



# NAHAR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: Focal Point, Ludhiana – 141010

CIN: L15143PB1983PLC018321; Website: [www.ownnahar.com](http://www.ownnahar.com)

Email: [share@ownnahar.com](mailto:share@ownnahar.com)

Ph. 0161-2672590, 2672591; Fax No. 0161-2674072

## NOTICE OF POSTAL BALLOT

**Dear Shareholders,**

NOTICE is hereby given pursuant to Section 110 and Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (the "Act") including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions, if any, for seeking approval of the shareholders of Nahar Industrial Enterprises Limited (the "Company") with respect to the resolutions appended herein below by way of a Postal Ballot including voting by electronic means ("e-voting"). An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions, setting out the material facts and reasons thereof, is appended along with this notice and a postal ballot form.

The Board of Director has appointed Sh. P.S. Bathla (CP No. 2585) of M/s. P.S. Bathla & Associates, Company Secretaries, as Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot and E-voting process in a fair and transparent manner. Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the accompanying self addressed business reply envelope (if posted in India) to the Scrutinizer and it should reach the Scrutinizer on or before the close of working hours i.e. **5.00 P.M. on 09.03.2019** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Shareholder. However the envelopes containing Postal Ballot Forms, if sent by courier or registered/ speed post at its own expense shall also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. In compliance with the provisions of Sections 110 and 108 of the Companies Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has also extended e-voting facility as an alternate for its Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The Company has engaged services of Central Depository Services (India) Limited ("CDSL") as its agency for providing e-voting facility to Shareholders of the Company. It may be noted that e-voting is optional. If a Shareholder casts his/her vote through e-voting as well as Postal Ballot Form, the vote cast through e-voting would be considered and votes cast through Postal Ballot Form shall be treated as invalid.

**The e-voting commences on Friday, 8<sup>th</sup> February, 2019 at 09.00 AM and ends on Saturday, 9<sup>th</sup> March, 2019 at 05.00 PM.** The e-voting module shall be disabled by CDSL for voting thereafter. The Scrutinizer will submit his consolidated report to the Chairman, after completion of scrutiny of Postal Ballot Forms (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman or in his absence by any of duly authorized Director(s)/ Company Secretary on or before Friday, 15<sup>th</sup> March 2019 at the Registered Office of the Company and will also be displayed along with the Scrutinizer's report on the website of the Company ([www.ownnahar.com](http://www.ownnahar.com)), besides being communicated to BSE Limited (the "BSE") and National Stock Exchange of India Limited (the "NSE"), where the shares of the Company are listed. The last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting will be taken as the date on which the resolutions would be deemed to have passed, if approved by the requisite majority.

### SPECIAL BUSINESS

**1. To approve alteration and increase of the existing Authorized Share Capital of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for alteration/ reclassification and increase of the existing Authorized Share Capital of the Company from Rs. 65,00,00,000/- (Rupees sixty five crores only) divided into 6,50,00,000 (six crore and fifty lacs only) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 1,50,00,00,000/- (Rupees One Hundred fifty Crores only) divided into 5,00,00,000 (five crore only) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,00,00,000 (one crore only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause :

V. "The Authorized Share Capital of the Company is Rs. 1,50,00,00,000/- (Rupees one hundred fifty crores only) divided into 5,00,00,000 (Five Crores only) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,00,00,000 (One Crore only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each. The Company has power from time to time to increase or to reduce or re-classify its capital and divide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges or conditions and to purchase / buyback any of its shares for cancellation or otherwise in such manner as may be permitted by the Companies Act, 2013 and Rules as applicable thereon, for the time being in force

and regulations of the Company.”

“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 expedient, desirable and necessary to give effect to this resolution.”

2. **To change Article No. 4 of the Articles of Association** and to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14, 61 and 64 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and as may be amended from time to time) Article No. 4 of the Articles of Association of the Company be deleted and substituted by the following new Article :-

4. “The Authorized Share Capital of the Company is Rs. 1,50,00,00,000/- (Rupees one hundred fifty crores only) divided into 5,00,00,000 (Five crores only) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,00,00,000 (One crore only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each. The Company has power from time to time to increase or to reduce or re-classify its capital and divide the shares in the new capital into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and Rules as applicable thereon, for the time being in force and regulations of the Company.”

“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 expedient, desirable and necessary to give effect to this resolution.”

3. **To insert a new clause no. 170A in the Articles of Association** and to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and as may be amended from time to time), a new clause no. 170A be and is hereby inserted in the Articles of Association of the Company as under:

- “170A. Notwithstanding anything contained in the Articles of Association of the Company, the holders of 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS) shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital; shall be non-participating in the surplus funds, assets and profits which may remain after the entire capital has been repaid on winding-up of the Company; shall be paid dividend on a non-cumulative basis; shall carry voting rights as per the provisions of Section 47(2) of the Act; and shall be redeemable at par within 5 years from the date of allotment. Notwithstanding the foregoing, the Company will have the option to redeem the NCNCRPS after expiry of two years from the date of allotment during the tenure of NCNCRPS;”

“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 expedient, desirable and necessary to give effect to this resolution.”

4. **To Issue and Offer Non-Convertible Non-Cumulative Redeemable Preference Shares on a Preferential Basis** and to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the “Board”) the consent of the Company be and is hereby accorded to the Board to offer/ invite, to subscribe, issue and allot up to 1,00,00,000 (one crore) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Company of the face value of Rs. 100/- each (hereinafter called ‘NCNCRPS’), on preferential basis aggregating to Rs. 100 crores, in one or more tranches, for cash at par to Promoters group entities and their associates on such terms and conditions as may be decided by the Board and subject to the followings:

- NCNCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- NCNCRPS shall be non-participating in the surplus funds;
- NCNCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- Holder(s) of NCNCRPS shall be paid dividend on a non-cumulative basis;
- NCNCRPS shall not be convertible into equity shares;
- NCNCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- NCNCRPS shall be redeemable at par within 5 years from the date of allotment. Notwithstanding the foregoing, the Company will have the option to redeem the NCNCRPS after expiry of two years from the date of allotment during the tenure; and
- NCNCRPS shall not be listed with any stock exchange.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion

deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.”

By Order of the Board of Directors

Place : Ludhiana  
Date : 15.01.2019

Sd/-  
**Mukesh Sood**  
Company Secretary

**NOTES:**

1. The Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of Resolutions to be passed through Postal Ballot/ E-voting is annexed hereto along with postal ballot form, for your consideration.
2. The Notice is being sent to all the Shareholders, whose names appear in the Register of Shareholders/List of Beneficial Owners, as on the close of working hours on 18.01.2019, i.e. Cut Off Date, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (“CDSL”) and those Shareholders holding physical shares, whose details are received from the Registrar and Share Transfer Agent. Any person who is not a Shareholder of the Company as on date specified above shall treat the Notice for information purposes only.
3. The dispatch of the Postal Ballot Notice, Explanatory Statement indicating the manner of voting, completion of voting and other matters related to the Postal Ballot Procedure shall be announced through an advertisement in at least 1(one) English newspaper in English language and at least 1(one) Punjabi Newspaper, each having wide circulation in Ludhiana, where the Registered Office of the Company is situated and shall also be placed on the Company’s website i.e. [www.ownnabar.com](http://www.ownnabar.com).
4. Shareholders who have registered their e-mail IDs with Depositories / with the Company/ with Registrar and Share Transfer Agent are being sent this Notice of Postal Ballot by e-mail and the Shareholders who have not registered their e-mail IDs will receive Postal Ballot Notice along with the Postal Ballot Form through permitted mode.
5. In case a Shareholder is desirous of obtaining Postal Ballot Form or a duplicate one, the Shareholder may write to the Company or send an e-mail to [share@ownnabar.com](mailto:share@ownnabar.com). The Company shall forward the same along with self addressed business reply envelope to the Shareholder.
6. Shareholders are requested to carefully read the instructions printed on the attached Postal Ballot form. The form, duly completed and signed, should be returned in the enclosed self-addressed, postage prepaid envelope, directly to the Scrutinizer so as to reach on or before 09.03.2019, [05:00 P.M] (IST). Any response received from the Shareholders after that date shall be treated as if no response is received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.
7. A Shareholder cannot exercise his vote by proxy on postal ballot.
8. In case of any grievance/ clarification in connection with the Postal Ballot including e-voting, Shareholders may contact CDSL by e-mail at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or the Company Secretary at the Email ids at [msood@ownnabar.com](mailto:msood@ownnabar.com) or [share@ownnabar.com](mailto:share@ownnabar.com).
9. The Notice of Postal Ballot is also placed on the website of the Company i.e. [www.ownnabar.com](http://www.ownnabar.com) and website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
10. Voting through electronic means
  - I) In compliance with section 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, 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 Postal Ballot Notice.
  - II) The instructions for shareholders voting electronically are as under:
    - (i) The voting period begins on Friday, 8<sup>th</sup> February, 2019 at 09.00 AM and ends on Saturday, 9<sup>th</sup> March, 2019 at 05.00 PM. 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 18.01.2019 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
    - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
    - (iii) Click on “Shareholders”.
    - (iv) 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.
    - (v) Next enter the Image Verification as displayed and Click on Login.
    - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
    - (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) (given where shareholder's address is printed on envelope) in the PAN field.</li> <li>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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to Login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id/ folio number in the Dividend Bank Details field as mentioned in instructions (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN 190125004 for the relevant NAHAR INDUSTRIAL ENTERPRISES LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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 Window phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Any person, who acquires shares of the Company and become Shareholder of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18.01.2019 may follow the same instructions as mentioned above for e-Voting.
- III) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:  
Sh. Mukesh Sood,  
Company Secretary and Compliance Officer  
Nahar Industrial Enterprises Limited  
Focal Point, Ludhiana-141010,  
Ph. 0161-2672590, 2672591; Fax No. 0161-2674072;  
E-mail Id: [share@owmnahar.com](mailto:share@owmnahar.com)/ [msood@owmnahar.com](mailto:msood@owmnahar.com)



## 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. 1 to 2

The Authorized Share Capital of the Company, at present is, Rs. 65,00,00,000/- (Rupees sixty five crores only) divided into 6,50,00,000 (six crore and fifty lacs only) Equity Shares of Rs. 10 (Rupees Ten) each. The Company requires long term funds for its business. Therefore, it is proposed to increase the Authorized Share Capital of the Company suitably. Your directors are of the opinion that the existing Authorized Share Capital should be altered / re-classified and increased suitably to enable them to issue 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS), as and when required. It is therefore considered desirable to re-classify and increase the present Authorized Share Capital in the manner as specified in Item No. 1 of the Notice.

In order to incorporate the changes in the Authorized Share Capital in the Memorandum of Association of the Company, as specified in Item No. 1 of the Notice, Clause V of the Memorandum of Association of the Company is proposed to be substituted in the manner as specified in Item No. 1 of the Notice.

Since Clause V of the Memorandum of Association of the Company is being altered, it is also necessary to alter the Article No. 4 of the Articles of Association of the Company in the manner as specified in Item No. 2 of the Notice.

The Board, therefore, recommend the passing of these resolutions (Item No. 1 and 2) of the accompanying Notice in the interest of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 1 and 2.

### Item No. 3

The Company proposes to issue 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS). Accordingly, a new clause no. 170A is proposed to be inserted in the Articles of Association of the Company regarding terms and conditions of NCNCRPS.

The Board, therefore, recommend the passing of this resolution (Item No. 3) of the accompanying Notice in the interest of the Company. 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 set out at Item No. 3.

### Item No. 4

The Management of the Company has been exploring various options for raising long-term funds required by the Company for general corporate purposes including but not limited to meet the working capital and capital expenditure requirements of the Company.

As per section 42, 55, 62 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and allotment of securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot up to 1,00,00,000-5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the face value of Rs. 100/- each (NCNCRPS), on Preferential basis aggregating to Rs. 100 crores, in one or more tranches, to promoter group entities and their associates on such terms and conditions and manner as may be decided by the board. The Board in their meeting held on 15.01.2019 recommends resolution to be passed by the shareholders. The Resolution at Item No. 4 of the accompanying Notice has accordingly been placed before the members for its approval as Special Resolution. Given below is a statement of disclosure as required under rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2013 and the terms of issue are as under:

a.	The size of the issue and number of Preference Shares to be issued and nominal value of each share:	Up to 1,00,00,000 (One Crore)-5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 1,00,00,00,000/- (Rupees One Hundred Crore Only)
b.	The nature of such shares i.e. cumulative or non cumulative, participating or non-participating, convertible or non convertible:	Non-Cumulative, Non-Participating, Non-Convertible, Redeemable Preference Shares
c.	The objectives of the issue:	General corporate purposes including but not limited to meet out the working capital requirements and to meet capital expenditure
d.	The manner of issue of shares:	The said Preference Shares are proposed to be issued on preferential basis
e.	The price at which such shares are proposed to be issue:	The said Preference Shares are proposed to be issued at the face value of Rs. 100/- each
f.	The basis/ justification on which the price has been arrived at:	Not Applicable, since the issue is at Par.

g.	The terms of issue, including terms and rate of dividend on each share, etc.:	The proposed Preference Shares shall be issued to promoter group entities and its associates on preferential basis. The Preference Shares shall be non cumulative, non convertible and non participating. The rate of dividend shall be 5.5% p.a. The Preference Shares shall have voting rights as per section 47(2) of the Companies Act, 2013 and are transferrable.
h.	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the shares are convertible, the terms of conversion:	NCNCRPS shall be redeemable at par within 5 years from the date of allotment. Notwithstanding the foregoing, the Company will have the option to redeem the NCNCRPS after expiry of two years from the date of allotment during the tenure as may be mutually agreed.
i.	The manner and mode of redemption:	The proposed Preference Shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.
j.	The expected dilution in equity share capital upon conversion of Preference Shares:	Not applicable since the proposed Preference Shares to be issued are non-convertible.

**Equity shareholding pattern as on 31.12.2018:**

Sr. No.	Name of the shareholder(s)	No. of Shares held	Percentage to Paid-up Capital (%)
1.	Promoters	27385037	68.75
2.	Mutual Funds and UTI	13273	0.03
3.	Financial Institutions/Banks	369	0.00
4.	Insurance Companies	169463	0.43
5.	Foreign Holding (NRIs)	266321	0.67
6.	Private Bodies corporate (others)	557609	1.40
7.	IEPF authority	1300364	3.26
8.	Indian Public	10142705	25.46
<b>TOTAL</b>		<b>39835141</b>	<b>100.00</b>

The Preference Shares are non-convertible, their is no dilution in Equity Share Capital. The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. As on date no Preference Shares are outstanding and due for redemption. There is no default in the redemption of Preference Shares issued by the Company or in payment of dividend due on any Preference Shares issued by the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives may be deemed to be concerned or interested in the resolution at Item No. 4 except to the extent that the said Preference Shares that may be subscribed to by the companies/ firms in which they are interested.

By Order of the Board of Directors

Place : Ludhiana  
Date : 15.01.2019

Sd/-  
**Mukesh Sood**  
Company Secretary



## NAHAR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: Focal Point, Ludhiana-141010

CIN: L15143PB1983PLC018321; Website: [www.ownnahar.com](http://www.ownnahar.com)

Email: [share@ownnahar.com](mailto:share@ownnahar.com)

Ph. 0161-2672590, 2672591; Fax No. 0161-2674072

### POSTAL BALLOT FORM

Sr. No.

1.	Name(s) of the shareholder(s) including Joint holders (in block letters)	
2.	Registered address of the sole / first named shareholder	
3.	Registered Folio Number, DP Id No. / Client Id No.* (*applicable to investors holding shares in demat form)	
4.	Number of Equity Shares held	

1/We hereby exercise my/our vote(s) in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice, issued by the Company, dated 15.01.2019 by sending my/ our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of the Resolution	No. of Shares for which votes cast	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1.	To approve alteration and increase of the existing Authorized Share Capital of the Company			
2.	To change Article No. 4 of the Articles of Association of the Company			
3.	To insert a new clause No. 170A in the Articles of Association of the Company			
4.	To Issue and Offer Non-Convertible Non-Cumulative Redeemable Preference Shares on a Preferential Basis			

Place :

Date :

Signature of the Shareholder

Note: Kindly read the instructions printed overleaf carefully before exercising the vote.

**Instructions:**

1. A Member can opt for only one mode of voting, i.e. either through e-voting or by Postal Ballot Form. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid. The votes should be cast either in favour of or against by putting the (✓) in the column provided for assent or dissent. Postal Ballot forms bearing tick mark in both columns will render the form incorrect and invalid.
2. A member desiring to exercise vote by postal ballot shall complete this postal ballot form and send it duly and properly sealed to the Scrutinizer appointed by the Board of Directors of the Company, Sh. P.S.Bathla of M/s P.S. Bathla & Associates, Practicing Company Secretaries, in the self-addressed business reply envelope provided separately. The self-addressed pre-paid envelope bears the address of the Scrutinizer. However, envelopes containing postal ballot form, if sent by courier or by registered post/ speed post at the address mentioned on the self-addressed business reply envelope at the expense of the member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only. Assent or dissent received in any other form or manner shall be considered as invalid.
3. This postal ballot form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participant(s)). In case of joint holding, this form should be completed and signed by the first named member and in his/ her absence, by the next named member.
4. Duly completed postal ballot form should reach the scrutinizer not later than 05:00 P.M. IST on Saturday, 9<sup>th</sup> March, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such member(s) has not been received.
5. There will be only one postal ballot form for every Folio / DP ID and Client ID no. irrespective of the number of joint member(s). On receipt of the duplicate postal ballot form, the original will be rejected.
6. In case of equity shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified copy of board resolution / authority letter preferably with attested specimen signatures of the duly authorized signatories.
7. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed business reply envelope, as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
8. A Member may request for a duplicate postal ballot form if so required or can download the postal ballot form from the Company's website [www.owmnahar.com](http://www.owmnahar.com) and the duly completed postal ballot form should reach the scrutinizer not later than the last date for voting mentioned above. In case of receipt of more than one postal ballot form from a member, the last received form would be considered and the earlier received form(s) would be considered invalid.
9. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The scrutinizer's decision on the validity of a postal ballot will be final and binding.
10. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (record date) of 18.01.2019
11. Members are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium(s) like pencil).
12. Voting by postal ballot or through e-voting may be exercised by the members or its duly constituted attorney. Exercise of vote by postal ballot through proxy is not permitted.
13. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of returning duly filled-up postal ballot form. E-voting is optional. The detailed procedure for e-voting is enumerated in note no. 10 of the Notice of postal ballot dated 15.01.2019.