 2025:**

**Directorship of Board:**

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Poly Films Limited	Director
2	Nahar Capital And Financial Services Limited	Director
3	Nahar Industrial Enterprises Limited	Director
4	Oswal Leasing Limited	Director

**Chairmanship of Board Committees:**

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Limited	CSR Committee

**Membership of Board Committees:**

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Limited	Stakeholder's Relationship Committee

**Listed entities from which the Director has resigned in the past three years:** Nil

**No. of Board Meetings attended during the year:** 4

**Shareholding in the Company:** 24750 Equity Shares of Rs.5/- each

**Disclosure of relationship between Directors inter-se:** Sh. Kamal Oswal is son of Sh. Jawahar Lal Oswal and brother of Sh. Dinesh Oswal

**Terms and Conditions of appointment / reappointment:** Re-appointment as a Non-Executive

Director liable to retire by rotation

**Remuneration drawn for FY 2024-25:** Sitting Fees of Rs. 40,000/-

**Details of Remuneration sought to be paid:** He shall be paid a fee for attending meetings of the Board

<b>3. Name</b>	<b>Dr. Roshan Lal Behl (06443747)</b>
<b>Age</b>	68 Years
<b>Date of first appointment</b>	29.09.2020
<b>Qualification</b>	M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies)
<b>Expertise</b>	He is Commerce Post Graduate and having good Financial & Accounting knowledge. Having more than 39 years of experience in Teaching. He retired as Principal. He served as Director of Ludhiana Stock Exchange Limited from 2012-2014.

**Listed Companies (other than Nahar Spinning Mills Limited) in which Dr. Roshan Lal Behl holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31<sup>st</sup> March, 2025:**

**Directorship of Board:**

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Industrial Enterprises Limited	Independent Director
2	Nahar Capital and Financial Services Limited	Independent Director
3	Oswal Leasing Limited	Independent Director
4	Monte Carlo Fashions Limited	Independent Director
5	Nahar Poly Films Limited	Independent Director

**Chairmanship of Board Committees:**

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Limited	Audit Committee
2	Nahar Capital and Financial Services Limited	Risk Management Committee
3	Oswal Leasing Limited	Audit Committee
		Stakeholder's Relationship Committee
		Nomination & Remuneration Committee
		Share Transfers Committee
4	Nahar Poly Films Limited	Audit Committee



**Membership of Board Committees:**

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Industrial Enterprises Limited	Nomination & Remuneration Committee
2	Nahar Capital and Financial Services Limited	Audit Committee
		Nomination & Remuneration committee
		Share Transfer Committee
3	Monte Carlo Fashions Limited	Audit Committee
		Nomination & Remuneration Committee
		Stakeholder's Relationship Committee
		Corporate Social Responsibility Committee

Listed entities from which the Director has resigned in the past three years: Nil

No. of Board Meetings attended during the year: 4

**Shareholding in the Company:** 27 Equity Shares of Rs. 5/- each

**Disclosure of relationship between Directors inter-se:** Nil

**Terms and Conditions of appointment / reappointment:** Re-appointment as an Independent Director for a second term w.e.f. September 30, 2025

**Remuneration drawn for FY 2024-25:** Sitting Fees of Rs. 40,000/-

**Details of Remuneration sought to be paid:** He shall be paid a fee for attending meetings of the Board.

**By Order of the Board  
For Nahar Spinning Mills Limited**

**Dated: 31<sup>st</sup> July, 2025**

**Registered Office:  
373, Industrial Area-A,  
Ludhiana -141003 (India)**

**CIN: L17115PB1980PLC004341**

**E-mail: secnsm@owmnahar.com**

**Brij Sharma  
(Company Secretary)  
Mem. No. FCS 2458**

