



The Nahar Group

38th ANNUAL REPORT 2017-18



Nahar SPINNING MILLS LIMITED

BOARD OF DIRECTORS

Sh. Jawahar Lal Oswal

Sh. Dinesh Oswal

Sh. Kamal Oswal

Sh. Dinesh Gogna

Sh. Satish Kumar Sharma

Prof. Kanwar Sain Maini

Dr. Suresh Kumar Singla

Dr. Amrik Singh Sohi

Dr. Manisha Gupta

Dr. Vijay Asdhir

Chairman

Managing Director

Director

Director

Director

Independent Director

Independent Director

Independent Director

Independent Director

Independent Director

CHIEF FINANCIAL OFFICER

Sh. Anil Garg

FINANCIAL CONTROLLER

Sh. P. K. Vashishth

COMPANY SECRETARY

Sh. Brij Sharma

AUDITORS

M/s. YAPL & Co., Chartered Accountants

102, Kismat Complex, G.T. Road, Miller Ganj, Ludhiana-141 003.

PRINCIPAL BANKERS

: Punjab National Bank, State Bank of India

REGD. OFFICE

: 373, Industrial Area- 'A', Ludhiana-141 003

WORKS

: 427, Industrial Area - 'A', Ludhiana (Punjab)

Dhandari Kalan, G.T. Road, Ludhiana (Punjab)

Village Simrai, Mandideep, Distt. Raisen (M.P.)

Village Lalru and Lehli, Distt. S.A.S. Nagar (Punjab)

Village Jalalpur, Distt. S.A.S. Nagar (Punjab)

Rishab Spinning Mills, Village Jodhan, Distt. Ludhiana

Nahar Fibres, Jitwal Kalan, Malerkotla, Distt. Sangrur

38th ANNUAL GENERAL MEETING

Day : Friday

Date : 28th September, 2018

Time : 11.00 A.M.

Place : At the Premises of
Nahar Industrial Enterprises
Limited, Focal Point, Ludhiana**CONTENTS****PAGE NO.**

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **38TH ANNUAL GENERAL MEETING** of the members of **NAHAR SPINNING MILLS LIMITED** will be held on **Friday, the 28th day of September, 2018 at 11.00 A.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**

To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and 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 31st March, 2018.

ITEM NO: 3 – APPOINTMENT OF MR. JAWAHAR LAL OSWAL AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Jawahar Lal Oswal (DIN: 00463866), who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO: 4 - APPOINTMENT OF MR. SATISH KUMAR SHARMA AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Satish Kumar Sharma (DIN: 00402712), 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) for the time being in force), the Cost Auditors M/s. Ramanath Iyer & Co. (Firm Registration No. 000019) appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2018-19, at a remuneration of Rs. 1.75 Lakhs (Rupees One Lakh Seventy 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 and take all such steps as may be necessary, proper or expedient to give effect to above resolution.”

ITEM NO: 6 – TO APPROVE THE PAYMENT OF REMUNERATION OF MR. DINESH OSWAL, MANAGING DIRECTOR, AS APPROVED BY THE CENTRAL GOVERNMENT

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

“RESOLVED THAT pursuant to the provisions of Section 197(1) and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment (s) thereof for the time being in force), consent and approval of the members be and is hereby accorded for the payment of Minimum Remuneration to Mr. Dinesh Oswal, Managing Director of the Company (DIN: 00607290) as approved by the Ministry of Corporate Affairs vide their letter no. SRN G41303728/1/2017 - CL-VII dated 26.12.2017 for three Calendar years commencing from January 1, 2017 to December 31, 2019 as per details hereunder:

A. Total Salary: Rs. 5,59,73,000/- (Rupees Five Crores Fifty Nine Lakh Seventy Three Thousand only) for the year 2017, Rs.6,55,69,000/- (Rupees Six Crores Fifty Five Lakh Sixty Nine Thousand only) for the year 2018 and Rs.7,69,64,000/- (Rupees Seven Crores Sixty Nine Lakh Sixty Four Thousand only) for the year 2019.

B. Perquisites: Following perquisites shall be allowed in addition to salary:

- 1. Provident Fund and Super-Annuation Fund:** Contribution to Provident Fund, Super-Annuation Fund or Annuity Fund in accordance with the rules specified by the Company.
- 2. Gratuity:** Gratuity payable shall not exceed half month's salary for each completed year of service.
- 3. Leave Encashment:** Encashment of leave at the end of the tenure, as per rules of the Company.
- 4. Reimbursement of Entertainment Expenses:** Reimbursement of entertainment expenses actually and properly incurred in the course of Company's business.”

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

ITEM NO: 7 - TO DETERMINE THE FEES FOR DELIVERY OF ANY DOCUMENT THROUGH A PARTICULAR MODE OF DELIVERY



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

“RESOLVED THAT pursuant to Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), upon receipt of a request from a member for delivery of any document through a particular mode an amount of Rs. 100/- (Rupees One Hundred Only) or estimated expenses whichever is more, for each such document, be levied as and by way of fees for sending the document to him/her in the desired particular mode.”

“RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member at least 10 days in advance to the Company, before dispatch of such document and in absence thereof, no such request will be entertained.”

ITEM NO: 8 – TO APPROVE CONTINUATION OF HOLDING OF OFFICE AS NON-EXECUTIVE DIRECTOR BY MR. JAWAHAR LAL OSWAL (DIN: 00463866), UPON ATTAINING THE AGE OF 75 YEARS

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Non-Executive Director of the Company by Mr. Jawahar Lal Oswal (DIN: 00463866), upon attaining the age of 75 years on 1st October, 2018.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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 CONTINUATION OF HOLDING OF OFFICE AS INDEPENDENT DIRECTOR BY PROF. KANWAR SAIN MAINI (DIN: 00454686), WHO HAS ATTAINED THE AGE OF 75 YEARS

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

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with the provisions of Companies Act, 2013

and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent and approval of the Members be and is hereby accorded for continuation of holding of office as Independent Director of the Company by Prof. Kanwar Sain Maini (DIN: 00454686), who has attained the age of 75 years, upto the expiry of his present term of office up to September 25, 2020.”

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

BY ORDER OF THE BOARD

BRIJ SHARMA

DATED: 6th August, 2018 (Company Secretary)

Regd. Office:

**373, Industrial Area-A,
Ludhiana-141003**

CIN: L17115PB1980PLC004341

E-mail: secnsm@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 fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than 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. 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. A Route Map to reach the venue of the Annual General Meeting, including prominent land mark for easy location, has been provided at the end of the Annual Report.
5. The Register of Members and Share Transfer Register of the Company shall remain closed from 12th September, 2018 to 14th September, 2018 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2018
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 shall appear in Register of Members as on 11th September, 2018 or Register of Beneficial Owners, maintained by the Depositories at the close of 11th September, 2018.
7. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2009-10 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2010-11 is to be transferred to Investor Education and Protection Fund in November, 2018. Shareholders who have not encashed their dividend warrants relating to 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/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 Company's website and can be accessed through the link: <http://www.ownahar.com/spinning/pdf/NaharSpinLiStofShareholders200809.pdf>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link <http://www.iepf.gov.in/IEPFA/refund.html>. Shareholder may note that the equity shares as well as unclaimed dividends transferred to IEPF Authority can be reclaimed by making an application to the IEPF Authority in e-form IEPF-5 as per the procedure provided under Rule 7 of the IEPF Rules. The Shareholders can also view the procedure at www.iepf.gov.in.
8. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Jawahar Lal Oswal and Dr. Satish Kumar Sharma, 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.

9. **SEBI vide its Gazetted notification dated June 08, 2018 amended the Regulation 40 (1) (b) of SEBI (LODR) 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 are held in Dematerialized form with the Depository. The said amendment shall come into force on the one hundred and eightieth day from the publication of Official Gazette.**

In view of the above, members are hereby informed that effective 5th December, 2018 requests for effecting 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 equity shares 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 alongwith 9 digit MICR code of their Bank is updated in the records of the Depository Participant (DP). 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 appointment of Auditors for ratification by members at every Annual General Meeting is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 26, 2017.
12. Since the Company's shares are in compulsory demat trading, to ensure better service and elimination of 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. We request shareholders to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.
 15. Electronic copy of the Annual Report for the year 2017-2018 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. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
 16. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
 17. 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 the 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 the Notice.
 20. **The Securities Exchange and Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and Bank Details by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s) before 11th September, 2018. Members holding shares in physical form are requested to submit their self attested copy of PAN card bank details alongwith Original cancelled cheque leaf/attested bank passbook showing name of Account holder and address, to the company at its Registered Office at 373, Industrial Area- A, Ludhiana- 141003 or to the Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited, Unit: Nahar Spinning Mills Limited, Alankit House, 1E/13, 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. In compliance with provision of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with 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 38th Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website i.e. www.ownahar.com. The above said Notice will also be available on the website of CDSL i.e. www.cdslindia.com.
 24. The facility for e-voting via ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 25. The members who have casted their vote by remote e-voting prior to 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:**
 - 1) The voting period begins on 25th September, 2018 (9:00 a.m.) and ends on 27th September, 2018 (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 21st September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - 3) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 4) Click on "Shareholders/Members" tab.
 - 5) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.



- 6) Next enter the Image Verification as displayed and Click on Login
- 7) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- 8) If you are a first time user follow the steps given below:

	For members holding shares in demat form and physical form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence number is printed on Address Slip as provided with Annual Report. 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.
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"> 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 (5).

- 9) After entering these details appropriately, click on "SUBMIT" tab.
- 10) 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.

- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN 180823009 for the relevant NAHAR SPINNING MILLS LIMITED on which you choose to vote.
- 13) 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.
- 14) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 15) 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.
- 16) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 17) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 18) If a 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.
- 19) 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.
- 20) **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 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.
- 21) 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 21st September, 2018 may follow the same instructions as mentioned above for e-Voting.
- 22) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
- 23) 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
0161-2600701 to 2600705
secnsm@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, Practising 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 i.e. www.owmnahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
31. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 38th Annual General Meeting i.e. 28th September, 2018.
32. A person who is not a Member as on the cutoff date i.e. 21st September, 2018 should treat this Notice for information purposes only.
- 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) Amendment Rules, 2014 notified by MCA vide its notification dated 31st December, 2014, Company's activities fall within the purview of Cost Audit requirement. Accordingly the Board, at its meeting held on 6th August, 2018, 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. 1.75 /- Lakhs (Rupees One Lakh Seventy 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 2018-2019.
- 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 the 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 2018-19.
- None of the Directors of the Company, the 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 Resolution for your approval.

ITEM NO. 6

The Shareholders at their Meeting held on 30th September, 2016 approved the re-appointment of Mr. Dinesh Oswal as Managing Director of the Company for a further period of five years w.e.f. 1st January, 2017 at remuneration as specified in the Resolution.

However, due to expected inadequacy of profits, the Company made an application to the Central Government, Ministry of Corporate Affairs under Section 197 of the Companies Act, 2013 seeking approval for payment of remuneration to Mr. Dinesh Oswal as approved by Shareholders. The Central Government, Ministry of Corporate Affairs, vide their letter SRN G41303728/2017-CL.VII dated 26th December, 2017 gave the approval for payment of remuneration to Sh. Dinesh Oswal, Managing Director from 1st January, 2017 for a period of three years i.e. upto 31st December, 2019 as per details hereunder:

"A total remuneration of Rs. 7,99,73,000/- (Rupees Seven Crore Ninety Nine Lakhs and Seventy Three Thousand only) for the Calendar year 2017, Rs. 9,19,69,000/- (Rupees Nine Crores Nineteen Lakhs and Sixty Nine Thousand Only) for the Calendar Year 2018 and Rs. 10,57,64,000/- (Rupees Ten Crores Fifty Seven Lakhs and Sixty Four Thousand only) for the Calendar year 2019 which he may draw either from M/s. Nahar Spinning Mills Limited or from M/s. Nahar Capital and Financial Services Ltd. or partly from the first and remaining from the second company."

Thereafter, the Nomination and Remuneration Committee and Board took note of the Central Government's approval and decided to pay Remuneration of Rs. 5,83,71,178 as Salary from 1st April 2017 to 31st March, 2018 and arrears of salary amounting to Rs. 1,06,33,250/- for the year 2016-17 during the year 2017-18.

The total remuneration as mentioned in the Central Government's letter dated 26th December, 2017 is subject to the approval of the company in General Meeting as required by Section 197 (1) of the Companies Act, 2013 unless the same has already been approved by the company in General Meeting. The Nomination and Remuneration Committee and Board have already taken note of the said approval of Central Government.

Accordingly, the Company seeks your approval by proposing Special Resolution, as set out the Item No. 6 of the Notice, for payment of Minimum Remuneration to Mr. Dinesh Oswal as mentioned in the Resolution (which has been arrived after deducting the remuneration being paid payable by Nahar Capital and Financial Services limited for the Calendar year 2017, 2018 and 2019) and approved by Central Government, Ministry of Corporate Affairs,

New Delhi.

Mr. Dinesh Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Jawahar Lal Oswal (Chairman) and Mr. Kamal Oswal (Director), being relatives of Mr. Dinesh Oswal may be deemed to be concerned or interested in the said resolution.

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

The Board recommends the Resolution for your approval.

ITEM NO. 7

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him/her by Post or by Registered post or by Speed post or by Courier or by delivering at his/her office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him/her through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode and the fees needs to be determined at the Annual General Meeting as per the provisions of Companies Act, 2013. Accordingly, the Board has proposed Ordinary Resolution set out at Item No. 7 of the Notice.

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 Resolution for your approval.

ITEM NO. 8

Mr. Jawahar Lal Oswal is being appointed as a Non-executive Director of the Company (Item No. 3 of the accompanying Notice) under the provisions of Section 152 of the Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which will be effective from 1st April, 2019, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Mr. Jawahar Lal Oswal is 74 years of age and will reach the age of 75 years on 1st October, 2018. He is Chairman



and Non-Executive Promoter Director of the Company. He holds a Bachelor's Degree in Commerce. He has more than 54 years of experience in the Textile and Woolen industry and he is associated with the Company since 1992. He is an eminent industrialist and his leadership qualities, expertise and experience has enabled the Company to become one of the leading Integrated Textile player of the Country. He has been awarded 'Punjab Ratan Award' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals. He was also awarded 'Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the 'LMA-Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the 'Achievers of the North' by the Economic Times in 2013.

Having regard to his vast business experience, expertise and leadership, Nomination and Remuneration Committee has recommended his continuation on the Board. The Board is also of the opinion that his continued association would be of immense beneficial to the Company. So it is desirable and advisable to continue avail his services as Non-Executive Director.

Accordingly the resolution seeking your consent/approval by way of Special Resolution, set out at Item No. 8 of the Notice, for continuation of holding of present office by Mr. Jawahar Lal Oswal as Non-executive Director even after attaining the age of 75 years, has been proposed for your approval.

Mr. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Dinesh Oswal (Managing Director) and Mr. Kamal Oswal (Director), being relatives of Mr. Jawahar Lal Oswal may be deemed to be concerned or interested in the said resolution.

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

The Board recommends the Resolution for your approval.

Brief resume of Mr. Jawahar Lal Oswal, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of the this Notice.

ITEM NO. 9

Prof. K.S. Maini was re-appointed as an Independent Director of the Company on 26.09.2017 to hold office for three consecutive years for a second term up to September 25, 2020 under the relevant provisions of the

Companies Act, 2013.

The provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 as notified on 9th May, 2018 which will be effective from 1st April, 2019, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years unless a special resolution is passed to that effect.

Prof. Kanwar Sain Maini is 79 years of age. He is Post Graduate in Commerce. He is an eminent educationist and having more than 36 years of experience in teaching Accounting, Finance, Management and Administration. He retired as Head of Commerce Department (Post Graduate), Govt. College, Ludhiana. He is independent of the Management and possesses appropriate skills, experience and knowledge.

Having regard to his vast knowledge and expertise, the Nomination and Remuneration Committee has recommended his continuation on the Board as an Independent Director. The Board is also of the opinion that his continued association would be of immense beneficial to the Company. So it is desirable and advisable to continue avail his services as an Independent Director.

Accordingly the Resolution seeking your consent/approval by way of Special Resolution, set out at Item No. 9 of the Notice, for continuation of holding of existing office by Prof. K.S. Maini as Independent Director of the Company after attaining the age of 75 years upto the expiry of his present term of office up to September 25, 2020, has been proposed for your approval.

Except Prof. K.S. Maini, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the Resolution. Prof. Kanwar Sain Maini holds 22 equity shares of Rs. 5/- each in the company.

The Board recommends the Resolution for your approval.

Brief resume of Prof. K. S. Maini, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of the this Notice.