



The Nahar Group



 **Nahar**  
POLY FILMS LIMITED

# 31<sup>st</sup> ANNUAL REPORT 2018-19

## BOARD OF DIRECTORS

**Mr. Jawahar Lal Oswal**

Chairman

**Mr. Dinesh Oswal**

Director

**Mr. Kamal Oswal**

Director

**Mr. Dinesh Gogna**

Director

**Mr. Satish Kumar Sharma**

Executive Director

**Mr. Komal Jain**

Director

**Dr. Inder Mohan Chhibba**

Independent Director

**Dr. Manisha Gupta**

Independent Director

**Dr. Suresh Kumar Singla**

Independent Director

**Dr. Yash Paul Sachdeva**

Independent Director

**Dr. Amrik Singh Sohi**

Independent Director

**Dr. Vijay Asdhir**

Independent Director

**Mr. Rakesh Kumar Jain**

Chief Financial Officer

**Ms. Bhoomika**

Company Secretary

### REGISTERED OFFICE

376, Industrial Area-A,  
Ludhiana-141 003, Punjab

### BANKERS

Oriental Bank of Commerce  
Punjab National Bank

### AUDITORS

M/s. YAPL & Co.,  
Chartered Accountants  
102, Kismat Complex,  
G.T. Road, Miller Ganj,  
Ludhiana-141 003.

## 31<sup>st</sup> ANNUAL GENERAL MEETING

Day : Monday

Date : 30<sup>th</sup> September, 2019

Time : 12.30 pm

Place : At the Premises of  
Nahar Industrial Enterprises Limited  
Focal Point, Ludhiana

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**NOTICE**

Notice is hereby given that the Thirty-First Annual General Meeting of the members of M/s Nahar Poly Films Limited will be held on **Monday, the 30<sup>th</sup> Day of September, 2019 at 12:30 P.M.** at the premises of M/s Nahar Industrial Enterprises Limited, Focal Point, Ludhiana to transact the following business:

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

- (i) To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and Auditors thereon.
- (ii) To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon.

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

To declare dividend @ 10% i.e. Rs.0.50 per Equity Share of Rs. 5/- each for the year ended 31<sup>st</sup> March, 2019.

**ITEM NO 3:- APPOINTMENT OF MR. DINESH OSWAL (DIN: 00607290) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Dinesh Oswal (DIN: 00607290), who retires by rotation and being eligible offers himself for re-appointment.

**ITEM NO 4:- APPOINTMENT OF MR. KOMAL JAIN (DIN: 00399948) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Komal Jain (DIN: 00399948), 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(s), 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. Khushwinder Kumar & Associates (Firm Registration No. 000102) appointed by the Board to conduct the audit of the Cost Records of the Company for the Financial year 2019-20, be paid a remuneration of Rs. 45000/- (Rupees Forty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.”

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

**ITEM NO 6:- REAPPOINTMENT OF MR. SATISH KUMAR SHARMA (DIN: 00402712) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and rules framed thereunder and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) the consent and approval of the Company be and is hereby accorded for the re-appointment of Mr. Satish Kumar Sharma (DIN:00402712), Executive Director of the Company, for a period of three years w.e.f. 1<sup>st</sup> August, 2020 to 31<sup>st</sup> July, 2023 on the remuneration and perquisites set out below:

- A. Salary/Basic Pay: Rs. 1,18,500/- per month
- B. Management Allowance: Rs. 56,500/-per month
- C. Perquisites and other allowances:
  - a) House Rent Allowance: 30% of the Salary.
  - b) Medical Reimbursement: Expenses incurred for Mr. Satish Kumar Sharma and his family subject to ceiling of one month's salary in a year.
  - c) Exgratia/Bonus: As per company's rule.
  - d) Provident Fund: Company's contribution to provident fund shall be in accordance with rules and regulations of the company.
  - e) Gratuity: As per rules of the company payable at the rate of half month's salary for each completed year of service.
  - f) Leave with wages: As per company's rule.
  - g) Provision of car for use of company's business and telephone at residence will be provided by the company. Personal long distance calls on telephone and use of car for



private purpose shall be billed by the company.

- h) Other perquisites will be provided as per company's rule."

**"RESOLVED FURTHER THAT** wherein any Financial Year, the Company has no Profits or its profits are inadequate, the Company may pay Mr. Satish Kumar Sharma, remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and do all such acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution."

**BY ORDER OF THE BOARD**

**BHOOMIKA**

**Dated : 13<sup>th</sup> August, 2019 (COMPANY SECRETARY)**

**REGD.OFFICE:**

**376, Industrial Area-A,**

**Ludhiana -141003 (India)**

**CIN: L17115PB1988PLC008820**

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

**NOTES:**

- 1 A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the company. Proxy in order to be effective must be delivered at the registered office of the company, not less than forty eight hours before the time of the meeting. The blank proxy form is enclosed. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10%

(Ten Percent) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

- 2 The 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.
- 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 The Route Map to reach the venue of the Annual General Meeting including prominent land mark for easy location is provided at the end of this Annual Report.
5. The Register of Members and Share Transfer Register of the Company shall remain closed from 14<sup>th</sup> September, 2019 to 17<sup>th</sup> September, 2019 (both days inclusive) for the purpose of equity dividend for the year ended 31<sup>st</sup> March, 2019.
6. 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, whose names appear in Register of members as on 13<sup>th</sup> September, 2019 or Register of beneficial owners, maintained by the Depositories at the close of 13<sup>th</sup> September, 2019
7. Pursuant to Section 124(5) of the Companies Act, 2013 unclaimed dividends up to the financial year 2010-11 has been transferred to Investor Education and Protection Fund. Further unpaid dividend for the year 2011-12 is to be transferred to Investor Education and Protection Fund in October, 2019. Shareholders who have not encashed their dividend warrants relating to the said period are requested to claim the amount from the Company at the earliest.

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 remain unpaid or unclaimed for a period of seven consecutive years) 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: [http://owmnahar.com/nahar\\_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php](http://owmnahar.com/nahar_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php) The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

The members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from IEPF Authority. The concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPFA/refund.html> or contact the Company for lodging claim for refund of shares and/or dividend from the IEPF Authority.

8. In terms of the provisions of section 152 of the Companies Act, 2013, Mr. Dinesh Oswal and Mr. Komal Jain, Directors retire by rotation at this Meeting and being eligible offers themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
9. SEBI vide its Gazette notification dated 8<sup>th</sup> June, 2018 amended the Regulation 40(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 whereby it has been provided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities held in dematerialized form with the Depository.

The said amendment shall come into force on the one hundred and eightieth day from the date of its publication in the Official Gazette.

In view of the above, members are hereby informed that the requests for transfer of securities in physical form shall not be processed unless the securities are held in the dematerialized form with a Depository. Hence, all members who are holding securities in physical form are requested to go in for dematerialization of securities at the earliest.

10. The Company provides the facility of paying dividend through Electronics Clearing System (ECS). The members desirous of availing the facility of electronic credit of dividend are requested to ensure that their correct bank

details along with 9 digits MICR code of their Bank is updated in the records of the Depository Participant (DP). The Members who hold the shares in physical form, should contact the Registrar & Transfer Agent or the Company in this regard. In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.

11. The requirement to place the matter relating to the Ratification of the appointment of Auditors by members at every Annual General Meeting has done away with vide notification dated 7<sup>th</sup> May, 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 26<sup>th</sup> September, 2017.
12. Since, the Company's shares are in compulsory demat trading, to ensure better service and eliminating the risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
13. The documents referred to in Explanatory Statement are open for inspection at the Registered Office of the Company on any working day (except Saturday and Holiday) between 10:00 A.M. to 12:00 Noon upto the date of Annual General Meeting.
14. With a view to using natural resources responsibly, we request shareholders to update their email address with their Depository Participants to enable the Company to send communications electronically.
15. The electronic copy of the Annual Report for the year 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. The members who have not registered their email IDs, physical copy of the Annual Report is being sent in the permitted mode.
- 16. The members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.**



17. The members seeking any information with regard to Annual Accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the relevant information ready.
18. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13).
19. The information required to be provided under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be re-appointed is given hereto and form part of this Notice.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities market. The members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participant(s). The members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi-110055.
21. The Register under Section 189(4) of The Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.
22. Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility to members for voting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.
23. Notice of the 31<sup>st</sup> Annual General Meeting and the Annual Report for the financial year 2018-19 will also be available on the Company's website i.e. [www.ownnahar.com](http://www.ownnahar.com). The above said Notice will also be available on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com)
24. The facility for voting via ballot paper shall also be made available at the meeting and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting.
25. The members who have casted their vote already by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 26. Instructions for shareholders Voting through electronic mode are as under:**
  - (i) The voting period begins on 27<sup>th</sup> September, 2019 (9:00 A.M.) and ends on 29<sup>th</sup> September, 2019 (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 Monday, 23<sup>rd</sup> September, 2019 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](http://www.evotingindia.com)
  - (iv) Click on "Shareholders" tab
  - (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 No. registered with the Company.
  - (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](http://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:

	<b>For members holding shares in Demat and Physical Form</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>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 in the PAN field. <b>(Sequence number is printed on Address Slips provided with Annual Report)</b></li><li>In case 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details or 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 as mentioned in instruction (v).</li></ul>

(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 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 for the relevant <NAHAR POLY FILMS 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 changed 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non-Individual Shareholders and Custodians:

a) 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 as Corporates.

- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to:  
helpdesk.evoting@cdslindia.com
- c) 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.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) 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.
- (xxi) 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. Monday, 23<sup>rd</sup> September, 2019 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The helpdesk can also be contacted at 1800-200-5533.
- (xxiii) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Ms. Bhoomika  
Company Secretary and Compliance Officer  
376, Industrial Area-A, Ludhiana –141003  
0161-2600701 to 2600705  
CIN: L17115PB1988PLC008820  
[secnel@owmnahar.com](mailto:secnel@owmnahar.com)

#### **OTHER INSTRUCTIONS:**

- 27. 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.
- 28. Mr. P.S. Bathla, Practicing Company Secretary (Membership No. FCS 4391), will act as a Scrutinizer to the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process).
- 29. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favour or against, if any, forthwith to the Chairman of the Company
- 30. The results declared along with the consolidated 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 [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- 31. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 31<sup>st</sup> Annual General Meeting i.e 30<sup>th</sup> September, 2019.
- 32. A person who is not a Member as on the cut off date i.e. 23<sup>rd</sup> September, 2019 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 & 6 of the accompanying Notice.

#### **ITEM NO. 5**

As per the provisions of Companies (Cost Records and Audit) Amendment Rules, 2014 notified by MCA vide its notification dated 31<sup>st</sup> December, 2014, Company's activities fall within the purview of Cost Audit requirement. Accordingly, the Board at its meeting held on 30<sup>th</sup> May, 2019 on the recommendation of Audit Committee, approved the appointment and remuneration of Rs. 45000/- (Rupees Forty Five Thousand Only) of





M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for conducting the Cost Audit of the Cost records of the Company for the financial year 2019-2020.

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 Director has to be ratified by the shareholders of the Company.

Accordingly, the consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out at the Item No. 5 of the Notice for ratification of the remuneration payable to M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for the financial year ended 2019-20.

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

Your Directors recommend the resolution for your approval.

**ITEM NO. 6**

Mr. Satish Kumar Sharma was appointed as Executive Director of the company with effect from 1<sup>st</sup> August, 2017 for 3 years. His tenure as Executive Director is expiring on 31<sup>st</sup> July, 2020. Mr. Satish Kumar Sharma is of 67 years. He is MBA and having more than 37 years of experience as Corporate Executive. Having regard to his knowledge and experience, it would be in the interest of the company to reappoint him as an Executive Director of the Company under the category of the Key Managerial Personnel.

The Board keeping in view the overall growth of the Company under his able and dynamic leadership and on the recommendation of Nomination and Remuneration Committee subject to the approval of the shareholders has decided to reappoint him as Executive Director for a period of 3 years commencing from 1<sup>st</sup> August, 2020. Mr. Satish Kumar Sharma is eligible for re-appointment as Executive Director and his remuneration and perquisites as set out in the resolution are in accordance with the provisions of Schedule V read with the Companies Act, 2013.

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Satish Kumar Sharma holds Directorship, Chairmanship and Membership of Board:****Directorship of Board :**

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Ltd.	Director
2.	Nahar Capital & Financial Service Limited	Director

**Chairmanship of Board Committees:** NIL

**Member of Board Committees:**

S.No.	Name of the company	Committee	Status
1	Nahar Spinning Mills Limited	Stakeholder's Relationship	Member
2	Nahar Capital and Financial Services Limited	Audit Stakeholder's Relationship	Member Chairman

**Shareholding in the Company:** NIL

**Disclosure of relationship between Directors interse:**

Mr. Satish Kumar Sharma is not related to any Director of the Company. Further, no Directors / Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Resolution as given in the notice may also be treated as an abstract of terms of Contract of Appointment under the provisions of Section 190 of the Companies Act, 2013.

The Terms and conditions of appointment as set out in the draft agreement to be entered into between the Company and Mr. Satish Kumar Sharma, is available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution for your approval.

**ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING REAPPOINTMENT**

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be re-appointed are given below:


**1. MR. DINESH OSWAL**

<b>Name</b>	Dinesh Oswal
<b>Age</b>	53 Years
<b>Qualification</b>	Commerce Graduate
<b>Expertise</b>	Having Business experience of more than 33 years in the industry.
<b>Shareholding</b>	105273 Equity Shares @ ₹ 5/- each

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Dinesh Oswal holds Directorship, Chairmanship and Membership of Board:**

**Directorship of Board:**

S. No.	Name of the company	Status
1	Nahar Spinning Mills Limited	Director
2	Nahar Capital and Financial Services Limited	Director
3	Nahar Industrial Enterprises Limited	Director

**Chairmanship of Board Committees:** NIL

**Member of Board Committees:** NIL

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

Mr. Dinesh Oswal is son of Mr. Jawahar Lal Oswal and brother of Mr. Kamal Oswal.

**2. MR. KOMAL JAIN**

<b>Name</b>	Komal Jain
<b>Age</b>	64 Years
<b>Qualification</b>	M.A
<b>Expertise</b>	Having Business experience of more than 40 years in the Industry
<b>Shareholding</b>	Nil

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Komal Jain holds Directorship, Chairmanship and Membership of Board:**

**Directorship of Board:** NIL

**Chairmanship of Board Committees:** NIL

**Member of Board Committees:** NIL

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

**BY ORDER OF THE BOARD**

**BHOOMIKA**

**Dated: 13<sup>th</sup> August, 2019 (COMPANY SECRETARY)**

**REGD.OFFICE:**

**376, Industrial Area-A,  
Ludhiana -141003 (India)**

**CIN: L17115PB1988PLC008820**

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



## Green Initiative

*The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies. Your Company has decided to join the MCA in its environmental friendly initiative.*

*Henceforth, the Company proposes to send documents such as Notice of the General Meeting(s), Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are having Demat A/c or send the same to the Company via e-mail at:- secnel@owmnahar.com or gredressalnpfl@owmnahar.com*

*We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.*