

36th Annual REPORT 2015-16



The Nahar Group



Nahar SPINNING MILLS LIMITED

BOARD OF DIRECTORS

Sh. Jawahar Lal Oswal
 Sh. Dinesh Oswal
 Sh. Kamal Oswal
 Sh. Dinesh Gogna
 Sh. Satish Kumar Sharma
 Dr. (Mrs.) H.K. Bal
 Prof. Kanwar Sain Maini
 Dr. Suresh Kumar Singla
 Dr. Amrik Singh Sohi
 Dr. Yash Paul Sachdeva

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. Gupta Vigg & Co., Chartered Accountants
 101, Kismat Complex, G.T. Road, Miller Ganj, Ludhiana-141 003.

PRINCIPAL BANKERS

REGD. OFFICE

WORKS

- : Punjab National Bank, State Bank of India
- : 373, Industrial Area- 'A', Ludhiana-141 003
- : 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

36th ANNUAL GENERAL MEETING

Day : Friday
 Date : 30th September, 2016
 Time : 11.30 A.M.
 Place : At the Premises of
 Nahar Industrial Enterprises
 Limited, Focal Point, Ludhiana

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING of the members of **NAHAR SPINNING MILLS LIMITED** will be held on **Friday, 30th day of September, 2016 at 11:30 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, 2016 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO: 2 - DECLARATION OF DIVIDEND

To declare dividend @ 30% i.e. Rs. 1.50 per equity share of Rs. 5 each for the year ended 31st March, 2016.

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

To appoint a director in place of Mr. S. K. Sharma (DIN 00402712), who retires by rotation and being eligible offers himself for re-appointment.

ITEM NO: 5 - APPOINTMENT OF AUDITORS

To appoint Auditors and fix their remuneration and in this regard 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 139 and 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), M/s. Gupta Vigg & Co., Chartered Accountants (Registration No. 001393N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:**ITEM NO: 6 - 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 and 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. (Membership No. 000019) appointed by the Board to conduct the audit of the Cost Records of the Company for the Financial year ending March 31, 2017, be paid a remuneration of Rs. 1.62 Lacs (Rupees One Lakh Sixty Two Thousand Only)".

"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 : 7- REAPPOINTMENT OF MR. DINESH OSWAL, MANAGING DIRECTOR OF THE COMPANY -

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 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) consent and approval of the Company be and is hereby accorded for the re-appointment of Sh. Dinesh Oswal as Managing Director of the Company (DIN : 00607290), for a period of five years w.e.f. 1st January, 2017 to 31st December, 2021 on the remuneration and perquisites set out below:

Salary (Scale) :	Rs.40,00,000.00 - 4,00,000.00-60,00,000/- per month.
Commission :	1.5% of the Net Profit.
Perquisites :	Following perquisites shall be allowed in addition to salary and commission.

i) Housing

Sh. Dinesh Oswal shall be entitled to House Rent Allowance @50% of the salary.

EXPLANATION

i) The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per Income Tax Rules, 1962. This shall however be subject to a ceiling of 10% of



the salary of Sh. Dinesh Oswal.

ii) Medical Reimbursement: Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or Five months salary over a period of Five years.

iii) Leave Travel Concession: Leave travel concession for a self and family twice in a year incurred by him.

iv) Club Fees: Fees of the club subject to a maximum of four clubs including admission fees and life membership fee.

v) Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which shall not exceed Rs. 20000/-.

vi) Provident Fund and superannuation fund: Contribution to Provident Fund, Superannuation Fund or Annuity fund in accordance with the rules specified by the Company.

vii) Gratuity: Gratuity paid shall not exceed half month's salary for each completed year of service.

viii) Leave Encashment: Encashment of the leave at the end of the tenure, as per rules of the Company.

ix) Car and Telephone: Free use of Company's car with Driver for official work and telephone at residence.

NOTE: For the purpose of perquisites stated herein above, family means the spouse, the dependent children, dependent parents of the appointee."

"RESOLVED FURTHER THAT wherein any Financial Year, the Company has no Profits or its profits are inadequate, the Company may pay Sh. Dinesh Oswal, 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 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

BRIJ SHARMA

DATED: 12th August, 2016 (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 ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE 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 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 Annual Report.

5. The Register of Members and Share Transfer Register of the Company shall remain closed from



- 10th September, 2016 to 22nd September, 2016 (both days inclusive).
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 9th September, 2016 or Register of beneficial owners, maintained by the Depositories at the close of 9th September, 2016.
 7. Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividends up to the financial year 2007-08 have been transferred to Investor Education and Protection Fund. Further unpaid dividend for the year 2008-09 is to be transferred to Investor Education and Protection Fund pursuant to the provision of Companies Act, in November, 2016. 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.
 8. 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 noted 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.
 9. The bank Account particulars of the members will be printed on the dividend warrants. Members holding shares in physical form are requested to immediately notify change in their address/Bank details to the Company's Share Transfer Agent, M/s Alankit Assignments Limited or to the Company at its Registered Office at 373, Industrial Area-A, Ludhiana - 141 003.

Members holding shares in electronic form are requested to notify change in their address/Bank details to their Depository Participants before 9th September, 2016.
 10. 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.
 11. 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.
 12. With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.
 13. Electronic copy of the Annual Report for the year 2015-2016 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 are being sent in the permitted mode.
 14. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
 15. Members seeking any information with regard to Annual Financial Statements 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.
 16. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13)
 17. The information required to be provided under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 regarding the Directors who are proposed to be appointed/re-appointed is given hereto and form part of the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules made thereunder.
 18. 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. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). 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 Spinning Mills Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055.
 19. 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.

20. In compliance with Regulation 44 of SEBI (Listing Obligation 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 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.

21. Notice of the 36th Annual General Meeting and the Annual Report for the financial year 2015-16 will also be available on the Company's website i.e. www.ownnahar.com. The above said notice will also be available on the website of CDSL i.e. www.cdslindia.com.

22. The facility for 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.

23. Instructions for shareholders Voting through electronic mode are as under:

1. The voting period begins on 27th September, 2016 (9:00 A.M.) and ends on 29th September, 2016 (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 Friday, 23rd September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(2) The members who have cast their vote by remote e-voting prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.

(3) The shareholders should log on to the e-voting website www.evotingindia.com.

(4) Click on Shareholders.

(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 first two letters of their name and the 8 digits of the sequence number in the PAN field. 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 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. 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. The helpdesk can also be contacted at 1800-200-5533.
 22. 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. Friday, 23rd September, 2016 may follow the same instructions as mentioned above for e-Voting.
 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
0161-2665000
secnsm@owmnahar.com
- Other instructions:**
24. 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
 25. 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).



26. 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.
27. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company i.e. www.owmnaahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
28. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 36th Annual General Meeting i.e. 30th September, 2016.,
29. A person who is not a Member as on the cut off date i.e. 23rd September, 2016 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. 6 and Item no. 7 of the accompanying Notice:

ITEM NO. 6

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 12th August, 2016, on the recommendation of Audit Committee, approved the appointment and remuneration of Rs. 1.62 Lacs (Rupees One Lakh Sixty Two Thousand only) of M/s Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) for conducting the Cost Audit of the Cost records of the Company for the financial year ended 31st March, 2017.

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, consent and approval of the shareholders is

being sought for passing an Ordinary Resolution as set out in the Item No. 6 of the Notice for ratification of remuneration payable to M/s. Ramanath Iyer & Co., Cost nts (Firm Registration No. 000019) for financial year ended 31st March, 2017.

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

The Board recommends the Resolution for your approval.

ITEM NO. 7

Sh. Dinesh Oswal was appointed as Managing Director of the Company w.e.f 1st January, 2012 for a period of 5 Years. His period of office shall expire on 31st December, 2016. Sh. Dinesh Oswal is 51 years of age. He is a Commerce graduate and has 31 year business experience in Textile Industry and has been involved in the Operations of the Company since 1985. It would be in the interest of the company if he is reappointed as Managing 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 recommendation of Nomination and Remuneration Committee (subject to the approval of the shareholders) has decided to reappoint him as Managing Director for a further period of 5 years commencing from 1st January, 2017. Sh. Dinesh Oswal is eligible for re-appointment as Managing Director and his remuneration and perquisites as set out in the resolution are in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013.

Listed Companies (other than Nahar Spinning Mills Limited) in which Mr. Dinesh Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees :

Directorship of Board :

Sr. No.	Name of the Company	Status
1.	Nahar Capital & Financial Services Ltd.	Managing Director
2.	Nahar Poly Films Ltd.	Director
3.	Nahar Industrial Enterprises Ltd.	Director

Chairmanship of Board Committee : Nil

Member of Board Committees : NIL

Shareholding in the Company : 23766

(Equity Shares)


Disclosure of relationship between Directors inter-se:

Sh. Dinesh Oswal is related to Sh. Jawahar Lal Oswal (Chairman) and Sh. Kamal Oswal (Director). None of the other Directors are in any way related to Sh. Dinesh Oswal.

Sh. Dinesh Oswal may be deemed to be concerned or interested in the resolution. Further Sh. Jawahar Lal Oswal (Chairman) and Sh. Kamal Oswal (Director) being relatives of Sh. Dinesh Oswal may be deemed to be concerned or interested in the said resolution. None of the other 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 Sh. Dinesh Oswal, is available for inspection at the Registered Office of the Company.

Your Directors recommend the resolution for your approval.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 regarding Director seeking appointment/re-appointment.

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

1. Jawahar Lal Oswal

Name:	Sh. Jawahar Lal Oswal
Age:	73 Years
Qualification:	Graduate
Expertise:	Having more than 52 years of experience in Textile & Woolen Industry.

Listed Companies (other than Nahar Spinning Mills Limited) in which Mr. Jawahar Lal Oswal holds Directorship of Board, Chairmanship and Membership of Board Committee :
Directorship of Board Committees:

Sr. No.	Name of the Company	Status
1.	Monte Carlo Fashions Ltd.	Chairman-cum-Managing Director
2.	Nahar Poly Films Ltd.	Chairman
3.	Nahar Industrial Enterprises Ltd.	Chairman
4.	Nahar Capital & Financial Services Ltd.	Chairman

Chairmanship of the Board Committee : Nil

Membership of Board Committees : Nil

Shareholding in the Company : Nil

Disclosure of relationship between Directors inter-se:

Mr. Jawahar Lal Oswal is father of Mr. Kamal Oswal and Mr. Dinesh Oswal. Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers.

2. S.K.Sharma

Name	Sh. S.K. Sharma
Age	63 Years
Qualification	M.B.A.
Expertise	Having more than 35 years, experience in Corporate Affairs and Marketing.

Listed Companies (other than Nahar Spinning Mills Limited) in which Sh. S. K. Sharma holds Directorship of Board, Chairmanship and Membership of Board Committee :
Directorship of Board:

Sr. No.	Name of the Company	Status
1.	Nahar Capital & Financial Services Ltd.	Director
2.	Nahar Poly Films Ltd.	Executive Director

Chairmanship of Board Committees : Nil

Membership of Board Committees:

Sr. No.	Name of the Company	Committee	Status
1.	Nahar Capital and Financial Services Limited	Audit Stakeholders Relationship	Member Member

Shareholding in the Company : Nil

Disclosure of relationship between Directors inter-se : Nil

BY ORDER OF THE BOARD

BRIJ SHARMA

DATED: 12th August, 2016 (Company Secretary)

Regd. Office:

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

CIN: L17115PB1980PLC004341

E-mail: secnsm@owmnahar.com



DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting the **Thirty Sixth Annual Report** on the affairs of the company for the financial year ended 31st March, 2016.

FINANCIAL PERFORMANCE

Your Company's Financial Performance during the year is summarised below:

(Rs. In crores)		
PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Profit for the year before TAX & DEPRECIATION	180.69	145.40
Less: Depreciation	101.07	130.56
Provision for Taxation	29.75	3.35
Provision for Deferred Tax	(-) 1.50	(-) 8.88
Profit/Loss after tax	51.37	20.37
Adjustment of Income Tax of Earlier years	1.48	0.16
Amount available for appropriation	49.89	20.21
APPROPRIATION		
Proposed Dividend	5.41	3.61
Tax on Distributed profits	1.10	0.73
Transfer to General Reserve	40.00	15.00
Balance at the end	3.38	0.87
	49.89	20.21

OPERATIONAL REVIEW AND STATE OF AFFAIRS

We would like to inform you that company's business activities falls under single segment i.e. "TEXTILE", as such disclosure requirements of Accounting Standard AS 17 issued by the Institute of Chartered Accountants of India, New Delhi, are not applicable.

We are pleased to inform you that inspite of a challenging year for Textile Industry, company has been able to sustain its operational performance. The slackness in Global demand coupled with exchange rate fluctuations severely affected company's topline and it could achieve a revenue of Rs. 2038.25 crores as against Rs. 2149.61 crores showing a marginal decline of 5.18 %. Likewise the Export at Rs. 1277.70 crores has also shown a decline of 8.29% as compared to the previous year. Inspite of fall in revenue, the company has improved its financial performance and earned a profit before tax and depreciation of Rs.180.69 crores as against Rs.145.40 crores showing an impressive increase of 24.27% over the the previous year. After providing depreciation of Rs. 101.07 crores and provision for tax of Rs. 29.75 crores and provision for Deferred Tax of Rs. (-)1.50 crores, the company earned a net profit of Rs.51.37 crores.

TRANSFER TO RESERVE

After appropriations of profit (as per details mentioned

under the head Financial Performance) an amount of Rs. 40.00 crores has been transferred to General Reserve thereby increasing company's Reserves to Rs. 505.58 Crores as on 31st March, 2016. Besides, an amount of Rs. 3.38 Crores is proposed to be retained in surplus account thereby increasing the balance of Surplus account to Rs. 55.33 Crores.

DIVIDEND

Your Directors are pleased to recommend a dividend @ 30% (i.e. Rs. 1.50 per equity shares of Rs.5/- each) on the equity share capital for the financial year ended 31st March, 2016. The total appropriation (excluding dividend distribution tax) for the current year is Rs. 5.41 crores as against Rs. 3.61 crores in the previous year.

The dividend, if approved at the forthcoming Annual General Meeting, will be paid out of the profits of the company to all those shareholders whose names shall appear in the Register of Members on 9th September, 2016 or Register of beneficial Owners, maintained by the Depositories as at the close of 9th September, 2016

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of section 205C of the Companies Act, 1956, the company has transferred an amount of Rs.1478751.00 (Rs. Fourteen Lacs Seventy Eight Thousand Seven Hundred Fifty One Only) being the amount of unclaimed dividend for the year 2007-2008 to the Investor Education and Protection Fund. Further, unpaid dividend for the year 2008-2009 shall be transferred to the Investor Education and Protection Fund pursuant to provisions of the Companies Act in November, 2016. The Company has also sent letter/notice to the shareholders informing them to claim the unclaimed dividend from the Company before transferring the same to the Investor Education and Protection Fund.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the rules made thereunder.

APPOINTMENT OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of section 152(6) of the Companies Act, 2013 and Article 117 of Article of Association of the Company, Sh. Jawahar Lal Oswal, (DIN 00463866) and Sh. Satish Kumar Sharma, (DIN 000402712) will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommend their re-appointment to the members of the company at the ensuing Annual General Meeting.