

**Nahar****CAPITAL AND FINANCIAL SERVICES LTD.****(A NON-BANKING FINANCIAL COMPANY)****Regd. Office & Corporate Office :** "Nahar Tower", 375, Industrial Area-A, Ludhiana-141 003 (INDIA)**Phones :** 91-161-2600701 to 705, 2606977 to 980 **Fax :** 91-161-2222942, 2601956**Email :** secncfs@owmnahar.com **Web Site :** www.owmnahar.com **CIN No. :** L45202PB2006PLC029968

NCFSL/SD/2019-20

September 04, 2019

1. The Manager,
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
2. The General Manager,
The BSE Limited
25th Floor, P.J. Tower,
Dalal Street, Mumbai
MUMBAI – 400 001

**SUB: Disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and
Takeovers) Regulations, 2011 ("Takeover Regulations")**

Dear Sir,

This is to inform you that the Company forming part of the "promoter group" of Nahar Spinning Mills Ltd. intends to acquire shares from other group companies by way of inter se transfer. The proposed transfer is only amongst the existing promoter group entities.

Accordingly, we are sending herewith the disclosure under Regulation 10(5) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 setting out the details of proposed inter-se transfer of shares among promoter group entities.

Thanking you,

Yours faithfully,

For NAHAR CAPITAL AND FINANCIAL SERVICES LTD.

COMPANY SECRETARY

CC to: The Company Secretary
Nahar Spinning Mills Limited
373, Industrial Area-A,
Ludhiana-141003



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**Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1	Name of the Target Company (TC)	NAHAR SPINNING MILLS LIMITED
2	Name of the acquirer(s)	NAHAR CAPITAL AND FINANCIAL SERVICES LTD.
3	Whether the acquirer(s) is/are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	PROMOTER
4	Details of the proposed acquisition	
a.	Name of the person(s) from whom shares are to be acquired	1. ABHILASH GROWTH FUND (P) LTD. 2. ATAM VALLABH FINANCIERS LTD. 3. KOVALAM INVESTMENT & TRADING CO. LTD. 4. MONICA GROWTH FUND (P) LTD. 5. NAHAR GROWTH FUND (P) LTD. 6. NEHA CREDIT AND INVESTMENT (P) LTD. 7. RUCHIKA GROWTH FUND (P) LTD. 8. VANAİK INVESTORS LTD. 9. VARDHMAN INVESTMENTS LTD. 10. J.L. GROWTH FUND LTD. 11. NAGDEVI TRADING & INVESTMENT CO. LTD. 12. VANAİK SPINNING MILLS LTD. 13. OSWAL WOOLEN MILLS LTD. 14. BERMUDA INSURANCE BROKERS (P) LTD.
b.	Proposed date of acquisition	On or after 10.09.2019
c.	Number of shares to be acquired from each person mentioned in 4(a) above	5759165
d.	Total shares to be acquired as % of share capital of TC	15.97%
e.	Price at which shares are proposed to be acquired	The shares of Target Company will be acquired at a price not exceeding the limits provided in provision (1) to Regulation 10(1)(a) of SEBI (SAST) Regulations.
f.	Rationale, if any, for the proposed transfer	Inter-se Transfer among Promoter Group
5	Relevant sub-clause of Regulation 10(1)(a) under which the acquirer is exempted from making open offer	10(1)(a)(iii)
6	If frequently traded, volume weighted average market price for a period of 60 days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period	62.38
7	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of Regulation 8	Not Applicable



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8	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable	Yes			
9 i)	Declaration by the acquirer, that the transferor and transferee have complied (during 3 years prior to the date of proposed acquisition) / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations, 1997)	Yes			
ii)	The aforesaid disclosures made during previous 3 years prior to the date of proposed acquisition to be furnished.				
10	Declaration by the acquirer, that all the conditions specified under Regulation 10(1)(a) with respect to exemption has been duly complied with.	YES			
11	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. Of shares / voting rights	% w.r.t. Total share capital of TC	No. Of shares / voting rights	% w.r.t. Total share capital of TC
a	Acquirer(s) and PACs (other than sellers)(*)	17620260	48.86	23379425	64.83
b	Seller (s)	5759165	15.97	0	0.00

We hereby declare that the Transferor and Transferee have complied / will comply with applicable disclosures requirements in Chapter V of the Takeover Regulations, 2011

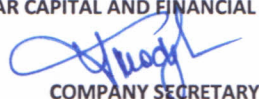
We hereby declare that the Acquisition price would not be higher by more than 25% of the Price computed in Point No. 6.

We hereby declare that all the conditions as specified under Regulation 10(1)(a) of the SEBI (SAST) Regulations, 2011 have been complied.

For NAHAR CAPITAL AND FINANCIAL SERVICES LTD.

Place: LUDHIANA

Date: 04.09.2019


COMPANY SECRETARY



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Category of Shareholder	Before Proposed Transaction		After Proposed Transaction	
	No. of equity Shares	% w.r.t. Total share capital of TC	No. of equity Shares	% w.r.t. Total share capital of TC
A1) Indian				
Individuals/Hindu Undivided Family				
Kamal Oswal	87591	0.24	87591	0.24
Dinesh Oswal	24750	0.07	24750	0.07
Abhilash Oswal	23766	0.07	23766	0.07
Monica Oswal	16000	0.04	16000	0.04
Ruchika Oswal	11520	0.03	11520	0.03
	11555	0.03	11555	0.03
Any other (specify):				
Body Corporate				
Nahar Capital and Financial Services Ltd.	23291834	64.58	23291834	64.58
J.L. Growth Fund Ltd.	10257384	28.44	16016549	44.41
Nahar Poly Films Ltd.	338311	0.94	0	0.00
Vardhman Investments Ltd.	6902244	19.14	6902244	19.14
Nagdevi Trading & Investment Co. Ltd.	120170	0.33	0	0.00
Oswal Woolen Mills Ltd.	1220386	3.38	0	0.00
Kovalam Investment & Trading Co. Ltd.	179179	0.50	0	0.00
Atam Vallabh Financiers Ltd.	778057	2.16	0	0.00
Sankheshwar Holding Co. Ltd.	121007	0.34	0	0.00
Vanaik Investors Ltd.	373041	1.03	373041	1.03
Nahar Growth Fund Pvt. Ltd.	2211338	6.13	0	0.00
Neha Credit and Investment Pvt. Ltd.	218930	0.61	0	0.00
Abhilash Growth Fund Pvt. Ltd.	51720	0.14	0	0.00
Monica Growth Fund (P) Ltd.	189413	0.53	0	0.00
Bermuda Insurance Brokers (P) Ltd.	112520	0.31	0	0.00
Vanaik Spinning Mills Ltd.	20450	0.06	0	0.00
Ruchika Growth Fund (P) Ltd.	84194	0.23	0	0.00
	113490	0.31	0	0.00
Total A1	23379425	64.83	23379425	64.83



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