

**NOTICE**

Notice is hereby given that the **39th Annual General Meeting** of the members of **Nahar Industrial Enterprises Limited** will be held on **Wednesday, the 27th day of September, 2023 at 12.30 p.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2023 and the Reports of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2023 and the Reports of Auditors thereon.
2. To appoint a director in place of Sh. Jawahar Lal Oswal (DIN: 00463866), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve the remuneration of cost auditor for the financial year 2023-24** 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 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), M/s. R.R. & Co., Cost Accountants, Ludhiana (Firm Registration No. 000323) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost accounting records of the Company for Textile and Sugar segments for the financial year ending 31st March, 2024, the company do hereby confirm and ratify the remuneration of Rs. 270000/- (Rupees Two Lacs Seventy Thousands only) plus actual out-of-pocket expenses, as approved by the Audit Committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the

aforesaid resolution."

5. **To appoint Dr. Anchal Kumar Jain (DIN: 09546925) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 and 164 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and Articles of Association of the Company and on the recommendation of Nomination & Remuneration Committee, Dr. Anchal Kumar Jain (DIN: 09546925), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years up to 26th September, 2028."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

6. **To approve the amendment in the object clause of Memorandum and Association of the Company** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:-**

"RESOLVED THAT pursuant to section 4 and 13 and other applicable provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) subject to the necessary approval of the statutory authorities, if any, required in this behalf, the approval of the Company be and is hereby given for effecting the following amendments in clause III of the existing Memorandum of Association, dealing with object clause of the company :-

- (i) Shifting of existing sub-clause no. 62 and 63 of Clause III (B) i.e. "Matters which are necessary for furtherance of the objects" to clause III (A) i.e.



main objects to be pursued by the Company on its Incorporation" and re-numbered as clause 8 and 9 forming part of Clause III (A) as under :-

8. To carry on all or any of the businesses of constructional engineers, architects, builders, contractors, decorators, wood workers and to acquire develop, buy, sell, real estate multistoried or other buildings and group housing schemes.
 9. (a) To purchase, sell, develop, take in exchange or on lease, hire or otherwise acquire, whether for investment or sale or working the same any real or personal estate including lands, mines, building, factories, mills, houses, cottages, shops, warehouses machinery, plant, stock in trade, mineral rights concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in other or for any other consideration.
 - (b) To carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential for business quarters.
 - (c) To establish, develop, maintain, control and manage industrial park, industrial estate, industrial area and information technology park whether itself or in collaboration or in joint venture or with assistance of any other person or persons whether domestic or foreign, and to create necessary infrastructure for setting up of an industrial park, industrial estate, industrial area and information technology park such as development of land, laying of roads, construction of buildings, both industrial and residential, and to create and provide all allied facilities for the industries to be established in the said industrial park, industrial estate, industrial area and information technology park.
- (ii) insertion of new sub-clause numbered as sub clause 9 (d) in clause III (A) of Main Objects ;-

- 9 (d) To carry on the business such as developers, builders, contractors, estate agents, commission agent, to purchase, immovable property, any land, to construct, develop any type of residential flats, houses, apartments, bungalows, colonies, residential townships, commercial buildings, multistoried buildings, shopping center, markets, cinemas, hotels, hospitals, schools, warehouses, logistic park other real estate, infrastructural facilities or any right or interest therein either singly or jointly or in partnership with any person(s) or body corporate or any other person, to buy, develop, sell or let on lease, to divide the land into suitable plots, industrial, residential, institutional and commercial, to realize the money in lump sum, easy installments or otherwise and giving it away or parting away the possession of the same in full or in parts on such terms and conditions as may be considered necessary.

"RESOLVED FURTHER THAT board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Sd/-

Place : Ludhiana

Mukesh Sood

Date : 14th August, 2023

Company Secretary

NOTES:

1. Pursuant to General Circulars 20/2020 dated 05.05.2020; 19/2021 dated 18.12.2021 and 2/2022 dated 05.05.2022, the latest being 10/2022 dated 28.12.2022, read with other circulars issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as MCA Circulars), and in line with the Circulars issued by the Securities and Exchange Board of India (SEBI) from time to time, the Company is convening the AGM through VC/OAVM, without the physical presence of the Members. Pursuant to the



said circulars of MCA and other circulars of SEBI and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the 39th AGM of the Company shall be conducted through VC/ OAVM. Central Depository Services (India) Limited ('CSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 17.

2. 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 forms part of the notice.
3. The information required to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, regarding the Directors who are proposed to be appointed/ re-appointed is given in the Explanatory Statement and forms part of the notice.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company /RTA/Depositories. Members may note that the Notice will also be available on the Company's website at www.ownahar.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of the e-voting agency i.e. Central Depository Services (India) Limited at www.evotingindia.com
6. For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, we urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email.
7. **Mandatory furnishing/ updating of PAN, KYC details and Nomination by holders of physical securities (Equity Shares)**

Sr. No.	Particulars	Details of documents that are to be submitted	
1.	PAN	For registration / updation PAN, Bank Details, Address, Email,	PAN shall be valid only if it is linked to Aadhaar .
2.	Bank Details	Mobile Number or Signatures,	In case it is not provided, the details available in the Client Master List ("CML") will be updated in the Folio.
3.	Mobile Number	please provide the details in the prescribed Form ISR-1, available at http://www.ownahar.com/nahar_ie/kyc_updation.php along with related documents as stated therein, self-attested by the shareholder(s).	
4.	Email-ID		
5.	Address		
6.	Signatures		
7.	Confirmation of signatures	Please provide details in Form ISR-2, available at http://www.ownahar.com/nahar_ie/kyc_updation.php along with self-attested original cancelled cheque with name of the security holder printed on it / Bank passbook/ Bank statement attested by the Bank and Banker's attestation of the signatures.	
8.	Nomination	Please provide duly completed prescribed forms as applicable:- - Form SH-13 – For registration of Nomination; - Form ISR-3 – Declaration for opting out from Nomination; - For cancellation of existing nomination in Forms SH -14 and ISR-3; - For change in existing nomination in Form SH -14 available at http://www.ownahar.com/nahar_ie/kyc_updation.php	

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2023/37 dated March 16, 2023 has mandated for furnishing/updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to note the following and provide the desired information:

Consequences of not adhering to the said norms would lead to freezing of Folios without PAN, KYC details and Nomination, as per the SEBI Circulars:

1. The Registrar & Transfer Agent (RTA) / Company shall not process any service requests or complaints received from the holder(s)/ claimant(s), till PAN, Nomination, Contact details, Bank Account details and Specimen Signatures are registered.
2. The folios wherein any one of the said documents/details are not available **on or after October 1, 2023, shall be frozen by RTA**. The securities in the frozen folios shall be eligible to lodge grievance or avail service request from the RTA and shall be eligible for any payment including dividend etc. only through electronic mode only after furnishing the complete documents/ details, as aforesaid.
3. From April 01, 2024 any payment including dividend in respect of such frozen folios shall be made only through electronic mode. No physical dividend warrants will be issued.
4. **The Frozen folios shall be referred by the RTA/ Listed company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.**



5. The Security holder / claimant may provide the documents / details to the RTA for various service requests by way of 'In person verification' (IPV) or post or electronic mode with e-sign; unless otherwise prescribed in the Companies Act, 2013 or the Rules issued there under or in SEBI Regulations or Circulars issued there under.

The shareholders are requested to forward the duly filled in documents along with the related proofs as mentioned above to the **Company at its Registered Office or Registrar and Transfer Agent** at the below mentioned address at the earliest:

M/s. Alankit Assignments Ltd
(Unit: Nahar Industrial Enterprises Ltd.)
Alankit Height, 1E/13, Jhandewalan
Extension, NEW DELHI-110055
Telephone No : (011) 42541234
E-mail Address : rta@alankit.com

Further, as an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division /Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition.

Therefore, the shareholders are requested to get the shares dematerialised at the earliest.

8. Institutional / Corporate members 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.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from 21st September, 2023 to 27th September, 2023 (both days inclusive) for the purpose of AGM.
10. The documents referred to in the Explanatory Statement are open for inspection at the registered office of the Company on any working day (except Saturday and Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
11. Members are informed to send all documents and communications pertaining to equity shares to M/s. Alankit Assignments Limited, RTA Division, Alankit House, 1E/13, Jhandewalan Extension, New Delhi - 110055, Registrar & Transfer Agent (RTA) for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.
12. **Pursuant to provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (the IEPF Rules), all shares in respect of which dividend has not been claimed by the shareholders of the Company for seven consecutive years, have already been transferred by the Company in the name of INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY, MINISTRY OF CORPORATE AFFAIRS. Members are hereby informed to claim the unclaimed / unpaid dividend relating to 2015-16 and 2016-17 at the earliest by complying with the formalities mentioned at Note No. 7 hereinabove as the same is due to be transferred to the IEPF from November, 2023 onwards.**
13. Members seeking any information with regard to the accounts at the time of the meeting are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to keep the relevant information ready.
14. **DEMATERIALISATION OF SHARES:** SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that with effect from April 1, 2019 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 the dematerialized form with a depository. In light of same shareholders holding equity shares in physical form are requested to convert their physical shares in Dematerialized form to avoid hassle in transfer of shares.
15. **CONSOLIDATION OF MULTIPLE FOLIOS:** Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self attested copy of PAN card and Aadhaar card to the Registrars and Share Transfer Agent (RTA) of the Company /Company at its Registered Office, to enable them to consolidate all such multiple folios into one single folio.
16. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the Remote e-voting



process in a fair and transparent manner.

17. Procedure for remote e-voting, attending the AGM and e-voting during the AGM:

- i) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- ii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in	1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page

Demat mode with CDSL	<p>without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest, user will be able to see the e-Voting Menu. On clicking the voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/ Easiest, option to register is available at https://www.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting service provider.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e- Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select</p>



	<p>"Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Toll free No. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free No. 18001020990 and 1800224430

A. Procedure and instructions for remote e-voting:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of SS-2 issued by ICSI, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 39th Annual General Meeting of the Company.

II. The Annual Report is being sent by E-mail to those members who have registered their E-mail address with the Company/ Depository Participants.

III. The instructions of shareholders for e-voting and joining virtual meetings are as under:

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

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

(i) The voting period begins on 24.09.2023 (09.00 a.m.) and ends on 26.09.2023 (05.00 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 20.09.2023 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 during the voting period.

(iv) Click on "Shareholders" module.

(v) Now Enter your User ID

- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

Or

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at



<https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST eservices, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 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:

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 (SQN) in the PAN Field. If 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA000000001 in the PAN field. The persons entitled to vote on cut-off date may obtain details of sequence number from the company /RTA.
Dividend Bank Details or Date of Birth	<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 instructions (v).

- (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 the 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 230819021** for the relevant **NAHAR INDUSTRIAL ENTERPRISES 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 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.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) Note for Non-individual Shareholders and Custodian:-
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.



- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the Email id i.e. share@owmnahar.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email addresses / mobile numbers are not registered with the company / depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to the Company at the Email ID i.e. share@owmnahar.com or RTA at Email ID i.e. rtat@alankit.com
- ii) For Individual Demat shareholders – Please update your Email ID & Mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- iii) The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

B. Procedure and instructions for attending the AGM through VC / OAVM

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the

CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

- ii) The participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective Network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at Email id i.e. share@owmnahar.com up to 20.09.2023. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting. These queries will be replied to by the company suitably by email.
- iv) Members are requested to not to share the Login details (User Id & Password) with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID and Password for attending AGM through VC/OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned herein.
- v) For convenience of the Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 12.15 p.m. IST. The link for joining the AGM shall be kept open until 1.00 p.m. IST i.e. 30 minutes after the start of AGM.
- vi) Any person who acquires shares of the Company and becomes the member of the Company after



sending of this Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he/she can use his /her existing user id and password.

C. Procedure and instructions for Members for e-voting during the AGM

- i) The procedure to be followed for e-voting on the day of the AGM will be the same as mentioned above for remote e-voting.
 - ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
 - iii) Only those Members, who are present at the AGM through VC /OAVM and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.
 - iv) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending AGM.
 - v) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- IV. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at Toll Free No. 1800225533.
- V. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, A- Wing, 25th Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or contact at Toll free No. 1800225533.
- VI. A copy of this notice has been placed on the website of the Company and the website of CDSL.

D. General Instructions

- i) The voting rights of Members shall be in

proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date (record date) of 20.09.2023.

- ii) The Scrutinizer after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. www.ownahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- iii) The voting result will be announced by the Chairman or any other person authorized by him within two working days of the conclusion of AGM.

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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.R. & Co., Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2024 at such remuneration, as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.3.2024.

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

The Board recommends the passing of Ordinary resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

The Board, based on the recommendation of Nomination & Remuneration Committee, and its meeting held on 14.08.2023 recommended to the shareholders, the



appointment of Dr. Anchal Kumar Jain (DIN: 09546925) as an Independent Director of the Company w.e.f. 27th September, 2023 for a period of 5 (five) years, pursuant to the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Anchal Kumar Jain (DIN: 09546925) is 64 years of age. He has done B.Tech, M.Tech & P.h.D. and having more than 38 years experience in Teaching. He has retired as Professor and Head (Soil and Water Engineering) from Punjab Agricultural University, Ludhiana. He was awarded 'Noble Citizen Award' in 2020. He was awarded 'Team Award' and 'Commendation Medal' from Indian Society of Agricultural Engineers for outstanding Contributions to research in soil and water engineering. Presently, he is serving as Professor at Lovely Professional University, Phagwara (Punjab).

As identified by the Nomination & Remuneration Committee, the role of independent director requires various skills and capabilities i.e. Leadership Skills, Managerial and Entrepreneurial Skills, Understanding of relevant laws, rules, regulations and policies, financial knowledge, policy shaping, corporate governance etc. Dr. Anchal Kumar Jain meets these requirements of skills and capabilities. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director of the Company.

The Company has received from Dr. Anchal Kumar Jain (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Anchal Kumar Jain fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge.

The company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Anchal Kumar Jain (DIN: 09546925) for the office of Independent Director of the Company. Copy of the notice is available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any

working day and is also available on the Company's website i.e. www.ownahar.com.

Dr. Anchal Kumar Jain does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

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

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

Brief resume of Dr. Anchal Kumar Jain, 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 & Disclosure Requirements) Regulations, 2015 are provided at the end of Notice.

Item No. 6

The Company is having surplus land at Ludhiana and other locations. To make use of the best available opportunities, the Company is developing logistic park at Focal Point, Ludhiana and also proposes to develop land situated at Mundian Kalan at Ludhiana in phased manner, for industrial, residential, institutional and commercial purposes for which necessary approvals have obtained. The Company is also planning to develop logistic park at Kolkata in near future.

Therefore it is considered thought fit and appropriate, to make suitable amendments in the clause III of the Memorandum of Association of the Company, to reflect the proposed business activities of the company and proposed to shift object clauses No. 62 and 63 under sub.heading III (B) i.e. "Matters which are necessary for furtherance of the objects" and insert new sub-clause 9 (d) as proposed in the resolution to Cause III (A) i.e. "main objects to be pursued by the Company on its Incorporation" so as to align the same with the requirement of the Companies Act, 2013. The renumbering of Clauses III (A) and III (B) of Memorandum of Association is a consequential act due to shifting of clauses No. 62 and 63 and insertion of new sub-clause. Accordingly Clause 62 and 63 of III (B) shall be inserted as Clause 8 and 9 of object clause III (A) and existing clause no. 64 to 71 be renumbered as 62 to 69 of clause III (B).

The Shareholders of the Company had given their approval on 31.10.2006 under section 149 (2A) of the Companies Act, 1956 for commencement of business as stated in clause 33 & 34 of Clause III (C) of the Object



Clause of the Memorandum of Association of the Company and also approved the alteration of Object Clause of Memorandum of Association of the Company on 30.03.2015. As per the relevant provisions of the Companies Act, 2013, the object clause of a Company is required to state the objects for which the Company is incorporated and any other matter considered necessary in furtherance thereof. The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration/ insertion/amendment in the Memorandum of Association of the Company. The Board recommends the passing of Special Resolution set out at item No. 6 of the Notice for approval of the members.

A copy of the existing Memorandum of Association and

proposed Memorandum of Association would be available for inspection by the members at the registered office of the company during normal business hours on any working day between 2.00 p.m. to 4.00 p.m. excluding Saturday.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned to interested, financially or otherwise, in the proposed resolution set out at Item No. 6 of the Notice.

By Order of the Board of Directors

sd/-

Place : Ludhiana

Date : 14th August, 2023

**Mukesh Sood
Company Secretary**

ANNEXURE TO THE NOTICE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking appointment / re-appointment has been given as hereunder:-

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Jawahar Lal Oswal (DIN: 00463866) Promoter Director Age: 80 years Qualification: Commerce Graduate	60 years of experience in textile Industry	Oswal Woollen Mills Ltd.	CSR Shareholders	Chairman	1000	Relative of Sh. Kamal Oswal, Sh.Dinesh Oswal and Sh. Abhinav Oswal	Liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.10.1991 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 6 (six)
		Monte Carlo Fashions Ltd.	CSR Share Transfer	Chairman				
		Nahar Poly Films Ltd.	---	---				
		Nahar Capital & Financial Services Ltd.	---	---				
		Nahar Industrial Enterprises Ltd.	---	---				
		Nahar Spinning Mills Ltd.	---	---				
		Nagdevi Trading & Investment Co. Ltd.	---	---				
		Sankheshwar Holding Co. Ltd.	---	---				
		Monte Carlo Home Textiles Ltd.	---	---				
		Crownstar Ltd. UK	---	---				
		Abhilash Growth Fund Pvt. Ltd.	CSR	Chairman				
		Palam Motels Ltd.	---	---				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

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Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Dinesh Oswal (DIN: 00607290) Promoter Director Age: 57 years Qualification: Commerce Graduate	37 years of experience in textile Industry	Nahar Spinning Mills Ltd.	Share Transfer CSR	Chairman Chairman	1000	Relative of Sh. Jawahar Lal Oswal and Sh. Kamal Oswal	Liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 15.12.1988 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 6 (six)
		Nahar Poly Films Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Industrial Infrastructure Corp'n. Ltd.	---	---				
		Oswal Woollen Mills Ltd.	---	---				
		Nahar Industrial Enterprises Ltd.	---	---				
		Crownstar Ltd. UK	---	---				
		Abhilash Growth Fund Pvt. Ltd.	---	---				
		Sankheshwar Holding Co. Ltd.	---	---				
Dr. Anchal Kumar Jain (DIN: 09546925) Independent Director Age: 64 years Qualification : B.Tech, M.Tech and Ph.D.	More than 38 years of experience in the field of academics.	Nahar Poly Films Ltd.	Nomination & Remuneration	Member	Nil	Nil	Not liable to retire by rotation. Sitting Fees to be paid for attending Meetings of the Board	
		Nahar Spinning Mills Ltd.	Audit Nomination & Remuneration	Member Member				

By Order of the Board of Directors

sd/-

Place : Ludhiana
Date : 14th August, 2023

Mukesh Sood
Company Secretary