



The Nahar Group

# 35<sup>th</sup> ANNUAL REPORT 2022 2023



# Nahar

**POLY FILMS LIMITED**

# BOARD OF DIRECTORS

**Mr. Jawahar Lal Oswal**  
Chairman

**Mr. Dinesh Oswal**  
Director

**Mr. Sambhav Oswal**  
Managing Director

**Mr. Kamal Oswal**  
Director

**Mr. Dinesh Gogna**  
Director

**Mr. Satish Kumar Sharma**  
Executive Director

**Dr. Manisha Gupta**  
Independent Director

**Dr. Anchal Kumar Jain**  
Independent Director

**Dr. Prem Lata Singla**  
Independent Director

**Dr. Rakesh Kumar Jindal**  
Independent Director

**Dr. Rajan Dhir**  
Independent Director

**Dr. Roshan Lal Behl**  
Independent Director

**Mr. Rakesh Kumar Jain**  
Chief Financial Officer

**Ms. Priya**  
Company Secretary

**Registered Office**  
376, Industrial Area-A,  
Ludhiana-141003, Punjab

**Bankers**  
Punjab National Bank  
Bank of Maharashtra

**Auditors**  
M/s YAPL & Co.  
Chartered Accountants  
102, Kismat Complex,  
G.T. Road, Miller Ganj  
Ludhiana-141003

**Works :** Village-Sarakia/Itaya Kalan-NH-12,  
Hoshangabad, Near Mandideep, Distt. Raissen (M.P.)

## 35<sup>TH</sup> ANNUAL GENERAL MEETING

**Day: Monday**  
**Date : 25<sup>th</sup> September, 2023**  
**Time : 11:30 am**  
**Mode : Video Conference (VC) or**  
**Other Audio Visual Means (OAVM)**

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**NOTICE**

Notice is hereby given that the **Thirty-Fifth Annual General Meeting** of the members of **M/s Nahar Poly Films Limited (the company)** will be held on **Monday, the 25th day of September, 2023 at 11:30 A.M.** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

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

- (i) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon.
- (ii) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023, and the Report of the Auditors thereon.

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

To declare a dividend of Rs.1.50/-per Equity Share of Rs.5/- each for the year ended 31st March, 2023.

**ITEM NO: 3 –APPOINTMENT OF MR. JAWAHAR LAL OSWAL (DIN:00463866) AS A NONEXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Jawahar Lal Oswal (DIN: 00463866) in terms of section 152 (6) of the Companies Act 2013, who retires by rotation and being eligible offers himself for re-appointment.

**ITEM NO: 4 – APPOINTMENT OF MR. DINESH OSWAL (DIN: 00607290) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Dinesh Oswal (DIN: 00607290) in terms of section 152 (6) of the Companies Act 2013, who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:****ITEM NO: 5 –RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Cost Auditors M/s. Khushwinder Kumar & Associates (Firm Registration No. 000102), New Delhi appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2023-24 at a remuneration of Rs. 55000/- (Rupees Fifty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred, be and is hereby ratified.”

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

**BY ORDER OF THE BOARD**

**PRIYA**

**(COMPANY SECRETARY)**

**Dated: 9th August, 2023**

**Regd.Office:**

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

**CIN: L17115PB1988PLC008820**

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

**NOTES:**

1. The Ministry of Corporate Affairs (MCA) vide its Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted to conduct the Annual General Meeting through video conferencing (“VC”) or other audio-visual means (“OAVM”) upto September 30, 2023.



In compliance with aforesaid MCA Circulars, the 35th Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 25. The 35th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

2. The venue of the Meeting shall be deemed to be the registered office of the Company.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this Notice.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023, the Notice calling the AGM alongwith Annual Report for the year 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2022-23 has been uploaded on the website of the Company at [www.ownahar.com](http://www.ownahar.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited

at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com). However, hard copy of full annual report will be sent to the shareholder who request for the same.

7. The Register of Members and Share Transfer Register of the Company shall remain closed from 9th September, 2023 to 12th September, 2023 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2023.
8. 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 subject to deduction of tax at source, whose names shall appear in Register of Members as on 8th September, 2023 or Register of Beneficial Owners, maintained by the Depositories at the close of 8th September, 2023.

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961. To enable us to determine the appropriate TDS rate as applicable, members are requested to submit relevant documents, in accordance with the provisions of the IT Act.

9. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration



Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

10. In terms of the provisions of Section 152 of the Companies Act, 2013 Mr. Jawahar Lal Oswal and Mr. Dinesh Oswal, Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
11. The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be appointed/re-appointed, is given hereto and form part of the Notice.
12. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2011-12 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2015-16 is to be transferred to Investor Education and Protection Fund in November, 2023. Shareholders who have not encashed their dividend warrants relating to said period are requested to claim the amount from the Company at the earliest.
13. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend was remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [http://www.ownahar.com/nahar\\_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php](http://www.ownahar.com/nahar_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php). The said details have also been uploaded on the website of the

IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

14. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://www.iepf.gov.in/IEPF/refund.html> or contact the Company for lodging claim for refund of shares and / or dividend from the IEPF Authority.
15. As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form.  
  
In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent: M/s. Alankit Assignments Limited for assistance in this regard.
16. SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company provides the facility of paying dividend through Electronics Clearing System (ECS). The members desirous of availing the facility of electronic credit of dividend are requested to ensure that their correct bank details alongwith 9 digit MICR code of their Bank is updated in the records of the Depository Participant (DP). Members, who hold the shares in physical form, should contact the Registrar & Transfer Agent or the Company in this regard. In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.
17. To avail the facility of nomination, Members are requested to send us duly filled and





signed Nomination Form (Form No. SH-13) to the Company's RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. **SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (the "SEBI Circulars") 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 in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/ SH-14 otherwise RTA shall be constrained to freeze such Folio(s) effective from October 01, 2023.**

In compliance thereof, the Company has already sent the communication alongwith prescribed forms to all the physical shareholders at their registered address. Members are requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at at 376, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of

the Company at [http://www.owmnahar.com/nahar\\_polyfilm/kyc\\_updation.php](http://www.owmnahar.com/nahar_polyfilm/kyc_updation.php).

21. 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, Members are requested to kindly get their shares dematerialised at the earliest.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM. All other documents referred to in the Notice will be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. 25th September, 2023. Members seeking to inspect such documents can send an email to [secnel@owmanahar.com](mailto:secnel@owmanahar.com).
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes



by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

**24. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:**

1. 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), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secnel@owmanahar.com](mailto:secnel@owmanahar.com) or [rta@alankit.com](mailto:rta@alankit.com).
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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.

**25. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM 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 22nd September, 2023 (9:00 a.m.) and ends on 24th September, 2023 (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 18th September, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have voted through remote e-voting will be eligible to attend the AGM but

they will not be entitled to vote at the AGM.

- (iii) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider i.e. CDSL/NSDL/KARVY/LINKINTIME, 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 <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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 also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<p>1. '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</p>

	<p>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 &amp; voting during the meeting</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site 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 &amp; voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>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 &amp; 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.: 1800 1020 990 and 1800 22 44 30

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

- (v) Login method of e-Voting and joining virtual AGM for **Physical Shareholders & shareholders other than individual shareholders holding in demat form.**
  - a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - b. Click on "Shareholders" module.
  - c. Now Enter your User ID
    - i. For CDSL: 16 digits beneficiary ID,
    - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - d. Next enter the Image Verification as displayed and Click on Login.
  - e. 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.
  - f. If you are a first time user follow the steps given below:

	<b>For Physical Shareholders and other than individual shareholders holding shares in demat</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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 also to be 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. **Click on the EVSN 230822004 for relevant < NAHAR POLY FILMS> on which you choose to vote.**
- k. 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.



- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. 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.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. 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.
- q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (vi) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
  - 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 in the “Corporates” module.
  - 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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 mandatory 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 at [bathla7@gmail.com](mailto:bathla7@gmail.com) and to the Company at [secnel@owmanahar.com](mailto:secnel@owmanahar.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) 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. 18th September, 2023 may follow the same instructions as mentioned above for e-Voting.
- (viii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on toll free no. 1800 22 55 33.
- (ix) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

**Ms. Priya**

Company Secretary and Compliance Officer  
376, Industrial Area-A, Ludhiana – 141003  
Phone: 0161-5066265  
E-mail: [gredressalnpl@owmnahar.com](mailto:gredressalnpl@owmnahar.com)

**26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions 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) 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) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that 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.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secnel@owmanahar.com](mailto:secnel@owmanahar.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secnel@owmanahar.com](mailto:secnel@owmanahar.com). These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Other instructions:**

- 27. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.
- 28. The Company has appointed Mr. P.S. Bathla, Practising Company Secretary (Membership No. FCS 4391), to act as the Scrutinizer to the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting, in a fair and transparent manner.
- 29. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM.
- 30. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.owmanahar.com](http://www.owmanahar.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- 31. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be



passed on the date of the 35th Annual General Meeting i.e. 25th September, 2023.

32. A person who is not a Member as on the cut off date i.e. 18th September, 2023 should treat this Notice for information purposes only.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The explanatory statement sets out all material facts relating to the Special Business mentioned under Item No. 5 of the accompanying Notice.

#### ITEM NO: 5

As per the provisions of Companies (Cost Records and Audit) Rules, 2014, as amended Company's activities fall within the purview of Cost Audit requirement. Accordingly, the Board at its meeting held on 30th May, 2023 on the recommendation of Audit Committee, approved the appointment of M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) at a remuneration of Rs.55000/- (Rupees Fifty Five Thousand Only) plus applicable taxes and Reimbursement of out of pocket expenses incurred for conducting the Cost Audit of the Cost records of the Company for the financial year 2023-24.

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 at the Item No. 5 of the Notice for ratification of remuneration payable to M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for financial year 2023-24.

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 of Directors recommends the Ordinary Resolution set out at Item No. 5 for approval of the members.

### INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING RE-APPOINTMENT.

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

<b>1. Name</b>	<b>Mr. Jawahar Lal Oswal</b>
<b>Age</b>	79 Years
<b>Qualification</b>	Graduate
<b>Expertise</b>	Having Business experience of more than 59 years in the industry.

### Listed Companies (other than Nahar Poly Films Limited) in which Mr. Jawahar Lal Oswal holds Directorship as on 31st March 2023

S.No	Name	Status
1.	Nahar Industrial Enterprises Limited	Director
2.	Nahar Spinning Mills Limited	Director
3.	Nahar Capital & Financial Services Limited	Director
4.	Monte Carlo Fashions Limited	Managing Director

### Chairmanship of Board Committees:

S.No	Name of the Company	Name of the Committee
1.	Monte Carlo Fashions Limited	Corporate Social Responsibility Share Transfer Committee

### Membership of Board Committees:

S.No	Name of the Company	Name of the Committee
1.	Monte Carlo Fashions Limited	Corporate Social Responsibility Share Transfer Committee

### Listed entities from which person resigned in past Three years: NIL

Shareholding: 21214 Equity Shares of Rs. 5/- each



**Disclosure of relationship between Directors inter-se:** Mr. Jawahar Lal Oswal is the father of Mr. Kamal Oswal and Mr. Dinesh Oswal and Grandfather of Mr. Sambhav Oswal.

<b>2. Name</b>	<b>Mr. Dinesh Oswal</b>
<b>Age</b>	58 Years
<b>Qualification</b>	Graduate
<b>Expertise</b>	Having Business experience of more than 38 years in the industry.

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Dinesh Oswal holds Directorship as on 31st March 2023**

S.No	Name	Status
1.	Nahar Industrial Enterprises Limited	Director
2.	Nahar Spinning Mills Limited	Director
3.	Nahar Capital & Financial Services Limited	Director
4.	Monte Carlo Fashions Limited	Managing Director

**Chairmanship of Board Committees:**

S.No	Name of the Company	Name of the Committee
1.	Nahar Spinning Mills Limited	Risk Management Committee Corporate Social Responsibility Share Transfer Committee
2.	Nahar Capital And Financial Services Limited	Share Transfer Committee CSR Committee

**Membership of Board Committees:**

S.No	Name of the Company	Name of the Committee
1.	Nahar Spinning Mills Limited	Risk Management Committee Corporate Social Responsibility Share Transfer Committee
2.	Nahar Capital And Financial Services Limited	Share Transfer Committee CSR Committee

**Listed entities from which person resigned in past Three years: NIL**

**Shareholding:** 105273 Equity Shares of Rs. 5/- each

**Disclosure of relationship between Directors inter-se:** Mr. Dinesh Oswal is the son of Mr. Jawahar Lal Oswal and brother of Mr. Kamal Oswal. He is the father of Mr. Sambhav Oswal.

**BY ORDER OF THE BOARD**

**PRIYA  
(COMPANY SECRETARY)**

**Dated: 9th August, 2023**

**Regd.Office:**

**376, Industrial Area-A,**

**Ludhiana -141003(India)**

**CIN: L17115PB1988PLC008820**

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







## DIRECTOR'S REPORT

**Dear Members,**

Your Directors have pleasure in presenting the **Thirty Fifth Annual Report** on the business and operations of the Company together with Audited Financial Statements for the year ended 31st March 2023.

## FINANCIAL PERFORMANCE

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

(Rs. In Crores)

Particulars	Standalone		Consolidated	
	Current Year	Previous Year	Current Year	Previous Year
<b>Total Income</b>	<b>729.04</b>	495.33	728.05	<b>493.35</b>
Less: Total Expenses	686.13	378.99	686.13	378.99
<b>Profit Before Tax</b>	<b>42.91</b>	<b>116.34</b>	<b>41.92</b>	<b>114.36</b>
Less: Tax Expenses including (deferred Tax)	10.97	28.66	10.97	28.66
<b>Net Profit from continuing operations</b>	<b>31.94</b>	<b>87.68</b>	<b>*43.20</b>	<b>*97.71</b>
Add: Other comprehensive Income/(Loss)	(178.01)	266.86	(170.51)	293.64
<b>Profit/(Loss) for the period</b>	<b>(146.07)</b>	<b>354.54</b>	<b>127.31</b>	<b>391.35</b>

*\*Consolidated profit for the year includes Share of profit from Associates under equity method for the amount of Rs. 12.25 Crores in Current Year and Rs. 12.01 Crores in the Previous Year.*

## INDIAN ACCOUNTING STANDARD

The Company has adopted Indian Accounting Standards (Ind AS) and the financial statements have been prepared as per the Indian Companies Accounting Standard Rules, 2015 as amended, as prescribed under section 133 of the Companies Act, 2013 read with relevant Rules issued thereunder and the other Accounting Principles generally accepted in India.

## OPERATIONAL REVIEW AND STATE OF AFFAIRS

We would like to inform you that Company operates in single segment i.e. Biaxially Oriented Poly Propylene Films (BOPP films), as such the disclosure requirements as per Indian Accounting Standard (IndAS 108) issued by the Institute of Chartered Accountants of India, New Delhi are not applicable to the Company.

We would like to apprise you regarding the financial performance of the company for the Financial Year ended 31st March 2023 on Standalone as well as consolidated basis which is as under:

### (A) Standalone-Financial Performance:-

We are pleased to inform that during the year under review on standalone basis Company achieved a Total income of Rs. 729.04 Crores as against Rs. 495.33 Crores showing an impressive increase of 47.18% over the previous year. However, the company's profitability was affected due to lower realization and company could earn a profit before tax of Rs. 42.91 Crores as against 116.34 crores showing a decline of 63.11% as compare to previous year. After providing tax of (including deferred tax) of Rs. 10.97 Crores, Company earned Net Profit of Rs. 31.94 Crores as against Rs. 87.68 Crores in the previous year.

### (B) Consolidated - Financial Performance/ Financial Statements

The Company has One Associate Company viz. M/s Nahar Capital and Financial Services Limited as defined under the Companies Act, 2013. Pursuant to the requirements of Section 129(3) of the Companies Act, 2013, the Company has consolidated the financial statements in respect of above said Associate Company for the financial year ended 31st March, 2023. The report on the performance and financial position of the Associate Company as per the Companies Act, 2013 in the Form AOC-1 is annexed to the Financial Statements for the year ended 31st March, 2023 as an Annexure.

On consolidated basis, Company earned a Total Income of Rs. 728.05 Crores as against Rs. 493.35 Crores showing an impressive increase of 47.57% over the previous year. The consolidated profit before tax is Rs. 41.92 Crores as against 114.36 Crores in previous year. The company could earn a net profit (including Share of Profit from Associates) of Rs. 43.20 Crores as against Rs. 97.71 Crores in the previous year.

## TRANSFER TO RESERVE

The Company has transferred an amount of Rs. 2000 lakhs to the General Reserve during the year under review and thus Company's General Reserve stand increased to Rs. 24160.18 lakhs as on 31st



March, 2023.

**DIVIDEND AND DIVIDEND DISTRIBUTION POLICY**

The Board after having regard to the performance for the year ended 31st March, 2023 has recommended a dividend of Rs. 1.50/- per equity share of Rs 5/- each (i.e. @30%) out of the profits of the Company. The proposal is subject to the approval of the Shareholders at the ensuing Annual General Meeting scheduled to be held on 25th September, 2023. The dividend, if approved at the ensuing Annual General Meeting, will be paid out of profits of the Company to all those shareholders whose names shall appear in the Register of Members on 8th September, 2023 or Register of Beneficial Owners, maintained by the Depositories as at the close of 8th September, 2023. Further, as per the Finance Act, 2020 dividend income is taxable in the hands of members w.e.f. April 1, 2020 and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961.

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021, top 1000 listed companies determined on the basis of Market Capitalization as at the end of the immediate financial year are required to formulate a dividend distribution policy. The Board of Directors in their meeting held on 31 May, 2021 has already approved and adopted dividend distribution policy to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The policy is available on the website of the Company at [http://www.ownnahar.com/nahar\\_polyfilm/pdf/NPF-dividend\\_distribution\\_policy.pdf](http://www.ownnahar.com/nahar_polyfilm/pdf/NPF-dividend_distribution_policy.pdf)

**INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all dividends which remain unpaid / unclaimed for the period of seven consecutive years is required to be transferred by the Company to the Investor Education and Protection Fund (IEPF), established by Central Government of India. Further, unpaid / unclaimed dividend for the year 2015-16 will have to be transferred to Investor Education Protection Fund in November 2023. The Company has already 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.

Further, as per the provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the shares on which dividend has been unpaid / unclaimed by the Shareholders for seven consecutive years or more are required to be transferred to the Demat account of the IEPF Authority. Accordingly, in compliance of the provisions of the Act, the Company had transferred shares upto the year 2011-12 for which dividends were unpaid/ unclaimed for seven consecutive years. The details of the Shareholders whose shares have been transferred to the Demat account of IEPF Authority are also available on Company's website [http://ownnahar.com/nahar\\_polyfilm/Transfer-of-Equity-Sharesto-IEPF.php](http://ownnahar.com/nahar_polyfilm/Transfer-of-Equity-Sharesto-IEPF.php) and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

The Shareholders whose dividend / shares have been transferred to IEPF can reclaim their subjected dividend / shares by making an application to the IEPF Authority in web-form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. The concerned members/investors are advised to visit the web link: <http://iepf.gov.in/IEPF/refund.html> for refund of shares and / or dividend from the IEPF authority.

**DECLARATION BY INDEPENDENT DIRECTORS**

Pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligation and Disclosure Requirements). The Company has received declarations from all the Independent Directors confirming that:

- a) they meet the criteria of independence prescribed under the Section 149(6) of the Companies Act, 2013 and the Regulation 16 SEBI (Listing Obligation and Disclosure Requirements), as amended from time to time; and
- b) they have registered their names in the Independent Directors' Databank.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL****(A) Retirement of Directors**

Pursuant to provisions of section 152(6) of the Companies Act, 2013 and Article 117 of Article



of Association of the Company, Mr. Jawahar Lal Oswal (DIN: 00463866) and Mr. Dinesh Oswal (DIN: 00607290), will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. The Board recommends their re-appointment to the members of the Company at the ensuing Annual General Meeting.

**(B) Cessations /Appointments of Independent Directors/Reappointments**

During the year under review, Dr. Vijay Asdhir (DIN: 06671174) Independent Director resigned from the Company and his resignation was accepted by the Board of Directors in their meeting held on 23rd July, 2022. The Board places on record its appreciation for valuable services rendered by him. Dr. S.K. Singla DIN: 00403423), Dr. Yash Paul Sachdeva, (DIN: 02012337) and Dr. A.S. Sohi (DIN: 03575022) were relieved from office of Independent Directors on expiry of their Second term of appointment on the close of 25th September, 2022. Further, Dr. Anchal Kumar Jain (DIN: 09546925) was appointed as Independent Director of the Company w.e.f. 25th May, 2022 to hold office for five consecutive years for a term i.e. upto 24th May, 2027 and Dr. Rakesh Kumar Jindal (DIN: 03602606), Dr. Roshan Lal Behl (DIN: 06443747), Dr. Rajan Dhir (DIN: 09632451) and Dr. Prem Lata Singla (DIN: 09674172) were also appointed as Independent Directors of the Company w.e.f. 24th August, 2022 to hold office for five consecutive years for a term i.e. upto August 23, 2027.

Further, Dr. Manisha Gupta (DIN: 06910242) was re-appointed as Independent Directors of the Company w.e.f. 24th August, 2022 to hold office for five consecutive years for a term i.e. upto August 23, 2027.

**(C) Key Managerial Personnel**

During the year under Review, Mr Sambhav Oswal was designated as Managing Director of the Company vide shareholders Resolution dated 24th August, 2022.

Further, Ms. Disha Jindal resigned from the post of Company Secretary & Compliance Officer of the Company and her resignation was accepted by the Board of Directors in their meeting held on 10th November, 2022.

The Board places on record its appreciation for valuable services rendered by her. Further, Ms. Priya having membership no. A67573 of The Institute of Company Secretaries of India was appointed as Company Secretary & Compliance Officer of the Company effective from 10th November, 2022.

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Sambhav Oswal (Managing Director), Mr. Satish Kumar Sharma (Executive Director), Mr. Rakesh Kumar Jain (Chief Financial Officer) and Ms. Priya (Company Secretary) are Key Managerial Personnel (hereinafter referred as KMP) of the Company for the Financial Year 2022-23.

**BOARD EVALUATION**

The provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandate that a Formal Annual Performance Evaluation is to be made by Board of its own performance and that of its Committee and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated.

The Board carried out a formal Annual performance evaluation of its own performance and that of its committees and individual Directors as per the criteria laid down by the Nomination and Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to evaluate the performance of individual directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behaviour, leadership qualities, level of engagement and contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The outcome of the Board Evaluation for the Financial Year 2022-23 was discussed by the Nomination and Remuneration Committee at the meeting held on 30th May, 2023 and the Board at their meetings held on 30th May, 2023. The Board was satisfied with the



evaluation process and the approved the evaluation results thereof.

### **CORPORATE POLICIES**

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per the said regulations, the listed companies are required to formulate certain policies. As good corporate the company has already formulated several corporate governance policies and the same are available on the Company's website i.e. [www.ownnahar.com](http://www.ownnahar.com). The said policies are reviewed periodically by the board to make them in compliance with the new Regulations/ requirements.

The Company has adopted certain policies, the details of which are given hereunder:

<b>Name of the Policy</b>	<b>Brief Description</b>
<b>Appointment &amp; Remuneration Policy</b>	Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015, the Board of Directors in their meeting held on 3rd February, 2015 approved the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and other employees as recommended by Nomination and Remuneration Committee. The Policy formulates the principle and criteria for determining qualification, competences, positive attributes, integrity and independence etc. for Directors, Senior Management Personnel including its Key Managerial Personnel (KMP) and employees of the Company. The Policy also laid down the criteria for determining the remuneration of directors, key manager personnel and other employees.
<b>Corporate Social Responsibility Policy</b>	Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Rules, 2014, as amended, the CSR Committee formulated the CSR Policy which was adopted by the Board. The CSR policy outlines the various programmes/ projects/Activities to be undertaken by the Company as laid down in schedule VII of the Companies Act, 2013 relating to promoting education, healthcare, environment, hunger, poverty etc.
<b>Vigil Mechanism / Whistle Blower Policy</b>	Pursuant to the provisions of Section 177 of the Companies Act, 2013 company has formulated and adopted Vigil Mechanism/ whistle Blower policy

	for its directors and employees. The aim of the policy is to provide a channel to the directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct.
<b>Policy for determining the Material Related Party Transactions and dealing with the related party transactions</b>	Pursuant to the requirements of regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Board has approved a policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions. The policy regulates the transactions between the company and its group companies and related parties. The Policy has been uploaded on the Company's website and can be accessed at <a href="http://ownnahar.com/nahar_polyfilm/pdf/RPT-NAHAR-POLY.pdf">http://ownnahar.com/nahar_polyfilm/pdf/RPT-NAHAR-POLY.pdf</a>
<b>Risk Management Policy</b>	As per the provisions of Regulation 21 of Management SEBI (Listing Obligation Disclosure Policy Requirements) (Second Amendment) Regulations, 2015, the Company falls under the top 1000 list of listed entities determined on the basis of market capitalization as at the end of immediate financial year. Accordingly, in compliance of the said LODR Regulations, company has constituted a Risk Management Committee to frame, implement and monitor the Risk Management plans for the company in their meeting held on May 25, 2022.
<b>Insider Trading Policy</b>	To provide the framework for dealing in the Securities of the company by the Insiders, the Board has approved and adopted the following Codes in its Meeting held on 30th May, 2016 under SEBI (Prohibition of Insider Trading) Regulations, 2015: i. Code of practices and procedures for fair disclosure of unpublished price sensitive information. ii. Code of conduct to regulate, monitor and report trading by insiders. The Code helps to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed





<b>Policy for Preservation of Documents</b>	The Board of directors has approved and adopted the policy for Preservation of documents. The Policy segregates the documents to be preserved permanently and documents to be preserved at least for a period of eight years as per the requirements of applicable laws.
<b>Archival Policy</b>	Pursuant to the requirements of Regulations 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board has approved and adopted the Archival Policy in its Meeting on 10th February 2016. The Policy ensures protection, maintenance and of Company's disclosures, documents and records that are placed on Company's website i.e. <a href="http://www.ownnahar.com">www.ownnahar.com</a> .
<b>Board Diversity Policy</b>	The Board of Directors in their Meeting held on 3rd February, 2015 has approved and adopted the Board Diversity Policy as per the recommendations of the Nomination and Remuneration Committee. The policy envisages of diversification of Company's Board in respect of age, knowledge, experience and expertise.
<b>Code of Fair Disclosures</b>	Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors in their held on 11th February, 2019 has approved and adopted the amended Code of Practices and Procedure for Fair Disclosures of Unpublished Price Sensitive Information including the Policy for Legitimate purposes.
<b>Code of Conduct to regulate, monitor and report trading by Designated Persons and its immediate relatives</b>	Pursuant to Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors in their held on 11th February, 2019 has approved and adopted the Code of Conduct to regulate, monitor and report trading by Designated Persons and its immediate relatives of designated persons.
<b>Dividend Distribution Policy</b>	The Board of Directors in their Meeting held on 31st May, 2021 has approved and adopted the Dividend Distribution Policy, as per Regulation 43A of the Listing Regulations as amended vide SEBI (Listing Obligations and Disclosure Requirements (Second Amendment) Regulations, 2021. The policy facilitates payment of dividend to the shareholders and set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend

	to its shareholders and/or retaining profits earned by the Company. As per the Market Capitalization, the Company has occupied the position in Top 1000 Companies which makes the Company compulsory to have Dividend Distribution Policy which is already adopted by the Company in the Board Meeting held on 31st May, 2021. The policy has been uploaded on Company's website and can be accessed at <a href="http://www.ownnahar.com/nahar_polyfilm/pdf/NPFdividend_distribution_policy.pdf">http://www.ownnahar.com/nahar_polyfilm/pdf/NPFdividend_distribution_policy.pdf</a>
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### APPOINTMENT AND REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for Appointment and Remuneration of Directors, Senior Management and other employees as provided under section 178(3) of the Companies Act, 2013. The Objective of the Policy is to have an appropriate mix of Executive, Non-Executive and Independent Directors meet independence of Directors. The present strength of the Board as on the date is 12 (twelve) Directors. Mr. Jawahar Lal Oswal is Non-Executive Chairman. He is also one of the promoters of the Company. Mr. Sambhav Oswal is Managing Director and Mr. Satish Kumar Sharma is Executive Director of the Company. There are Four Non-Executive Directors and Six Independent Directors out of which Dr. Manisha Gupta and Dr. Prem Lata Singla are Independent Woman Directors of the Company.

The Company's Policy of appointment and Remuneration includes criteria for determining Qualification, Positive Attributes, Independence of Directors and Other matters, as required under sub section 3 of Section 178 of the Companies Act, 2013. The Policy also laid down the criteria for determining the remuneration of directors, key managerial personnel and other employees. The Appointment and Remuneration policy of the Company is available on the Company's website and can be accessed at [http://www.ownnahar.com/nahar\\_polyfilm/pdf/NPFLAPPOINTMENTANDREMUNERATIONPOLICY.pdf](http://www.ownnahar.com/nahar_polyfilm/pdf/NPFLAPPOINTMENTANDREMUNERATIONPOLICY.pdf). There has been no change in the Policy since the last financial year. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

### SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors held





their meeting on November 9, 2022, without the attendance of Non Independent Directors and members of the management. All Independent Directors were present at the meeting and at the meeting, they:

- i. Reviewed the performance of non-Independent directors and the Board as a Whole;
- ii. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non- Executive Directors;
- iii. Assessed the quality and timeliness of the flow of information between the Company's management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

#### **FAMILIARISATION PROGRAMS FOR BOARD MEMBERS**

The company at the time of appointing a Director, issues a formal letter of appointment which inter alia, explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. All Independent Directors are provided with all policies/guidelines as framed by the Company under various statutes and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to familiarize with Company's procedure and practices. Further, to update them on the regular basis, the Company provides copies of all amendments in Corporate Laws, Corporate Governance Rules and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. They were also informed regarding the recent amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI various regulations and recent amendments in the Companies Act, 2013. The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be assessed at [http://www.ownahar.com/nahar\\_polyfilm/pdf/familiarization\\_program.pdf](http://www.ownahar.com/nahar_polyfilm/pdf/familiarization_program.pdf).

#### **NUMBER OF BOARD MEETINGS**

During the year under review, the Board of Directors met Four times i.e. 25th May, 2022, 23rd July, 2022, 10th November, 2022 and 4th February, 2023 with a predefined agenda circulated well in advance. The intervening gap between the Meetings was as per the period prescribed under the Companies

Act, 2013.

#### **RELATED PARTY TRANSACTIONS**

Your Company is engaged in the Manufacturing of Bi-Axially Oriented Polypropylene Films (BOPP) for which, sometimes the Company purchases Export Entitlement Licenses i.e. DEPB, RODTEP Licenses from group company(s) which are in the ordinary course of business at Arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict of interest with the Company at large or which warrants the approval of the shareholders. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with the Rule 8 of the Companies (Accounts) Rules, 2014. However, the transactions entered into with the Group Companies during the year under review, has been given as Notes to the financial statements in accordance with the Accounting Standards.

The Company has not entered into any contract or arrangement with the related parties as referred in Section 188(1) of the Companies Act, 2013. Thus, the requirement for disclosure of particulars of contracts or arrangement with related parties referred to in Section 188(1) is not applicable. However, as per Company's policy, all the Group Companies transactions regarding sales/purchase etc. are placed before the Audit Committee as well as the Board, for their information and approval.

#### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There are no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this report.

#### **SHARE CAPITAL**

The Paid up equity share capital of the Company as



on 31st March, 2023 is Rs. 1229.40 Lakhs. During the year under review, the Company has neither issued shares with differential voting rights as to dividend, voting or otherwise nor granted stock options or sweat equity under any scheme.

### **SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### **PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 form part of the Notes to the Financial Statements provided in the Annual Report.

### **CORPORATE SOCIAL RESPONSIBILITY**

As reported in our earlier reports, Company adopted CSR Policy and decided to undertake CSR activity in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The detail of the CSR policy is available on the company's website i.e. [www.ownmohar.com](http://www.ownmohar.com).

During the year under review, to meet its obligation of CSR under Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company was required to spend an amount of Rs. 148.34 Lakhs (being the 2% of the average net profits made during the three immediate preceding financial years on CSR activities. Further, the company has contributed an amount of Rs. 300 Lakhs to Oswal Foundation, a registered society with vide Registration No. CSR0000145 for undertaking CSR activities. The Foundation has undertaken Health Care Project. The company's total CSR Obligation for the year 2022-23 is Rs. 148.34 Lakhs only and thus the excess amount of Rs. 151.66 Lakhs will be set off against company's next year's CSR obligation. The disclosure in respect of the existing CSR Activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and Companies

(Corporate Social Responsibility) Rules, 2014, is annexed hereto as "Annexure I" and forms part of this Report.

<b>Committee</b>	<b>Compositions</b>
Audit Committee	1. Dr. Roshan Lal Behl -Chairman 2. Mr. Dinesh Gogna -Member 3. Dr. Manisha Gupta -Member 4. Ms. Priya is the Secretary of the committee
Nomination and Remuneration Committee	1. Dr. Prem Lata Singla - Chairman 2. Dr. Manisha Gupta - Member 3. Dr. Rajan Dhir - Member
Stakeholder Relationship Committee	1. Dr Manisha Gupta -Chairman 2. Dr. Prem Lata Singla -- Member 3.Mr. Dinesh Gogna- Member
Corporate Social Responsible Committee	1.Mr. Dinesh Oswal- Chairman 2.Mr. Dinesh Gogna-Member 3. Dr. Prem Lata Singla -Member

### **AUDIT COMMITTEE**

As required under Section 177 of the Companies Act, 2013, Company has already constituted an Audit Committee consisting of three Non-executive Directors under the Chairmanship of Dr. Roshan Lal Behl, Mr. Dinesh Gogna and Dr. Manisha Gupta as members as on 31st March, 2023. During the year under review, Dr. Roshan Lal Behl and Dr Manisha Gupta, Independent Directors, were appointed as a Chairman /Member of the Audit Committee with effect from 24th August, 2022. Further, Dr. S.K. Singla and Dr. Yash Paul Sachdeva ceased to be the Member of the Committee Due to the expiry of their term on the close of 25th September, 2022. The members of the Audit Committee placed on record their appreciation towards valuable services rendered by Dr. S.K. Singla and Dr. Yash Paul Sachdeva during their tenure as a Chairman/ Member of the Audit Committee. Ms. Disha Jindal was the secretary of the committee, who resigned from the company on 31st August, 2022. Ms. Priya who was appointed as Company Secretary of the company w.e.f. 10th November, 2022 is also the Secretary of the committee w.e.f. 10th November, 2022. The Committee held four meetings during the year under review. During the year under review, the Board has accepted all the recommendations of the Audit Committee.

### **VIGIL MECHANISM**

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2013, the Company established a Vigil Mechanism process



as an extension of Company's Code of Conduct whereby any employee, directors, customers, vendors etc., can report the genuine concerns or grievances to the members of the Committee about unethical behaviour, actual or suspected, fraud or violation of Company's Code of Conduct so that appropriate action can be taken to safeguard the interest of the Company. The Mechanism also provides for adequate safeguards against victimization of persons who uses such mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy/Vigil Mechanism is also posted on Company's Website. The Company has a dedicated e-mail address i.e. [whistleblowernpfl@owmnahar.com](mailto:whistleblowernpfl@owmnahar.com) for reporting the genuine concerns.

The Audit Committee regularly reviews the working of the Mechanism. No complaint was received during the year under review.

#### **SUBSIDIARIES, JOINT VENTURE OR ASSOCIATES COMPANY**

The Company does not have any Subsidiary or joint venture company. The Company has only one associate company i.e. M/s Nahar Capital and Financial Services Limited. No Company has become or ceased to be the Associate Company of the Company during the year under the review.

#### **CREDIT RATING**

We are pleased to inform you that M/s CARE Ratings has intimated the Company's credit rating outlook through credit rating report in the month of 26th December, 2022 which is as under:

<b>Facilities/Instruments</b>	<b>Rating1</b>	<b>Rating Action</b>
Long Term Bank Facilities	CARE A; STABLE (Single A; Outlook: Positive)	Revised; Outlook revised from Single A Minus to Positive
Short Term Bank Facilities	CARE A1 (A One)	Revised from CARE A2+

#### **GREEN INITIATIVE**

The Ministry of Corporate Affairs(MCA) vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 has taken a "Green Initiative in the Corporate Governance" by

allowing paperless compliances by the Companies. Your Company has decided to join the MCA in its environmental friendly initiative.

Accordingly, henceforth Company propose to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e- mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are having Demat A/c. or send the same to the Company via e-mail at: [secnel@owmnahar.com](mailto:secnel@owmnahar.com) or [gredressalnpfl@owmnahar.com](mailto:gredressalnpfl@owmnahar.com). We solicit your valuable co-operation and support in our endeavour to contribute our bit to the Environment.

#### **LISTING OF SECURITIES**

The securities of the Company are listed on the following Stock Exchanges:

##### **1. The BSE Ltd.**

25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

##### **2. The National Stock Exchange of India Ltd.**

Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (E), Mumbai- 400051

The company has paid listing fee to both the Stock Exchanges for the financial year 2023-24.

#### **DEMATERIALIZATION OF SECURITIES**

Your company has already established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) to facilitate the holding and trading of securities in electronic form. As on 31st March, 2023, 96.79% of the total Equity Share Capital has been de-materialized. The shareholder(s) who has not dematerialized their shares till date are requested to opt for dematerialization of the shares at the earliest.

Further as per SEBI circular No. D CC/FITTC/ CIR-15/2002 DATED 27th December, 2002, your Company has appointed M/s Alankit Assignments Ltd.as Registrar for Share Transfer and Electronic connectivity. Accordingly all the shareholders, Investors, Members of the Stock Exchanges,



Depository Participants and all other concerned are requested to send all communication in respect of share transfer, demat/remat, change of address etc. to our registrar at below mentioned address:

**M/s Alankit Assignments Ltd.**

(Unit: Nahar Poly Films Limited)

"Alankit House", 4E/2,

Jhandewalan Extension

New Delhi-110055

Telephone No: 011-23541234

Fax No. :011-23552001

E-mail ID: rta@alankit.com

In case any query/complaint remains unresolved with our Registrar please write to Company Secretary at Email ID: secnel@owmnahar.com or at the Registered Office of the Company.

**DIRECTORS RESPONSIBILITY STATEMENT**

Your Directors would like to assure the Members that the financial statements for the year under review, confirm in their entirety to the requirements of the Companies Act, 2013.

**THE DIRECTORS CONFIRM:**

- i) that in preparation of the Annual Accounts, the applicable accounting standards had been followed alongwith proper explanations relating to material departures, if any;
- ii) that they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the period;
- iii) that they have taken proper and sufficient care for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting any fraud and other irregularities;
- iv) that the Annual Accounts have been prepared on a going concern basis;
- v) that the Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating

effectively; and

- vi) that the directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**AUDITORS & AUDITOR'S INDEPENDENT REPORT**

**(A) Statutory Auditors**

We wish to inform you that M/s YAPL & Co, Chartered Accountants, Firm Registration No (017800N), were appointed as Statutory Auditor of the Company by the Members, for a term of five years starting from the conclusion of the 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company in the calendar year 2027.

**Audit Report**

The Statutory Auditors have submitted the Audit Report on the Standalone as well as Consolidated Accounts of the Company for the Accounting year ended on 31st March, 2023. The observations and comments given by Auditors in their Report read together with the Notes to the Financial Statements are self explanatory and require no comments.

**(B) Cost Auditors**

We would like to inform you that the Ministry of Corporate Affairs vide its Notification dated 31st December, 2014 amended Companies (Cost Records and Audit) Rules, 2014, pursuant to which, the Company's business activities have been included within the purview of Cost Audit requirement. Accordingly, the Board of Directors on the recommendation of Audit Committee appointed M/s Khushwinder Kumar & Associates, Cost Accountant, as Cost Auditors of the Company for financial year 2023-24 and has fixed a remuneration of Rs. 55000/- subject to the ratification of the members as per the provision of Section 148(3) of the Companies Act, 2013 and Rules 14 of the Companies (Audit and Auditors) Rules, 2014, Accordingly, a resolution for the ratification of the remuneration of the Cost Auditor by the shareholders at the ensuing Annual General Meeting is being proposed for your approval.



**(C) Secretarial Auditor**

Pursuant to the provision of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your company has appointed M/s. P.S. Bathla & Associates, Practicing Company Secretary, having Certificate of Practice No. 2585 to conduct Secretarial Audit of the Company for the financial year 2023-24.

**Secretarial Audit Report**

M/s. P.S. Bathla & Associates, Practicing Company Secretary have carried out the secretarial Audit for the financial year ended 31st March, 2023 and submitted their Secretarial Audit Report in the form MR-3 as annexed herewith this report as 'Annexure II' and forms part of this report.

The Report is self explanatory and requires no comments.

**SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards i.e SS1 and SS2 relating to Meeting of Board of Directors and General Meetings, respectively, issued by the institute of Company Secretaries of India.

**BUSINESS RISK MANAGEMENT**

The Company has laid down Risk Management Policy. The Policy aims to identify, evaluate manage and monitor all types of risks which are associated with the business of the Company. The Board as well as Audit Committee regularly overseas the risk management process in the Company, as required under 134(3)(n) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is engaged in the manufacture of BOPP Films and has identified certain risks which may affect the performance of the Company. These include operational risks such as fluctuation in the prices of the raw materials fluctuation in foreign exchange rates, Labour problems, regulatory risks, Government Policy etc. We are of the opinion that none of identified risk is such that which may threaten the existence of the Company.

In compliance with the provisions of Regulation 21 of SEBI (LODR) (Second Amendment) Regulations, 2021 the company has also formed a Risk

Management Committee to frame, implement and monitor the risk management plans for the Company. The Risk Management Committee comprises of three Directors under the chairmanship of Mr. Sambhav Oswal, Managing Director and Dr. Anchal Kumar Jain and Dr. Prem Lata Singla, Independent Directors of the Company are other two members of the Committee. The Committee is responsible for monitoring and reviewing the risk management policies and ensuring its effectiveness. During the year under review, Dr. Prem Lata Singla an Independent Director was appointed as a Member of the Risk Management Committee with effect from 24th August, 2022. Further, Dr. S.K. Singla ceased to be the Member of the Committee due to the expiry of his term on 25th September, 2022. The members of the Risk Management Committee placed on record their appreciation towards valuable services rendered by Dr. S.K. Singla during his tenure as a Member of Committee.

**INTERNAL FINANCIAL CONTROL AND SYSTEMS**

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's Internal Financial Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliances with procedures, laws and regulations.

The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal Financial Control system commensurate with the nature of its business and the size of its operations. In order to further strengthen the internal control system and to automate the various processes of the business, the company is making use of SAP S4 HANA application, which is based on SAP Hana database. It keeps all the data processing that is magnitude faster than that of disk based system, allowing for advanced, real time analytics.

Pursuant to the provisions of section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has appointed M/s Piyush Singla & Associates, a firm of Chartered Accountants as Internal Auditor of the Company. The Company is also having an





Internal Audit Department to test the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems.

Apart from the above, an Audit Committee consisting of three non-executive directors has been constituted. All the significant audit observation and follow up action thereon are taken care of by the Audit Committee. The Committee oversees the adequacy of Internal Control. The Audit Committee met four times during the financial year 2022-23. The Company has also established a Vigil Mechanism as per Section 177(9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.

#### **PUBLIC DEPOSITS**

During the year under review, the company has not accepted any Public Deposits within the meaning of section 73 of the Companies Act, 2013 and the rules framed there under. There is no outstanding/unclaimed deposit from the Public. However, the information as required under Rule 8 of the Companies (Accounts) Rules, 2014 is given hereunder:-

1.	Deposits accepted during the year:	NIL
2.	Deposits remained unpaid or un-claimed as at the end of the year:	NIL
3.	Default in repayment of deposits and deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013:	Not Applicable

#### **DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has zero tolerance for sexual harassment for women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2022-23, the Company has not received any complaints on sexual harassment and hence, no compliant remains pending as on 31st March, 2023.

#### **ANNUAL RETURN**

As provided under Section 92(3) and 134(3) (a) of the Act, read with Rule 12 of Chapter VII,

Companies (Management and Administration) Amendment Rules, 2020, Annual Return in Form MGT-7 for FY 2022-23 is uploaded on the website of the Company and can be accessed at [http://www.owmnahtar.com/nahtar\\_polyfilm/annual-return.php](http://www.owmnahtar.com/nahtar_polyfilm/annual-return.php)

#### **STATEMENT UNDER SECTION 197 OF THE COMPANIES ACT, 2013**

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed as “Annexure III” and form part of this report.

In terms of section 197(14) of the Companies Act, 2013, the Company does not have any Holding Company. However, the details regarding remuneration received by Executive Director is also given in “Annexure III” and form part of this report.

Pursuant to the provisions of Section 197(1) of the Companies Act 2013 as amended from time to time, the Company got approval of shareholders vide special resolution passed in the 34th Annual General Meeting of the Company and re-designated Mr. Sambhav Oswal as an Managing Director w.e.f. 1st September, 2022 to 30th June, 2025 i.e. till the Completion of his present tenure. Mr. Sambhav Oswal is 30 years of age. He has done his graduation in Business Administration from University of Southern California, USA. Before joining the Company, he was employed with Nahar Spinning Mills Limited. He has business experience of more than 8 years in the areas of Marketing, Exports, Finance and Corporate Affairs. During the year under review, Mr. Sambhav Oswal, Managing Director of the Company has been paid a remuneration of Rs. 6,68,27,940/- (Rupees Six Crores Sixty Eight Lacs Twenty Seven Thousand Nine Hundred Forty Only) inclusive of commission. The commission amounting to Rs. **98,67,925/-** (Ninety Eight Lacs Sixty Seven Thousand Nine Hundred Twenty Five only) pertaining to year 2022-23 has been paid in the financial year 2022-23. His shareholding in the Company is 27600 equity shares of Rs.5/- each. He is related to Mr. Jawahar Lal Oswal, Chairman, Mr. Dinesh Oswal, Director, and Mr. Kamal Oswal, Director of the Company and Ms. Ritu Oswal, CSR Advisor of the Company.



No other employee was in receipt of remuneration exceeding the limits as provided under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The detailed information as required under section 134(3) of the companies Act, 2013 read with Sub rule 3 of the Rule 8 Companies (Accounts) Rules, 2014, is enclosed as per 'Annexure IV' and forms part of this report.

### **REPORT ON THE CORPORATE GOVERNANCE**

Your Company continues to follow the principles of good Corporate Governance. The company has already constituted several committees of directors to assist the Board in good Corporate Governance. The Corporate Governance Report along with the Auditors Certificate regarding compliance of the conditions of the Corporate Governance as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached herewith as 'Annexure V' and forms part of this report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report for the year under review as stipulated under the Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as per 'Annexure VI' and forms the part

of this Report.

### **BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT**

Business Responsibility and Sustainability Report for the year under review as stipulated under the Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as per 'Annexure VII' and forms the part of this Report.

### **INDUSTRIAL RELATIONS**

The industrial relations remained cordial throughout the year and the excellent results were achieved with the whole hearted co-operation of employees at all levels.

### **ACKNOWLEDGEMENT**

The Directors wish to place on record their gratitude and appreciation to all workers, staff members and executives for their contribution to the operations of the company. The directors also thank the Bankers, Financial Institutions for their continued support. The Directors appreciate and value the contribution made by every member in the Company.

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA  
DATED: 9th August, 2023

Sd/-  
JAWAHAR LAL OSWAL  
(CHAIRMAN)  
DIN: 00463866





## Annexure-I

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES (CSR) ACTIVITIES (Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended)

#### 1. Brief outline on CSR Policy of the Company

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee framed the Corporate Social Responsibility Policy (CSR Policy) and the same was adopted by the Board of Directors on 11th August, 2014 adopted the CSR Policy as recommended by CSR Committee whereby the Company will undertake CSR activities in collaboration with group companies i.e. Nahar Industrial Enterprises Limited, Monte Carlo Fashion Limited, Nahar Capital and Financial Services Limited, Nahar Spinning Mills Limited and Oswal Woollen Mills Limited, under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The CSR policy is also available on the Company's website at the link: [http://www.ownnahar.com/nahar\\_polyfilm/pdf/scan0003.pdf](http://www.ownnahar.com/nahar_polyfilm/pdf/scan0003.pdf).

#### 2. Composition of CSR Committee:

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company's Corporate Social Responsibility (CSR) Committee comprises of three members under the Chairmanship of Mr. Dinesh Oswal, Director. Dr. Prem Lata Singla, Independent Director and Mr. Dinesh Gogna, a Non Executive Director of the company, are the two other members of the Committee. During the year under review, Dr. S.K. Singla ceased to be the member of the Committee on the expiry of his term w.e.f. 26th September, 2022. Accordingly, the Board of Directors in their meeting held on 23rd July, 2022 approved the appointment of Dr. Prem Lata Singla as a member of the Committee w.e.f. 24th August, 2022.

S.No.	Name of Director	Designation / Nature of Directorship	No. of meetings of CSR Committee held during the year	No. of meetings of CSR Committee attended during the year
1	Mr. Dinesh Oswal	Chairman (Director)	3	3
2	*Mr. S. K. Singla	Member (Independent Director)	3	1
3	Mr. Dinesh Gogna	Member (Director)	3	3
4	**Dr. Prem Lata Singla	Member (Independent Director)	3	2

NOTE- \*on expiry of term of office of Dr. S.K. Singla w.e.f. 26th September, 2022, ceased to be Member of committee. \*\*Dr. Prem Lata Singla was appointed as Member of the Committee w.e.f. 24th August, 2022.

#### 3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the company

Composition of CSR committee	<a href="http://www.ownnahar.com/nahar_polyfilm/committees-of-directors.php">http://www.ownnahar.com/nahar_polyfilm/committees-of-directors.php</a>
CSR Policy	<a href="http://www.ownnahar.com/nahar_polyfilm/pdf/corporate-social-responsibility-csr-policy.pdf">http://www.ownnahar.com/nahar_polyfilm/pdf/corporate-social-responsibility-csr-policy.pdf</a>
CSR projects approved by the Board	<a href="http://www.ownnahar.com/nahar_polyfilm/pdf/corporate-social-responsibility-csr-project.pdf">http://www.ownnahar.com/nahar_polyfilm/pdf/corporate-social-responsibility-csr-project.pdf</a>

#### 4. Details of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of Companies (CSR Policy) Rules, 2014,

As per sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, the Company is not required to undertake impact assessment, through an independent agency of their CSR projects. However, to monitor and supervise the CSR projects undertaken by the Oswal Foundation, the board / committee has entrusted the responsibility to one of the CSR committee member. The members conduct the impact assessment of the CSR project undertaken by Oswal Foundation and report the same to the CSR committee as well as the Board.

#### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (CSR Policy) Rules, 2014 and amount required for set off for the financial year : NIL

#### 6. Average net profit/loss of the company for last three financial years as per section 135(5) of the Act:

Average net profit of the company for last three financial years: Rs.7417.40 Lakhs

#### 7. (a) 2% of average net profit of the company as per section 135(5): Rs. 148.34 Lakhs



- (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL  
(c) Amount required to be set off for the financial year, if any: NIL  
(d) Total CSR obligation for the financial year (6a+6b-6c): Rs.148.34 Lakhs

**8. (a) CSR amount spent or unspent for the financial year:**

Total amount spent for the Financial Year	Amount Unspent (In Rs.)	
	Total Amount transferred to Unspent CSR Account as per section 135(6)	Amount transferred to any fund specified under Schedule VII as per second provision to section 135(5)
Rs. 300.00 Lakhs	NIL	

- (b) Details of CSR amount spent against ongoing projects for the financial year: To fulfill its obligation under CSR, the Board on the recommendation of CSR Committee decided to contribute to the Oswal Foundation for undertaking Health Care projects as approved by the consortium of the Group Companies, formed to undertake CSR activities through Oswal Foundation, a registered society with vide Registration No. CSR0000145 for undertaking CSR activities. The Company has paid an amount of Rs. 300 Lakhs to Oswal Foundation for undertaking "Health Care Project" as prescribed under Schedule VII of the Companies Act, 2013. The Foundation has undertaken "Health Care Project" for purchase of CT Scan machines, E-bus machine and civil work of Cath Lab etc. as approved by the consortium at Mohan Dai Oswal Cancer Treatment & Research Foundation, Ludhiana for providing better treatment facility to cancer patients. The details of ongoing CSR project, being undertaken by M/s. Oswal Foundation on behalf of the Company is as under:

Name of the Project	Item from the list of activities in schedule VII to the Act	Local Area (Yes/ No)	Location	Duration	Amount allocated for the project (in Rs.)	Amount Spent in Current Years	Amount transferred to Unspent CSR Account for the project as per section 135(6) (in Rs.)	Mode of Implementation -Direct (Yes/ No)	Mode of Implementation - Through Implementing Agency
Health care project : Mohan Dai Oswal Cancer Treatment & Research Foundation	(i)	Yes	Ludhiana	-	300 Lakhs	300 Lakhs	NIL	No	M/s Oswal Foundation CSR registration Number: CSR00000145

**(c) Details of CSR amount spent against other than ongoing projects for the financial year:**

Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/ No)	Location of the Project	Amount Spent for the project (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency
NIL						

**d) Amount spent in Administrative Overheads: Nil**

**(e) Amount spent on Impact Assessment, if applicable- N.A**

**(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 300.00 Lacs**

**(g) Excess amount for set off, if any:**

(in Lakhs)

Particulars	Particulars	Amount (in Rs.)
1	2% of average net profit of the company as per section 135(5)	148.34
2	Total amount spent for the financial year	300.00
3	Excess amount spent for the financial year [(ii)-(i)]	151.66
4	Surplus arising out of the CSR projects or programmes or activities of the Previous Financial Years, if any	NIL
5	Amount available for set off in succeeding financial years[(iii)-(iv)]	151.66



9. (a) Details of unspent CSR amount for the preceding three financial years- NIL

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): NIL

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year. No capital asset was created during the year 2022-23 through CSR spent.

(Asset-Wise Details- Not Applicable)

(a) Date of creation or acquisition of the capital asset(s): N.A

(b) Amount of CSR spent for creation or acquisition of capital asset: N.A

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: N.A

(d) Provide details of the capital asset(s), created or acquired (including complete address and location of the capital asset): N.A

11. Specify the reason(s), if the company has failed to spend 2% of the average net profit as per section 135(5): N.A

Place: Ludhiana

Sd/-

Dated: 9th August, 2023

Mr. Dinesh Oswal

(Director/  
Chairman of CSR Committee)

(DIN: 00607290)







**Annexure-II**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2023**  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Nahar Poly Films Ltd.  
376, Industrial Area A,  
Ludhiana, Punjab-141003

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Nahar Poly Films Ltd** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the **financial year 1st April, 2022 to 31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s Nahar Poly Films Ltd** ("The Company") for the financial year ended on **31st March, 2023** according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (**Not Applicable as the Company has not issued any shares during the year under review**)
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (**Not Applicable as the Company has not issued any shares/options to directors/ employees under the said guidelines/regulations during the year under review**)
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**Not Applicable as the Company has not issued Debt Securities during the Audit Period under review**)



- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review)***
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; ***(Not applicable to the Company during the Audit period as there was no event in this regard)***
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. ***(Not applicable as the Company has not bought back/propose to buy-back any of its securities during the financial year under review)***
- VI. The Company has informed that there are no Sector Specific laws which are applicable to the Company.
- I have also examined compliance with the applicable clauses of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI).
- (ii) The SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.
- I Report that during the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**2. I further report that**

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notices are given to all directors to schedule the Board Meetings, Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be.

**I further report** that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For P S Bathla & Associates**

**Parminder Singh Bathla**

Company Secretary

FCS No. 4391

C.P No. 2585

**Place:** Ludhiana

**Dated:** 9th August, 2023

**UDIN-F004391E000767661**

Peer Review No. 1306/2021

SCO-6, Feroze Gandhi Market, Ludhiana

**Note:** This Report is to be read with my Letter of even date which is annexed as Annexure A and forms an integral part of this report

**Annexure A**

To  
The Members,  
Nahar Poly Films Ltd.  
376, Industrial Area A,  
Ludhiana, Punjab-141003

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed, provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Ludhiana**  
**Dated: 9th August, 2023**

**For P S Bathla & Associates**

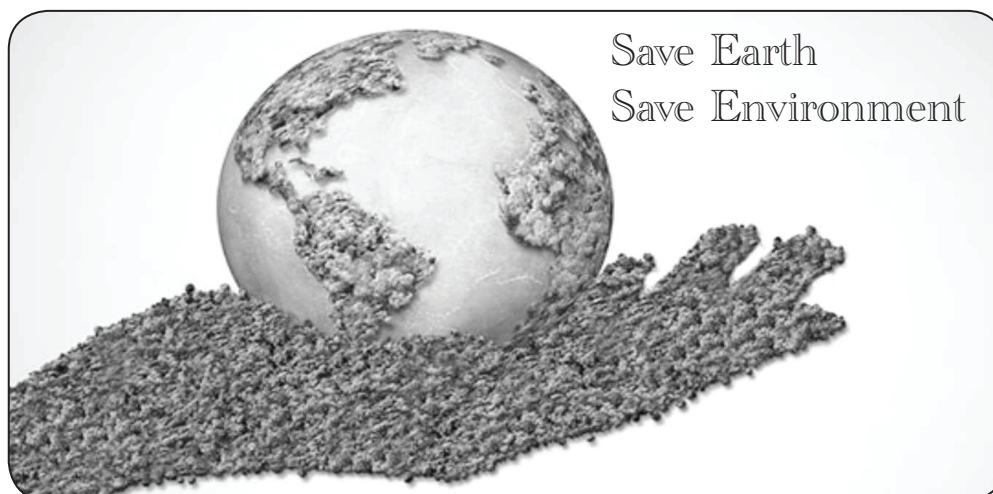
**Parminder Singh Bathla**  
**Company Secretary**

FCS No. 4391

C.P No. 2585

Peer Review No. 1306/2021

SCO-6, Feroze Gandhi Market, Ludhiana




**Annexure-III**
**A. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

(i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2022-23	% increase / decrease in Remuneration in the financial Year 2022-23	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Mr. Jawahar Lal Oswal	30000	-25.00	0.12	--
2.	Mr. Dinesh Oswal	40000	0.00	0.16	--
3.	Mr. Kamal Oswal	40000	0.00	0.16	--
4.	Mr. Dinesh Gogna	40000	0.00	0.16	--
5.	*Mr. Sambhav Oswal Managing Director	6,68,27,940	63.69	271.66	PBT decreased by 63.11% & PAT decreased by 63.57% in F.Y 2022-23
6.	*Mr. Satish Kumar Sharma Executive Director	22,90,274	-2.14	9.31	--
7.	*Dr. Amrik Singh Sohi	10000	-66.67	0.04	--
8.	*Dr. Suresh Kumar Singla	10000	-75.00	0.04	--
9.	*Dr. Yash Paul Sachdeva	20000	-50.00	0.08	--
10.	*Dr. Vijay Asdhir	20000	-50.00	0.08	--
11.	Dr. Manisha Gupta	40000	0.00	0.16	--
12.	**Dr. Anchal Kumar Jain	40000	--	0.16	--
13.	**Dr. Rakesh Kumar Jindal	20000	--	0.08	--
14.	**Dr. Roshan Lal Behl	20000	--	0.08	--
15.	**Dr. Rajan Dhir	20000	--	0.08	--
16.	**Dr. Prem Lata Singla	20000	--	0.08	--
17.	Mr. Rakesh Kumar Jain Chief Financial Officer	1386320	7.36	--	PBT decreased by 63.11% & PAT decreased by 63.57% in F.Y 2022-23
18.	Ms. Priya Company Secretary	137789	--	--	
	Ms. Disha Jindal Company Secretary	169554	-26.26		

**Notes:-**

- Except Mr. Sambhav Oswal Managing Director and Mr. S.K. Sharma Executive Director of the Company, all other directors are paid only sitting fees for attending the Board Meeting. Mr. Sambhav Oswal and Mr. Satish Kumar Sharma were paid remuneration during the years 2022-23 as approved by shareholders vide their resolution dated 24th August, 2022 and 30th September, 2019 respectively.
  - Remuneration of Mr. Sambhav Oswal includes commission amounting to Rs 98, 67, 925 only.
  - \* Due to the resignation, Dr. Vijay Asdhir ceased to be Independent Director of the Company w.e.f. 23rd July, 2022 and on the expiry of second term of office of Dr. S.K. Singla, Dr. Yash Paul Sachdeva, Dr. A.S. Sohi ceased to be Independent Directors of the Company w.e.f. 26th September, 2022.  
\*\* Dr. Anchal Kumar Jain was appointed as Independent Director of the Company w.e.f. 25th May, 2022 and Dr. Rakesh Kumar Jindal, Dr. Roshan Lal Behl, Dr. Rajan Dhir and Dr. Prem Lata Singla were appointed as Independent Directors of the Company w.e.f. 24th August, 2022.
  - Ms. Disha Jindal has resigned from the position of Company Secretary W.e.f. 31st August, 2022 and Ms. Priya was appointed as company secretary w.e.f. 10th November, 2022.
- ii) The median remuneration of employees of the company during the financial year 2022-23 was Rs. 2.46 Lakhs.
- iii) In the financial year, there was decrease of 8.76% in the median remuneration of employees.
- iv) There were 308 permanent employees on the rolls of company as on 31st March, 2023.
- v) Average percentage decrease made in the salaries of employees other than the managerial personnel in the



last financial year 2022-23 was 3.14%. Whereas average percentage increase in the managerial remuneration in the financial year 2022-23 was 61.55%.

**Note:** Mr. Sambhav Oswal has been re-designated as Managing Director of the Company w.e.f. 1st September, 2022. Hence his remuneration of Rs. 6, 68, 27,940/- inclusive of the Commission is considered in average percentage increase in managerial remuneration.

- vi) It is hereby affirmed that the remuneration paid is as per the Appointment and Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

### B. DETAILS OF TOP TEN EMPLOYEES OF THE COMPANY IN TERMS OF SALARY DRAWN AS REQUIRED UNDER RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

S. No.	Name & Designation	Remuneration Received (in Lakhs)	Nature of employment (contractual or otherwise)	Qualifications and Experience	Date of commencement of employment	Age (in years)	Last employment held	% of equity shares held	Whether relative of director or manager
1	*Mr. Sambhav Oswal Managing Director	668.27	Regular	BBA 9 Years	01.07.2020	30	Nahar Spinning Mills Limited	0.11	Mr. Jawahar Lal Oswal Mr. Dinesh Oswal Mr. Kamal Oswal
2.	Mr. Sanjay M Karandikar Chief Executive	44.68	Regular	B.E. 37 Years	04.03.2008	59	Uflex Limited U.P.	Nil	No
3.	Mr. Yatendra Singh President - Marketing	32.12	Regular	MBA MKRT 22 Years	28.02.2020	44	Jindal Poly Films	Nil	No
4.	Mr. Uday Shankar Rao V.P. Production	25.00	Regular	B.E. 32Years	01.12.2017	66	Garware Polyester Ltd. MH	Nil	No
5.	Ganesh Narula Asst.General Manager Export	24.51	Regular	PGDBM MBA 19 years	01.12.2021	40	Max Speciality Film Limited	Nil	No
6.	Ritu Oswal CSR Advisor	24.00	Regular	BA (Arts) 10 Years	02.08.2021	37	Nahar Spinning Mills Limited	0.004	Mr. Dinesh Oswal Mr. Jawahar Lal Oswal Mr. Sambhav Oswal Mr. Kamal Oswal
7.	Mr. Satish Kumar Sharma Executive Director	22.90	Regular	MBA 49Years	01.05.1991	70	Vardhman Spinning and General Mills and Textiles Limited	Nil	No
8.	Mr. Surinder Singh V.P. Comm & Admin.	21.06	Regular	B.Com, CA Inter 39 Years	16.03.2011	67	Oswal F.M. Hammerle Textiles Ltd	Nil	No
9.	Mr. Ashok Gupta Sr. Manager Mechanical	19.04	Regular	B.E. Mech 32 Years	07.04.2011	59	Jindal Poly Films Ltd	Nil	No
10.	Mr. Imran Ahmad Khan Manager Electrical	15.91	Regular	M.Tech 14 Years	15.09.2016	37	Uflex Limited U.P.	Nil	No

\*Remuneration of Mr. Sambhav Oswal includes commission amounting to Rs 98.67 lakhs only.

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA  
DATED : 9th August, 2023

Sd/-  
JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN: 00463866)




**PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

(Pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014)

**A. CONSERVATION OF ENERGY**
**(i) Measures taken for conservation of energy:**

The growth of the industry and its rapid industrialization is putting tremendous pressure on the available energy resources. As such the need of the hour is to conserve energy and maximize output. Energy conservation is an ongoing process in our organization and the Company has taken following steps for the same:

1. The factory building has been designed to make use of natural lighting for the day time operation which will save energy.
2. The company has imported state of the art manufacturing facility from Bruckner of Germany. These machines consume low energy and will save considerably in terms of electricity consumption.
3. By installing Metalizer CLCT (Close Loop Cooling Tower) in 2019-20, the company has saved 2688000 units during the year 2022-23.
4. By installing LED light of 45 watt in plant instead of HI bay fitting of 250 watt, the company has saved approx. 129600 units in the year 2022-23.
5. By installing VFD instead of star delta starter in the year 2019-20, the company has saved approximately 146000 units during the year 2022-23.
6. The Company has started using PET coke thermic fluid heater which will reduce the energy cost as compared to present furnace oil thermic fluid heater. Besides this the Company has also used Lime Powder –Hydrauted, 80%, Lime Stone – 25 To 40MM, Pet Coke, Ultra Low Sulphur diesel as fuel and Char Coal – Pet Coke as per detail given below:

MATERIAL DESCRIPTION	QUANTITY	AMOUNT (Rs.)
CHAR COAL-PET COKE	2015.00	58427.50
LIME POWDER-HYDRAUTED, 80%	15434.00	102959.81
LIME STONE-25 TO 40MM	31365.00	114583.59
ULTRA LOW SULPHUR DIESEL	16374.00	1553974.32
PET COKE	3058.61	68764361.46

**(ii) Steps taken by the Company for utilizing alternate sources of energy:**

Energy conservation is a continuous process in a Company. The Company always strives for alternative source of energy. The Company had installed of 1.2 MW roof top solar plants at its unit at Mandideep which became operational in September 2021. The Solar plant helps us to save 1706112 units of electricity from April 2022 to March 2023.

**(iii) The Capital investment on energy conservation equipment's**

The total capital expenditure on roof top solar plant which was operational in September 2021 is Rs. Rs. 3.73 crores.

**B. TECHNOLOGY ABSORPTION**

The Company continues to make efforts for technology Absorption in its unit. The efforts made by the Company are summarized as under:

- **Efforts made towards Technology Absorption**

The company has imported the latest ultra modern machinery from Bruckner, Germany. It is expected that with the latest technology, company will be able to produce quality products at lowest cost of production.

- **Benefits derived as result of above efforts:**

With the above measures, company shall enjoy the benefit of improved quality, productivity & saving in manufacturing costs.

- **Information regarding Technology imported during the last three years:** The Company has added 2nd line of BOPP Film with capacity of 30000 TPA for which the Ultra modern plant was imported from Bruckner, Germany.

Detail of Technology imported	Bruckner BOPP Film Production Line Germany
Year of import	2021-22 and 2022-23
Whether the technology has been fully absorbed:	Yes
A. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
• Expenditure on R & D	Nil
Capital(Rs.)	Nil
Recurring (Rs.)	Nil
Total(Rs.)	Nil

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

- (I) Activities relating to Exports, initiative taken to increase exports, Development of New Export Market for products and export plans: During the financial year 2022-23 the Company was able to retain its old customers. At present the Company is exporting its products to Nigeria, United Kingdom, United Arab Emirates, Bangladesh, Turkey, Oman, Tanzania, Nepal, and Slovak Republic etc.

(II) Total Foreign Exchange Outgo and Earned:-	Current Year 2022-23	Current Year 2021-22
a) Foreign Exchange outgo (Rs.)	89,92,34,189	2,01,023,0991
b) Foreign Exchange earned (Rs.)	60,37,55,157	30,868,65,87

**FOR AND ON BEHALF OF THE BOARD**

PLACE : LUDHIANA  
DATED : 9th August, 2023

Sd/-  
JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN: 00463866)

**Annexure-V****CORPORATE GOVERNANCE REPORT****I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your company continues to practice the principle of good Corporate Governance. It is company's firm belief that good Corporate Governance is a key to success of business. The company's philosophy envisages an attainment of highest level of the transparency and accountability in its operations so that company's goal of creation and maximization of wealth of the shareholders could be achieved. Moreover Good Corporate Governance practices ensure that Company gain as well retain the trust of Shareholders. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI LODR Regulations, 2015") incorporate certain mandatory disclosure requirements which shall be made with regard to Corporate Governance (Part C of Schedule V) as amended. Accordingly we are pleased to report on the corporate governance as hereunder:-

**II. BOARD OF DIRECTORS****a. Board Composition:**

Your Management believe that well informed and Independent Board is necessary to ensure high standard of Corporate Governance. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that the Board of the Company should have the optimum combination of executive and non-executive directors with at least one woman director. Provided where the regular non-executive Chairperson is promoter of the listed entity or is related to any promoter then at least half of the Board of Directors shall consist of Independent Directors.

We are pleased to inform you that Company's Board is an optimal mix of Executive, Non-Executive and Independent Directors so as to maintain its independence in Governance and Management of the Company. The present strength of the Board as on the date is 12 (Twelve) Directors. Mr. Jawahar Lal Oswal is

Non-Executive Chairman. He is also one of the promoters of the Company. Mr. Sambhav Oswal is Managing Director of the Company, Mr. Satish Kumar Sharma is Executive Director of the Company and Mr. Dinesh Oswal, Mr. Kamal Oswal and Mr. Dinesh Gogna are Non-executive Directors of the Company. The Company's Board is consisting of Six Non-Executive Independent Directors namely: Dr. Rajan Dhir, Dr. Anchal Kumar Jain, Dr. Roshan Lal Behl, Dr. Rakesh Kumar Jindal, Dr. Prem Lata Singla (Independent Woman Director), Dr. Manisha Gupta, (Independent Woman Director). Thus, the Company has complied with the Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Number of Board Meetings held and dates on which held:**

As per the provisions of Section 173 of the Companies Act, 2013 and the rules made thereunder, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every company is required to hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board. We are pleased to report that the Company held four Board Meetings during the year. i.e. on 25th May, 2022, 23rd July 2022, 10th November, 2022 and 4th February, 2023 with a clearly defined agenda and has thus, complied with the said provisions of the Act. The agenda along with the explanatory notes were circulated to the directors well in advance. Every Board member could suggest the inclusion of additional items in the agenda. All the Directors striven to be present at the Board Meetings.

**b. Details of Attendance of Directors at the Board Meetings and Last Annual General Meeting:**

The participation of Non-Executive Directors and Independent Directors has been active



in the Board Meetings. The names and categories of the directors on the Board, their attendance at Board Meetings held during the year and last Annual General Meeting held on Wednesday, 24th day of August, 2022 and the number of directorship and committee chairmanships/ memberships held by them in other public companies as on 31st March, 2023 is given hereinafter.

Other directorships do not include directorships of private limited companies, Section 8 companies and companies incorporated outside India. Chairmanship/membership of Board Committees shall include only Audit Committee and Stakeholders' Relationship Committee as per Regulation 26(1) (b) of Listing Regulations:

Name of Director	Category	No. of Directorships in other Public Companies	No. of Committee positions in other Public Companies		Board Meeting Attendance	Last AGM Attended	No. of Shares held	Directorship in other Listed Entity	Category of Directorship
			Member	Chairman					
Mr. Jawahar Lal Oswal	Non-Executive Promoter	8	0	0	3	NO	21214	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited 4. Monte Carlo Fashions Limited	Director
Mr. Dinesh Oswal	Non-Executive Promoter	6	0	0	4	YES	105273	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited	Director
Mr. Kamal Oswal	Non-Executive Promoter	8	1	0	4	NO	31500	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited 4. Oswal Leasing Limited	Director
Mr. Sambhav Oswal	Managing	1	0	0	2	YES	27600	NIL	Director
Mr. Satish Kumar Sharma	Executive	2	3	0	4	YES	NIL	1. Nahar Spinning Mills Limited 2. Nahar Capital & Financial Services Limited	Director
Mr. Dinesh Gogna	Non-Executive	9	6	2	4	NO	NIL	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited 4. Monte Carlo Fashions Limited 5. Oswal Leasing Limited	Director
**Dr. Anchal Kumar Jain	Non-Executive Independent	1	1	0	4	YES	NIL	1. Nahar Spinning Mills Limited	Independent Director
Dr. Manisha Gupta	Non-Executive Independent	7	5	0	4	YES	NIL	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited 4. Monte Carlo Fashions Limited 5. Oswal Leasing Limited	Independent Director
**Dr. Rakesh Kumar Jindal	Non-Executive Independent	0	0	0	2	NO	NIL	NIL	Independent Director
**Dr. Roshan Lal Behl	Non-Executive Independent	7	8	4	2	NO	NIL	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited 4. Monte Carlo Fashions Limited 5. Oswal Leasing Limited	Independent Director
**Dr. Rajan Dhir	Non-Executive Independent	1	1	1	2	NO	NIL	1. Nahar Capital & Financial Services Limited	Independent Director
**Dr. Prem Lata Singla	Non-Executive Independent	0	0	0	2	NO	NIL	NIL	Independent Director
*Dr. S.K. Singla	Non-Executive Independent	3	4	1	1	YES	NIL	1. Nahar Industrial Enterprises Limited 2. Monte Carlo Fashions Limited 3. Kovalam Investment and Trading Company Limited	Independent Director



*Dr. Yash Paul Sachdeva	Non-Executive Independent	3	0	0	2	YES	0	1. Nahar Industrial Enterprises Limited 2. Nahar Spinning Mills Limited 3. Nahar Capital & Financial Services Limited	Independent Director
*Dr. A.S. Sohi	Non-Executive Independent	0	0	0	1	YES	0	NIL	Independent Director
*Dr. Vijay Asdhir	Non-Executive Independent	2	4	3	2	NO	0	1. Nahar Capital & Financial Services Limited 2. Nahar Spinning Mills Limited	Independent Director

Notes \* Due to the resignation, Dr. Vijay Asdhir ceased to be Independent Director of the Company w.e.f. 23rd July, 2022 and on the expiry of second term of office of Dr. S.K. Singla, Dr. Yash Paul Sachdeva, Dr. A.S. Sohi ceased to be Independent Directors of the Company w.e.f. 26th September, 2022.

\*\* Dr. Anchal Kumar Jain was appointed as Independent Director of the Company w.e.f. 25th May, 2022 and Dr. Rakesh Kumar Jindal, Dr. Roshan Lal Behl, Dr. Rajan Dhir and Dr. Prem Lata Singla were appointed as Independent Directors of the Company w.e.f. 24th August, 2022.

### c. Number of other Board of Directors or Committees in which Directors are member or chairperson:

The information regarding other Board of Directors or Committees in which Directors are member or chairperson as on 31st March, 2023 is already given in the table at Para B above. None of the Director holds Directorship in more than twenty Companies and also not holding Directorship of in more than ten public companies as prescribed under Section 165(1) of the Companies Act, 2013. Further, as per Regulation 17(A) of SEBI LODR (Amendment) Regulations, 2018 mandate that a person does not act as Director of more than seven listed entities and an independent director of more than seven listed entities. The numbers of Committees in which a Director can be a member or chairperson are as per the limit specified in Regulation 26(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### d. Disclosure of relationship between directors inter-se:

Mr. Jawahar Lal Oswal is the father of Mr. Kamal Oswal and Mr. Dinesh Oswal and Grandfather of Mr. Sambhav Oswal. Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers. Mr. Sambhav Oswal is the son of Mr. Dinesh Oswal and nephew of Mr. Kamal Oswal. No other director is related to any other Director of the Company within the meaning of Section 2(77) of the Companies Act, 2013.

### e. No. of Shares or Convertible Instruments held by Executive and non-executive directors:

Mr. Jawahar Lal Oswal is Chairman and Non-Executive Promoter Director holding 21214 equity shares of Rs. 5/- each. Mr. Sambhav Oswal is Managing Director holding 27600 equity shares of Rs. 5/- each of the company. Mr. Dinesh Oswal and Mr. Kamal Oswal are Non-Executive Promoter Directors and they are holding 105273 and 31500 equity shares of Rs. 5/- each respectively. None of the other Non-Executive Director is holding any share or convertible instruments issued by the Company.

### f. Web link of Familiarization Programs:

The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at [http://www.owmnahar.com/nahar\\_polyfilm/pdf/familiarization\\_program.pdf](http://www.owmnahar.com/nahar_polyfilm/pdf/familiarization_program.pdf)

### h. Board-skills/expertise/competencies:

Pursuant to Regulation 34(3) read with Schedule V Part C - 2(h) of Listing Regulations, the Board of Directors has identified the following requisite skills/expertise and competencies as required in the context of Company's business and sector to function effectively and which are currently available with the Board:

Sr. No.	Core skills/expertise/competencies
1.	Leadership skills
2.	Industry knowledge and experience
3.	Managerial and entrepreneurial skills
4.	Experience and exposure in policy shaping and industry promotion
5.	Understanding of relevant laws, rules, regulations and policies



6.	Corporate Governance
7.	Financial expertise/Knowledge
8.	Risk Management
9.	Information Technology

In the table below, the specific areas of focus or expertise of individual board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding qualification/skill.

**i. Confirmation of Independent Directors:**

Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board all the independent directors fulfill the conditions required for independent directors as specified in the Listing Regulations and are independent of the management.

**j. Resignation of an Independent Director:**

During the year under review Dr. Vijay Asdhir had resigned from the Directorship of the Company with effect from 23rd July, 2022 due to his preoccupations. He further confirmed that there are no other material reasons other than preoccupations which he has provided in the resignation letter.

**k. Separate Meeting of Independent Directors:**

Pursuant to the provisions of the Companies

Act, 2013 and the rules made thereunder the Independent Directors are required to hold at least one meeting in a year without the attendance of Non-Independent Directors and members of Management. We are pleased to report that the Company's Independent Directors met on **November 09, 2022**, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they -

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

**l. Confirmation of Independent Director Databank Registration:**

The Company has received declarations from all the Independent Directors of the Company confirming that they have already registered

Name of Director	Area of skills/expertise/competencies								
	Industry Knowledge	Leadership	Managerial and Entrepreneurial skills	Exposure in policy shaping	Understanding of law, rules & regulations	Corporate Governance	Financial Expertise	Risk Management	Information Technology
Mr. Jawahar Lal Oswal	√	√	√	√	√	√	√	√	√
Mr. Dinesh Oswal	√	√	√	√	√	√	√	√	√
Mr. Kamal Oswal	√	√	√	√	√	√	√	√	√
Mr. Dinesh Gogna	√	√	√	√	√	√	√	√	√
Mr. S.K. Sharma	√	√	√	√	√	√	√	√	√
Mr. Sambhav Oswal	√	√	√	√	√	√	√	√	√
Dr. Anchal Kumar Jain	√	√	√	√	√	√	-	√	√
Dr. Manisha Gupta	√	√	√	√	√	√	√	√	√
Dr. Rakesh Kumar Jindal	√	√	√	√	√	√	√	√	√
Dr. Roshan Lal Behl	√	√	√	√	√	√	√	√	√
Dr. Rajan Dhir	√	√	√	√	√	√	√	√	√
Dr. Prem Lata Singla	√	√	√	√	√	√	√	√	√





their names in the data bank maintained by the Indian Institute of Corporate Affairs [“IICA”] as prescribed by the Ministry of Corporate Affairs as per notification dated October 22, 2019.

### III. BOARD COMMITTEES

The Board has constituted Audit committee, Nomination and Remuneration committee, Stakeholder Relationship committee, Corporate Social and Responsibility Committee which helps the Board in good corporate governance. The recommendation of the Committees submitted to the Board for their approval. During the year under review, all the recommendation of the committees were approved by Board.

#### 1. AUDIT COMMITTEE

##### a. Brief Description of Terms of Reference:

The Board has constituted an independent and qualified Audit Committee. The term of reference of the Audit Committee is as per Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177(4) of the Companies Act, 2013.

##### b. Composition:

The Audit Committee is comprised of three Non-Executive Directors under the chairmanship of Dr. Roshan Lal Behl, who is an Independent Director. Mr. Dinesh Gogna, a Non-Executive Director and Dr. Manisha Gupta, an Independent Director. During the year under review, Dr. Roshan Lal Behl, an Independent Director, was appointed as a Chairman and Dr. Manisha Gupta was appointed as a member of the Audit Committee with effect from 24th August, 2022. Dr. Roshan Lal Behl is M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies). He is having more than 41 years of experience in Teaching. He retired as Principal from Sri Aurobindo College of Commerce and Management, Ludhiana in November, 2019. He has also served as Director of Ludhiana Stock Exchange from 2012 to 2014. Mr. Dinesh Gogna is also a senior corporate executive having experience of more than

46 years in Corporate Finance, taxation, Financial and Accounting matters. Dr. Manisha is commerce graduate and Ph.D in Financial Management. Presently, she is working as Director at Punjab Institute of Management and Technology, Mandi Gobindgarh. She is having more than 22 years of experience in Teaching and Research of Management and Administration and served as Independent Director in various Listed Companies. Further, Dr. S.K. Singla and Dr. Yash Paul Sachdeva ceased to be the Member of the Committee due to the expiry of their second term on the close of 25th September, 2022. Ms. Disha Jindal was the secretary of the committee, who resigned from the company on 31st August, 2022. Ms. Priya who was appointed as Company Secretary of the company w.e.f. 10th November, 2022 is also the Secretary of the committee w.e.f. 10th November, 2022. Mr. Rakesh Kumar Jain is Chief Financial Officer of the Company, a permanent invitee of the Committee. The statutory Auditors, internal auditors and Cost Auditors are also invited to attend the meetings, as and when felt necessary and as per relevant provisions of the applicable laws/rules.

The Audit Committee helps the board in monitoring Company's financial reporting process and ensures timely and accurate disclosure. The committee also oversees the work of internal and statutory auditors.

##### c. Meetings and Attendance

During the financial year 2022-23, the committee met four times i.e. on 25th May, 2022, 23rd July 2022, 10th November, 2022 and 04th February, 2023 for reviewing and examining the quarterly Audited / Un-audited financial results before recommending the same to the Board of Directors for their perusal and approval.

The attendance record of the Audit Committee members at the meetings during the year 2022-23 is as under:

Name of the Member	No. of meetings held	No. of meetings attended
**Dr. Roshan Lal Behl	4	2
Mr. Dinesh Gogna	4	4



**Dr. Manisha Gupta	4	2
*Dr. Vijay Asdhir	4	2
*Dr. Yash Paul Sachdeva	4	2
*Dr. S.K. Singla	4	1

NOTE- \* on the expiry of term of office of Dr. S.K. Singla and Dr. Yash Paul Sachdeva w.e.f. 26th September, 2022, they ceased to be Chairman/Member of committee.

\*\*Dr. Roshan Lal Behl and Dr. Manisha Gupta were appointed as Chairman/Member of the Committee w.e.f. 24th August, 2022.

Mr. S.K. Singla, Chairman of the Audit Committee attended the last Annual General Meeting of the company held on 24th August, 2022 and replied/clarified the queries raised at the Annual General Meeting.

## 2. NOMINATION & REMUNERATION COMMITTEE

### a. Brief Description of Terms of Reference:

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Board constituted the Nomination and Remuneration Committee. The broad term of reference of the Nomination and Remuneration Committee is as per the requirements of Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with Section 178 of the Companies Act, 2013. The Committee identifies the persons who are suitable and qualified enough to become directors and who may be appointed in the Senior Management category in accordance with the criteria laid down / approved by the Board and recommend to the Board their appointment & removal. It carries out the evaluation of every director's performance. The Committee also ensures that the Company's remuneration policies, in respect of Executive Director, Key Managerial Personnel, Senior Executives and others are competitive so as to recruit and retain best talent in the company. It also ensures that appropriate disclosure of remuneration paid

to the Directors, Executive Director, KMP and Senior Executives are made as per the applicable provisions of the Companies Act, 2013. It also devises a policy on "Diversity of Board of Directors".

### b. Composition:

The Nomination and Remuneration Committee is comprised of three Non-Executive directors under the chairmanship of Dr. Prem Lata Singla, who is an Independent Director. Dr. Rajan Dhir and Dr. Manisha Gupta, an Independent Directors are the two other members of the committee. Accordingly, the Board in pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, Dr. Prem Lata Singla, an Independent Director, was appointed as a Chairman and Dr. Rajan Dhir was appointed as a member of Committee with effect from 24th August, 2022. Further, Dr. SK Singla and Dr. Yash Paul Sachdeva ceased to be the Chairman/Member of Committee due to expiry of their term on the close of 25th September, 2022.

### c. Meetings and Attendance:

The Nomination and Remuneration Committee met three times during the year i.e. on 24th May, 2022. 22nd July, 2022 and 09th November, 2022. The attendance record of the Members at the meetings held during the year 2022-23 is as follow:-

Name of the Member	No. of meetings held	No. of meetings attended
**Dr. Prem Lata Singla	3	1
Dr. Manisha Gupta	3	3
**Dr. Rajan Dhir	3	1
*Dr. S.K. Singla	3	1
*Dr. Yash Paul Sachdeva	3	2

NOTE- \* on expiry of term of office of Dr. SK Singla and Dr. Yash Paul Sachdeva w.e.f. 26th September, 2022, they ceased to be Chairman/Member of committee.

\*\*Dr. Prem Lata Singla and Dr. Rajan Dhir were appointed as Chairman/Member of the Committee w.e.f. 24th August, 2022.



**d. Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. An indicative list of parameters for evaluation includes education, knowledge, experience, expertise, skills, behavior, leadership qualities, level of engagement and contribution, independence of judgement, ability to communicate effectively with other board members and Management, effective decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders.

**e. Remuneration of Directors**

(i) Pecuniary relationship or transactions of the Non-executive Directors vis-à-vis the Company:

None of the Non-Executive Director has any pecuniary relationships or transactions vis-à-vis the Company.

**(ii) Criteria of making payment to Non-executive Directors:**

The Non-Executive Directors are paid remuneration in the form of sitting fee of Rs. 10,000/- per meeting for attending the Board Meeting of the Company. The detail of sitting fee paid to Non executive Directors are during the year 2022-23 is as follows:

Name of Director	Sitting Fee (Rs.)
Mr. Jawahar Lal Oswal	30000
Mr. Dinesh Oswal	40000
Mr. Kamal Oswal	40000
Mr. Dinesh Gogna	40000
*Dr. Amrik Singh Sohi	10000
*Dr. Suresh Kumar Singla	10000
*Dr. Yash Paul Sachdeva	20000
*Dr. Vijay Asdhir	20000
Dr. Manisha Gupta	40000
**Dr. Anchal Kumar Jain	40000
**Dr. Rakesh Kumar Jindal	20000
**Dr. Roshan Lal Behl	20000
**Dr. Rajan Dhir	20000
**Dr. Prem Lata Singla	20000
<b>TOTAL</b>	<b>370000</b>

Notes \* Due to the resignation, Dr. Vijay Asdhir ceased to be Independent Director of the Company w.e.f. 23rd July, 2022 and on the expiry of second term of office of Dr. S.K. Singla, Dr. Yash Paul Sachdeva, Dr. A.S. Sohi ceased to be Independent Directors of the Company w.e.f. 26th September, 2022.

\*\* Dr. Anchal Kumar Jain was appointed as Independent Director of the Company w.e.f. 25th May, 2022 and Dr. Rakesh Kumar Jindal, Dr. Roshan Lal Behl, Dr. Rajan Dhir and Dr. Prem Lata Singla were appointed as Independent Directors of the Company w.e.f. 24th August, 2022.

**(iii) Disclosures with respect to remuneration:**

All the non-executive directors of the Company are paid sitting fees for attending Board Meeting. Mr. Sambhav Oswal Managing Director and Mr. Satish Kumar Sharma Executive Director of the Company has been paid remuneration as per shareholders' approval vide special resolution dated 24th August, 2022 and 30th September, 2019 respectively under Section 197 read with Schedule V of the Companies Act, 2013. The disclosure in respect of remuneration paid to Mr. Sambhav Oswal and Mr. Satish Kumar Sharma detailed below:

**(iv) Elements of remuneration package**

The elements of remuneration package paid to and Mr. Sambhav Oswal Managing Director and Mr. Satish Kumar Sharma Executive Director of the Company during the year 2022-23 are as follows:

Name of the Directors	Salary	Commis- sion	Bene- fits	Bo- nuses	Stock Op- tions	Pen- sion	Total
Mr. Sambhav Oswal	5,69,60015	98,67,925	--	--	--	--	66,82,7940
Mr. Satish Kumar Sharma	22,90,274	-	--	--	--	--	22,90,274
Total							69118214

Note: Mr. Sambhav Oswal and Mr. Satish Kumar Sharma were paid remuneration during the years 2022-23 as approved by shareholders vide their resolution dated 24th August, 2022 and 30th September, 2019 respectively.

**(v) Details of fixed components and performance linked incentives, along with performance criteria**

The remuneration of Managing Director and Executive Director of the Company comprises of fixed component i.e. Salary, perquisites and retirement benefits. Further, Mr. Sambhav Oswal, Managing Director is entitled to receive 2% Commission on the Net profits of the Company as per shareholders approval



vide their resolution dated 24th August, 2022.

**(vi) Service contracts, Notice period and Severance fees**

The tenure of office of Mr. Sambhav Oswal, Managing Director is for three years and Mr. Satish Kumar Sharma, Executive Director is for five years from their respective dates of appointment and can be terminated by either party by giving one month notice in writing. There is no separate provision for payment of severance fees.

**(vii) Stock option details**

None of the Non-Executive Director has been granted any stock option by the Company.

**3. STAKEHOLDERS RELATIONSHIP COMMITTEE**

**a. Brief Description of Terms of Reference:**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR Regulations, 2015, the Board has constituted the Stakeholders' Relationship Committee. The Committee looks into the complaints/grievances of shareholders in respect of transfer/transmission of shares, Non receipt of Dividend, Share Certificates, and Annual Reports etc. and recommends measures for improving the quality of investor service. The Committee also oversees the performance of M/s Alankit Assignments Ltd. the Registrar and Transfer Agent of the Company. The main objective of the committee is to assist the Board and Company in maintaining healthier relationship with all stakeholders.

**b. Composition:**

The Stakeholders' Relationship Committee is comprised of three Non-Executive directors under the Chairmanship of Dr. Manisha Gupta, who is Woman Independent Director. Mr. Dinesh Gogna, a Non-Executive Director and Dr. Prem Lata Singla, an Independent Director are the two other members of the Committee.

During the year under review, Dr. Prem Lata Singla, an Independent Director, was

appointed as a as a member of the Committee with effect from 24th August, 2022. Further, Dr. A. S. Sohi ceased to be the member of Committee due to expiry of their term on the close of 25th September, 2022.

**c. Meetings and Attendance**

The Committee met four times during the year. i.e. on 24th May, 2022, 22nd July, 2022, 09th November, 2022 and 03rd February, 2023. The attendance record of members at the meetings held during the year 2022-23 is as follow:-

Name of the Member	No. of meetings held	No. of meetings attended
Dr. Manisha Gupta	4	4
**Dr. Prem Lata Singla	4	2
*Mr. Dinesh Gogna	4	4
*Dr. A. S. Sohi	4	1

**NOTE-** \*On the expiry of term of office of Dr. A.S. Sohi w.e.f. 26th September, 2022, he ceased to be Member of committee. \*\* Dr. Prem Lata Singla was appointed Member of the Committee w.e.f. 24th August, 2022.

**d. Name and Designation of Compliance Officer**

During year under review, Ms. Disha Jindal resigned from the designation of Company Secretary & Compliance Officer w.e.f. 31st August, 2022 and Ms. Priya was appointed as the Compliance Officer of the Company w.e.f. 15th October, 2022 and thereafter she was also appointed as Company Secretary of the Company by Board of Directors in their meeting held on 10th November, 2022.

**e. Details of Investors' complaints received/resolved/not solved to the satisfaction of shareholders/ pending:**

The Company has been quick in redressal of the grievances of the shareholders and has attended to most of the investors correspondence/grievances within a period of 7 to 10 days from the date of the receipt of the same. The details of Investors' complaints received/resolved/not solved to the satisfaction of shareholders/pending is given here below:

No. of complaints received during the year: 7



No. of complaints resolved during the year: 7  
 No. of complaints not solved to the satisfaction of shareholder: NIL  
 No. of complaints pending as on 31st March, 2023: NIL

**f. Dedicated e-mail for Investor Grievance**

To enable investors to register their grievances, the Company has designated an exclusive e-mail id. i.e. gredressalnpl@owmnahar.com.

**4. SHARE TRANSFER COMMITTEE**

The company has also constituted a share transfer committee comprising of four members under the Chairmanship of Mr. Dinesh Oswal, a Non-Executive Director of the Company. Mr. Dinesh Gogna, a Non-Executive Director, Dr. Prem Lata Singla, an Independent Directors and Ms. Priya, Company Secretary of the Company are other three members of the committee.

During the year under review, Dr. Prem Lata Singla, an Independent Director, was appointed as a member of the Committee with effect from 24th August, 2022. Further, Dr. Yash Paul Sachdeva ceased to be the member of Committee due to expiry of their term on the close of 25th September, 2022. Further, Ms. Disha Jindal had resigned from the designation of Company Secretary & Compliance Officer w.e.f. 31st August, 2022 therefore she ceased to be member of Committee w.e.f. 31st August, 2022. Ms. Priya has been appointed as Compliance Officer of the Company and also member of the Committee w.e.f. 15th October, 2022. The committee is responsible for approving the transfer and transmission of securities, dematerialization of shares, and issuance of duplicate share Certificate. The Committee met Twenty Four Times during the year under review i.e. 1st April, 2022, 15th April, 2022, 30th April, 2022, 16th May, 2022, 31st May, 2022, 17th June, 2022, 30th June, 2022, 16th July, 2022, 30th July, 2022, 12th August, 2022, 31st August, 2022, 30th September, 2022, 15th October, 2022, 31st October, 2022, 15th November, 2022, 30th November, 2022,

31st December, 2022, 16th January, 2023, 31st January, 2023, 15th February, 2023, 28th February, 2023, 15th March, 2022 and 31st March, 2023. The attendance of the members is as follows:-

Name of the member	No. of meetings held	No. of meetings attended
Mr. Dinesh Oswal	23	23
Mr. Dinesh Gogna	23	23
*Dr. Prem Lata Singla	23	12
*Mr. Yash Paul Sachdeva	23	11
**Ms. Priya	23	9
**Ms. Disha Jindal	23	11

**NOTE:-** \* on expiry of term of office of Dr. Yash Paul Sachdeva w.e.f. 26th September, 2022, he ceased to be Member of committee. \*\*Dr. Prem Lata Singla was appointed as Member of the Committee w.e.f. 24th August, 2022.

\*\*Ms. Disha Jindal had resigned from the designation of Company Secretary & Compliance Officer w.e.f. 31st August, 2022 therefore she ceased to be member of Committee w.e.f. 31st August, 2022. Ms. Priya has been appointed as Compliance Officer of the Company w.e.f. 15th October, 2022 and also member of the Committee.

Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the Shares (in respect of which dividend remain unpaid / unclaimed for a period of seven consecutive years) to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the Company's website and can be accessed through the link: [http://owmnahar.com/nahar\\_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php](http://owmnahar.com/nahar_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php). The said details have also been uploaded on the website of the IEPF Authority.

The Shareholders can claim their subjected shares/ dividend by making an application to the IEPF Authority in web-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. The Shareholders can also view the procedure at [www.iepf.gov.in](http://www.iepf.gov.in).

As per SEBI circular no. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002 the company has appointed M/s. Alankit Assignments Ltd, as Registrar for Share Transfer and Electronic





Connectivity. Accordingly, all the shareholders, investors, members of stock exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer, Demat, Remat, Change of Address etc. to our Registrar, whose address and telephone no. etc. have already been mentioned in Director's Report.

## 5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

### a. Brief Description of Terms of Reference:

The Board constituted the Corporate Social Responsibility Committee as per the provisions of Section 135 of the Companies Act 2013, read with Companies (Corporate Social Responsibility policy) Rules, 2014. The Committee formulated and recommended company's CSR policy to the Board which was approved and adopted by the Board of Directors. The Company's CSR policy is also available on Company's website [www.ownnahar.com](http://www.ownnahar.com). As per policy, company is undertaking CSR activities in collaboration with group Companies under one umbrella i.e. through Oswal Foundation which is a Registered Society formed in 2006. The Committee oversees and monitors the activities /programmes/projects undertaken by Oswal foundation.

### b. Composition

The CSR Committee is comprised of three Directors under the chairmanship of Mr. Dinesh Oswal, Director of the Company. Dr. Prem Lata Singla, Independent Director and Mr. Dinesh Gogna, Non-executive Director are other two members of the Committee.

During the year under review, Dr. Prem Lata Singla, an Independent Director, was appointed as a member of the Committee with effect from 24th August, 2022. Further, Dr. S.K. Singla ceased to be the member of Committee due to expiry of their term on the close of 25th September, 2022.

### c. Meetings and Attendance

During the year under review, the Committee met twice i.e. on 22nd July, 2022 and 03rd

February, 2023. The attendance record of members at the meeting held during the year 2022-23 is as follow:-

Name of the member	No. of meetings held	No. of meetings attended
Mr. Dinesh Oswal	2	2
*Dr. S.K. Singla	2	1
Mr. Dinesh Gogna	2	2
**Dr. Prem Lata Singla	2	1

**NOTE-** \* On expiry of term of office of Yash Paul Sachdeva w.e.f. 26th September, 2022, he ceased to be Member of committee. \*\*Dr. Prem Lata Singla was appointed as Member of the Committee w.e.f. 24th August, 2022.

The CSR report, as required under the Act for the year ended 31st March, 2023 is attached as 'Annexure I' to the Director's Report.

## 6. RISK MANAGEMENT COMMITTEE:

### a. Brief Description of Terms of Reference:

As per the provisions of Regulation 21 of SEBI (LODR) (Second Amendment) Regulations, 2021, Top 1000 listed entities determined on the basis of market capitalization as at the end of immediate previous financial year are required to constitute a Risk Management Committee. We would like to inform you that as on 31st March, 2023, Company does not fall under the category however the Board of Directors in their Meeting held on 25th May, 2022 have constituted Risk Management Committee.

### b. Composition

The Risk Management Committee comprises of three Directors under the chairmanship of Mr. Sambhav Oswal, Managing Director of the Company. Mr. Anchal Kumar Jain and Dr. Prem Lata Singla are other two members of the Committee.

The main term of reference of the Committee is to review and monitor the risks associated with Company's business and suggest measures for mitigation of the same as per Company's Risk Management Policy.

However, no business is free from Normal Business Risks i.e. Financial Risk, Exchange Risk, Cotton Prices Risk, Policy Risk, Global

Risk etc. Earlier, the Audit Committee was taking care of the Company's risk management policies but with the constitution of Risk Management Committee it will be reviewed in its meeting so that the Company could face the challenges and risk associated with the Business successfully and become a Global competitive Company.

### c. Meetings and Attendance

During the year under review, the Committee met twice i.e. on 25th May, 2022 and 10th November, 2023. The attendance record of members at the meeting held during the year 2022-23 is as follow:-

Name of Member	No. of meet-ings held	No. of meetings attended
Sh. Sambhav Oswal	2	1
*Dr. Anchal Kumar Jain	2	2
*Dr. Yash Paul Sachdeva	2	1
**Dr. Prem Lata Singla	2	1

**NOTE-** \*On expiry of term of office of Yash Paul Sachdeva w.e.f. 26th September, 2022, he ceased to be Member of committee. \*\*Dr. Prem Lata Singla was appointed as Member of the Committee w.e.f. 24th August, 2022.

## GENERAL BODY MEETINGS

### a. The details of the last three Annual General Meetings are as under:-

Finan-cial Year	Location	Date	Time
2019-20	Through Video Conferencing / Other Audio Visual Means	29.09.2020	03:30 PM
2020-21	Through Video Conferencing / Other Audio Visual Means	29.09.2021	11:30 AM
2021-22	Through Video Conferencing / Other Audio Visual Means	24.08.2022	11:30 AM

### b. Whether any Special Resolutions passed in the previous three Annual General Meetings:

2019-20	1. To consider the appointment of Mr. Sambhav Oswal (DIN: 07619112) as an Executive Director of the company.
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2020-21	1. To approve continuation of holding of office as independent director by Dr. Amrik Singh Sohi, upon attaining the age of 75 years. 2. To approve continuation of holding of office as independent director by Dr. Vijay Asdhir, upon attaining the age of 75 years.
2021-22	1. To Re-designation of Mr. Sambhav Oswal from Executive Director To Managing Director and revision in remuneration. 2. To approve continuation of holding of office as Executive Director by Mr. Satish Kumar Sharma upon attaining the age of 70 years. 3. To approve the re-appointment of Mr. Satish Kumar Sharma as an Executive Director of the company. 4. To appoint Dr. Anchal Kumar Jain as an Independent Director of the company. 5. To re-appoint Dr. Manisha Gupta as an Independent Director of the company. 6. To appoint Dr. Roshan Lal Behl as an Independent Director of the company. 7. To appoint Dr. Rajan Dhir as an Independent Director of the company. 8. To appoint Dr. Prem Lata Singla as an Independent Director of the company. 9. To appoint Dr. Rakesh Kumar Jindal as an Independent Director of the company.

### c. Whether any Special Resolution passed last year through postal ballot.

No special resolution was passed during the financial year ended 31st March, 2023 through postal ballot.

### d. Person who conducted the postal ballot exercise:

Not applicable as no special resolution was passed during the financial year ended 31st March, 2023 through postal ballot.

### e. Whether any special resolution is proposed to be conducted through postal ballot.

Presently, no Special Resolution is proposed to be conducted through postal ballot.

### f. Procedure for postal ballot.

Not applicable, whenever any special resolution will be conducted through postal ballot, the procedure for postal ballot shall be as per the applicable provisions of Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.


**IV. MEANS OF COMMUNICATION**
**a. Quarterly Results:**

The Company's quarterly results in the format prescribed by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are approved and taken on record by the Board within the prescribed period under the Regulations and sent immediately to all Stock Exchanges on which the Company's shares are listed.

**b. Newspapers wherein results normally published:**

The financial results of the Company are published in leading News Paper(s) i.e. For English language in Business Standard / Financial Express and for vernacular language in Punjabi Jagran.

**c. Any website, where displayed:**

The Company's Quarterly, Half yearly and Annual compliances / Results are displayed on the website of the Company i.e. [www.ownahar.com](http://www.ownahar.com).

The Quarterly and Annual Financial Statement along with the Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report, Cash Flow Statement, Corporate Governance Report, Report on Management Discussion and Analysis and Shareholding Pattern etc. can also be retrieved by the investors from the website of the Company, BSE Limited and National Stock Exchange of India Limited.

**d. Whether it also displays official news releases**

Whenever any official news is released, the same is also displayed on the Company's website i.e. [www.ownahar.com](http://www.ownahar.com).

**e. Presentations made to institutional investors or to the analysts:**

Whenever any presentation about Company's working is made to the Financial Institutional Investors or to the Analyst, the same is displayed on the Company's Website i.e. [www.ownahar.com](http://www.ownahar.com).

**V. GENERAL SHAREHOLDERS INFORMATION**
**a. Annual General Meeting**

Date	25th September, 2023
Day	Monday
Time	11:30 A.M.
*Mode	Video Conferencing / Other Audio Visual Mode
Remote	22nd September, 2023 to
E-Voting	24th September, 2023

*\*Pursuant to the circular of Ministry of Corporate Affairs dated 5th May, 2020 and General Circular No. 10/2022 dated 28th December, 2022 for holding of AGM through Video Conferencing or other audio visual means in the period of COVID-19, the company opted to hold its Annual General Meeting through Video Conferencing, details of which are provided in Notice of AGM.*

**b. Financial Year:** The Financial year of the company comprises of twelve months starting from 1st April of every year and ends at 31st March of next year. The current financial year of the company is from 1st April, 2022 to 31st March, 2023.

**c. Dividend Payment :** On or before 5th October, 2023

**d. Date of Book Closure :** 9th September, 2023 to 12th September, 2023 (both days inclusive)

**e. Name and address of the Stock Exchanges at which the securities of the Company are listed:**

The BSE Limited 25th Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051
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The listing fees payable to BSE and NSE for 2023-24 have been paid in full by the Company.

**f. Stock Code :**

For trading at BSE: 523391

For trading at NSE: NAHARPOLY

**g. Demat ISIN Number in NSDL and CDSL for Equity Shares: INE308A01027**

The Annual Custodian Fees for the Financial Year 2023-24 have been paid to National Security Depository Limited (NSDL) and



Central Depository Services (India) Limited (CDSL).

### h. Market Price Data-high low during each month in last financial year

The Company's equity shares are listed at BSE and NSE. Accordingly, the month wise High and Low stock prices from April, 2022 to March, 2023 are as follows:

Month	BSE		NSE	
	High	Low	High	Low
April, 2022	601.00	500.00	594.70	497.30
May, 2022	503.95	351.55	504.70	351.80
June, 2022	416.95	295.10	417.85	293.85
July, 2022	430.05	355.80	431.50	355.30
August, 2022	383.20	319.00	384.00	318.70
September, 2022	395.00	322.20	395.00	321.00
October, 2022	350.00	298.25	349.90	301.25
November, 2022	325.00	264.80	324.95	265.00
December, 2022	293.00	236.80	294.90	233.10
January, 2023	273.15	235.15	274.00	233.35
February, 2023	252.20	200.00	255.10	198.85
March, 2023	287.45	210.80	289.00	210.00

Source: Data has been taken from the website of the BSE and NSE. The Company does not have any other sources for verification of data.

### i. Performance in Comparison to broad based indices such as BSE Sensex:

The Company's equity shares are listed at BSE and NSE. Accordingly, Comparison between Nahar Poly Films Limited closing price variation and BSE Sensex in percentage from April, 2022 to March, 2023 is as under:

Financial year	Share Price of the Company				BSE Sensex			
	High-est (Rs)	Low-est (Rs)	Clos-ing (Rs)	%age change over last months closing	Highest (Rs)	Lowest (Rs)	Closing (Rs)	%age change over last months closing
2021-22								
April, 2022	601.00	500.00	506.30	-10.77	60845.1	56009.07	57060.87	-2.64
May, 2022	503.95	351.55	398.25	-27.13	57184.21	52632.48	55566.41	-2.69
June, 2022	416.95	295.10	382.05	-4.24	56432.65	50921.22	53018.94	-4.80
July, 2022	430.05	355.80	358.85	-6.47	57619.27	52094.25	57570.25	7.91
August, 2022	383.20	319.00	353.50	-1.51	60411.2	57367.47	59537.07	3.30
September, 2022	395.00	322.20	338.25	-4.51	60676.12	56147.23	57426.92	-3.67
October, 2022	350.00	298.25	305.75	-10.63	60786.7	56683.4	60746.59	5.46
November, 2022	325.00	264.80	284.95	-7.30	63303.01	60425.47	63099.65	3.73
December, 2022	293.00	236.80	265.60	-7.29	63583.07	59754.1	60840.74	-3.71
January, 2023	273.15	235.15	253.30	-4.86	61343.96	58699.2	59549.9	-2.17

February, 2023	252.20	200.00	214.35	-18.17	61682.25	58795.97	58962.12	-1.00
March, 2023	287.45	210.80	228.25	6.50	60498.48	57084.91	58991.52	0.05

Source: Data has been taken from the website of the BSE. The Company does not have any other sources for verification of data.

### j. In case the securities are suspended from trading, reason thereof

The Company's securities have not been suspended from trading during the year under review.

### k. Registrar to an issue and Share Transfer Agents

As per SEBI Circular No. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002 the Company has appointed M/s Alankit Assignments Ltd. New Delhi, as Registrar for Share Transfer and Electronic Connectivity. Accordingly, all the Shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of Share Transfer, Demat/Remat, Change of Address etc. to our Registrar whose address and telephone nos. etc. have already been mentioned in the Directors' Report.

In case any query/complaint remains unresolved with our Registrar, please write to the Company Secretary at the Registered Office of the Company.

Members may kindly note that the Registrar & Transfer Agent and/or the Company will not entertain request for noting of change of address/bank details/ECS mandate in case of accounts with demat holding. For this purpose, shareholders should approach their Depository Participant.

### l. Share Transfer System

The company has constituted share transfer committee consisting of four members, Mr. Dinesh Oswal, a Non-Executive Director of the Company. Mr. Dinesh Gogna, a Non-Executive Director, Dr. Prem Lata Singla, an Independent Directors and Ms. Priya, Company Secretary of the Company are other three members of the committee. Ms. Disha Jindal had resigned from the designation of Company Secretary & Compliance Officer



w.e.f. 31st August, 2022 therefore she ceased to be member of Committee w.e.f 31st August, 2022. Ms. Priya has been appointed as Compliance Officer of the Company and also member of the Committee w.e.f. 15th October, 2022. Normally Share transfer committee meets twice in a month to approve the transfer/transmission/transposition, issue of duplicate share certificates & dematerialization of shares and duly transferred shares are generally dispatched within the prescribed period under the Companies Act, 2013/SEBI LODR Regulations, 2015.

As required under Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, a certificate is obtained yearly from a Practicing Company Secretary within one month from the end of financial year certifying that all certificates has been issued within 15 days of their lodgment for transfer, transmission, sub-division, consolidation, renewal & Exchange or endorsement. The Certificates is forwarded to BSE & NSE where the equity shares of the Company are listed.

#### m. Distribution of Shareholding

As on 31st March, 2023, your Company had 26558 shareholders having a total of 24587991 equity shares. The following is the distribution of Shareholding.

No. of Shares held	No. of Share-holders	Per-centage of Share-holders	Aggre-gate Share-holding	Percent-age of Share-holding
1-500	24715	93.06	2510282	10.21
501-1000	1253	4.72	838288	3.41
1001-2000	318	1.20	456240	1.86
2001-3000	89	0.34	224885	0.91
3001-4000	48	0.18	164639	0.67
4001-5000	36	0.14	164502	0.67
5001-10000	54	0.20	398762	1.62
10001 & above	45	0.17	19830393	80.65
<b>TOTAL</b>	<b>26558</b>	<b>100.00</b>	<b>24587991</b>	<b>100.00</b>

#### n. The Shareholding pattern as on 31st March, 2023 as follows:

Shares held by	No. of Shares	Percentage of Share-holding
Promoters	17421134	70.85
Public	5957152	24.23
HUF	207045	0.84
Foreign Portfolio-Corp.	15795	0.06
Banks / Mutual Funds	2708	0.01
Foreign holdings (FIIs, NRIs)	206681	0.84
Body Corporate	161548	0.66
Clearing Member	7842	0.03
IEPF	608086	2.47
<b>TOTAL</b>	<b>24587991</b>	<b>100%</b>

#### o. Dematerialization of Shares and Liquidity

As on 31st March, 2023, 2,37,98,631 comprising 96.79% of the total Equity Capital of the Company has been dematerialized. Equity Shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited. To facilitate holding and trading of securities in electronic form, your Company has established connectivity with both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL). The investors have an option to dematerialize their equity shares with either of the Depositories.

Further, the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that listed companies to 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.





**p. Outstanding American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on equity**

The Company does not have any outstanding Global Depository Receipts or American Depository Receipts or warrants or any Convertible Instruments, which is likely to have any impact on the equity of the Company.

**q. Commodity price risk or foreign exchange risk and hedging activities**

The Company is in the Manufacturing of BOPP Films has not dealt in any commodity market and thus there is no commodity price risk. Since the Company is in the export of BOPP Films and to cover itself from exchange rate fluctuations it goes in for partial hedging by normal booking in the normal course of the business. The Company is not involved in any speculative activities.

**r. Plant Location:**

(a) Village Sarakian, Itayakalan, Distt. Raisen (M.P.)

(b) Nahar Poly Films Limited Line-2 New Unit, Hoshangabad Road, Vill.Sarakia/Itayakalan Near Mandideep, Raisen, Raisen, Madhya Pradesh, 464993

**s. Address for Correspondence:**

**“Nahar Tower”**

376, Industrial Area-A,  
Ludhiana - 141 003

Phone No. : 0161-2600701 to 2600705

Fax No. : 0161-2661180, 2222942

E-mail ID : secnel@owmnahar.com

Website : www.owmnahar.com

**t. Credit Ratings:**

We are pleased to inform you that M/s CARE Ratings vide their letter dated 26 December, 2022 has intimated us about the credit rating assigned to the Company which is as under:

Facilities/ Instruments	Rating <sup>1</sup>	Rating Action
Long Term Bank Facilities	CARE A; STABLE (Single A; Outlook: Positive)	Revised; Outlook revised from Single A Minus to Positive
Short Term Bank Facilities	CARE A1 (A One)	Revised from CARE A2+

**VI. OTHER DISCLOSURES**

**1. Disclosure on Materially Significant Related Party Transactions that may have potential conflict with the interest of the Company at large:**

During the year, there are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. During the year, the Company had not entered into any contract / arrangement/ transaction with related parties which could be considered material in accordance with the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. However, the details of transactions with the Related Parties/ Group Companies/ Associates Companies are disclosed in Notes to the Financial Statements as per applicable provisions.

**2. Details of Non-compliance by the Company, penalties, strictures imposed by Stock Exchanges or the Board or any Statutory Authority on any matter related to capital markets during the last three years:**

The Company continues to comply with the requirements of Stock Exchanges, SEBI or any other Statutory Authorities on all matters related to capital markets during last three years. No penalty or strictures have been imposed on the company by the said authorities relating to the above.

**3. Details of establishment of Vigil Mechanism/ Whistle Blower Policy:**

The Board, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2013, has established a Whistle Blower Policy/Vigil Mechanism for its Directors and employees to report genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or Policy. The Policy provides adequate safeguards against victimization of persons who use such mechanism. The Audit Committee regularly reviews the working of the Mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy/Vigil Mechanism is also posted on Company's Website and can be accessed at [http://owmnaahar.com/naahar\\_polyfilm/pdf/vigil-mechanismwhistle-blower-policy.pdf](http://owmnaahar.com/naahar_polyfilm/pdf/vigil-mechanismwhistle-blower-policy.pdf).

**4. Details of compliance with mandatory requirements and adoption of non-mandatory requirements:**

The company has complied with all the mandatory requirements of Corporate Governance as prescribed in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Besides, the Company has also complied with the non mandatory requirements in respect of Corporate Governance as specified in Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as detailed below:

- i. **Un-modified opinion(s) in audit report:** The Company is already in a regime of financial statements with un-modified audit opinion.
- ii. **Reporting of internal auditor:** The internal auditor may report directly to the Audit Committee.

The Company is yet to comply with other non

mandatory requirements of the Corporate Governance as specified in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**5. Web link where policy for determining 'material' subsidiaries is disclosed:**

The requirement of policy for determining 'material' subsidiaries is not applicable to the Company as it does not have any subsidiary company.

**6. Web link where policy on dealing with related party transactions is disclosed:**

The Company has formulated the Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, which can be accessed at [http://owmnaahar.com/naahar\\_polyfilm/pdf/RPT-NAHAR-POLY.pdf](http://owmnaahar.com/naahar_polyfilm/pdf/RPT-NAHAR-POLY.pdf).

**7. Disclosure of commodity price risks and commodity hedging activities:**

The Company is engaged in the Business of BOPP Films and the primary raw material for the manufacturing of BOPP Films is PP Resin which is a byproduct of petroleum with the share of around 90-95% of total raw material cost. The Price of Petroleum depends upon on price of crude oil in the international market which keeps on fluctuating from time to time because of which the price of raw material varies. During the year, the company has not dealt in any commodity market, thus there is no commodity price risk. Further, the Company is not involved in any hedging activities.

**8. Details of utilization of funds raised through preferential allotment or qualified institutions placement:**

The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations.

**9. Certification from Company Secretary in Practice:**

Mr. P.S. Bathla, Proprietor of M/s. P.S. Bathla & Associates, Practicing Company Secretaries, has issued a certificate as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such other authority. The certificate is attached with this Report.

**10. Recommendation of Committees:**

In the financial year 2022-23, the board has accepted all recommendations of the Committees.

**11. Fees paid to Statutory Auditors:**

The company has appointed M/s YAPL & Company, Chartered Accountants as Statutory Auditors of the company. The total fees for all services paid by the Company to the statutory auditors and all entities in the network firm/network entity of which the statutory auditors is a part, is Rs. 6,25,058 (Six Lacs Twenty Five Thousand Fifty Eight Only).

**12. Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.

**13. Prevention of Insider Trading:**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of practices and procedures for fair disclosure of unpublished price sensitive information" and "Code of Conduct to regulate monitor and report trading by insiders. The Code helps to regulate trading in securities

by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary being the Compliance Officer of the company is responsible for implementation of the Code.

Pursuant to provisions of Regulation 3(5) and 3(6) of PIT Regulations, the Company has a Structured Digital Database (SDD) in place and is maintained as per the requirements stipulated under PIT Regulations.

**14. Dividend Distribution Policy:**

We are pleased to inform you that the Board of Directors had approved and adopted the Dividend Distribution Policy in their Meeting held on 31st May, 2021. The Policy set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders. Further, pursuant to the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) requires that top 1000 listed entities based on market capitalization as on 31st March, 2023 shall formulate a dividend distribution policy. We would like to inform you that your Company as on 31st March, 2023 does not falls in top 1000 list of listed entities. The policy is already updated on the Company's website and the same is available at [http://www.own-nahar.com/nahar\\_polyfilm/pdf/NPF-dividend\\_distribution\\_policy.pdf](http://www.own-nahar.com/nahar_polyfilm/pdf/NPF-dividend_distribution_policy.pdf)

**15. Business Responsibility and Sustainability Report:**

Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Reg-



ulations, 2015 requires that top 1000 listed entities based on market capitalization shall submit a Business Responsibility and Sustainability Report in the format as specified by SEBI. We would like to inform you that company as on 31 March, 2023 does not falls in list of top 1000 listed entities based on market capitalization. Hence Business Responsibility and Sustainability Report not applicable.

**16. Insurance Policy for Directors and Officers:**

As per Regulation 25 (10) of Listing Regulations, as amended top 1000 listed entities are required to undertake Director and Officer Insurance Policy. We would like to inform you that your Company as on 31st March, 2023 does not falls in top 1000 list of listed entities. However, the Company has already taken Directors and Officers insurance ('D and O insurance') Policy.

**17. Reconciliation of Share Capital Audit:**

The Securities and Exchange Board of India has directed vide Circular No. D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total shares held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued/paid up capital. The said certificate duly certified by a Practicing Company Secretary is submitted to the Stock Exchanges within 30 days of the end of each quarter.

**18. CEO and CFO Certification:**

As required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Certificate duly signed by the Executive Director and Chief Financial Officer was placed at the meeting of Board of Directors held on 30th May, 2023.

**19. Disclosure by listed entity and its subsidiaries of 'loans and advances in the nature**

**of loans to firms/companies in which directors are interested by name and amount**

During the year, the Company has given Inter Corporate Loans to the Group Companies of Rs 1100.00 Lacs on arm Length Basis in normal course of business to utilize the surplus funds available with the Company. The details of transactions with the Group Companies are disclosed in Notes to the Financial Statements as per applicable provisions.

**VII. Non-compliance of any requirement of Corporate Governance Report with reasons thereof:**

The Company has complied with all the requirements of Corporate Governance Report from sub-para (2) to (10) of Part C of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**VIII. Disclosure of compliance with Corporate Governance requirements as specified in Regulation 17 to 27 and Regulation 46(2)(i) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

The Company has complied with all the Corporate Governance requirements as specified in Regulation 17 to 27 (except Regulation 21 and 24, which are not applicable to the Company) and Regulation 46 (2)(i)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**IX. CODE OF CONDUCT**

The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and highest standard of transparency. Accordingly, the Company has laid down a Code of conduct for all its Board members and Senior Managerial Personnel so that conflict of interest could be avoided. The Code of Conduct suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. All the Board members and Senior Managerial Per-



sonnel are complying with the said code of conduct. The code of conduct is also available on Company's website i.e. [www.ownahar.com](http://www.ownahar.com). The Board members and senior management personnel affirm the compliance of this Code annually. A declaration by the Executive Director/CEO in terms of SEBI LODR Regulations, 2015 to the effect that members of the Board and senior management personnel have affirmed compliance with this Code of Conduct is attached with this Report.

**X. Disclosure with respect to demat suspense account /unclaimed suspense account:**

- a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil
- b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil
- c. Number of shareholders to whom shares were transferred from suspense account during the year: Nil
- d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil
- e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable

All the shares of the Company has already been allotted to the eligible allottees, hence there is no demat suspense account/unclaimed suspense account.

In compliance of SEBI Circular No. SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated December 30, 2022, the Company has opened a 'Suspense Escrow Demat Account' for crediting the shares where the shareholder fails to submit the demat request to the Depository Participant within a period of 120 days from the date of issuance of letter of confirmation. Shareholders can claim these shares transferred to 'Suspense Escrow Demat Account'

**XI. DISCLOSURE OF AGREEMENTS UNDER REGULATIONS 30A OF SEBI LODR REGULATIONS, 2015**

During the year under review, Company has not entered into any agreement as specified in clause 5A of Para A of Schedule III of SEBI LODR Regulations, 2015.

**FOR AND ON BEHALF OF THE BOARD**

	<b>Sd/-</b>
	<b>JAWAHAR LAL OSWAL</b>
<b>Place : Ludhiana</b>	<b>(CHAIRMAN)</b>
<b>Dated : 9th August, 2023</b>	<b>(DIN: 00463866)</b>

**MANAGING DIRECTOR'S DECLARATION**

Pursuant to the requirement of Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all Board Members and Senior Management personnel of the company have affirmed compliance with Code of Conduct for Board of Directors and Senior Management Personnel for the year ended 31st March, 2023.

**Dated : 9th August, 2023**  
**Place : Ludhiana**

**SAMBHAV OSWAL**  
**(MANAGING DIRECTOR)**  
**(DIN: 07619112)**



**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

(Pursuant to Clause 10 of Part C of Schedule V of SEBI (LODR) Regulations, 2015)

To  
The Members  
M/s Nahar Poly Films Limited  
Ludhiana

I have examined the relevant records of M/s NAHAR POLY FILMS LIMITED for the purpose of certifying compliance of requirements in Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2023.

On the basis of disclosures / declarations received from the Directors and taken on record by the Board of Directors and according to the verifications (including DIN Status of Directors at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company. I hereby certify that none of the twelve Directors on the Board of the Company as stated below for the Financial Year ended as on 31st March, 2023, has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI / Ministry of Corporate Affairs or any such other statutory authority.

Sl. No	Name of Director	DIN	Date of appointment in Company
1.	Mr. Jawahar Lal Oswal	00463866	14/10/1991
2.	Mr. Dinesh Oswal	00607290	11/11/1988
3.	Mr. Kamal Oswal	00493213	15/11/1989
4.	Mr. Dinesh Gogna	00498670	15/11/1989
5.	Mr. Sambhav Oswal	07619112	26/06/2020
6.	Mr. Satish Kumar Sharma	00402712	30/07/2007
7.	Ms. Manisha Gupta	06910242	26/09/2017
8.	Ms. Prem Lata Singla	09674172	24/08/2022
9.	Ms. Anchal Kumar Jain	09546925	25/05/2022
10.	Mr. Rakesh Kumar Jindal	03602606	24/08/2022
11.	Mr. Roshan Lal Behl	06443747	24/08/2022
12.	Mr. Rajan Dhir	09632451	24/08/2022

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P.S. Bathla & Associates**  
**Company Secretaries**

Place : Ludhiana  
Dated: 9th August, 2023  
UDIN: F004391E000767670

**P.S. Bathla**  
**(Proprietor)**  
**CP No. 2585**  
**Peer Review No. 1306/2021**



**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE**

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members,  
Nahar Poly Films Limited

We have examined the report of Corporate Governance presented by the Board of Directors of NAHAR POLY FILMS LIMITED for the year ended 31st March, 2023 as stipulated in Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representation made by the Directors and Management, we hereby certify that the Company has duly complied with the conditions of Corporate Governance as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P S Bathla & Associates  
Company Secretary**

**Place: Ludhiana  
Dated: 9th August, 2023  
UDIN: F004391E000767703**

**Parminder Singh Bathla  
(Proprietor)  
FCS: 4391/CP No. 2585  
Peer Review No. 1306/2021**

**Annexure-VI****MANAGEMENT DISCUSSION AND ANALYSIS****MACROECONOMIC OVERVIEW**

The Global Economies are witnessing a sharp slowdown with high rate of inflation. The continued geopolitical tensions, conflict between Russia & Ukraine, sharp rise in the fuel and food prices and lingering COVID-19 pandemic continues to weigh heavily on the world economies. The tightening of the monetary policy and increase in the interest rates by the various Central banks across the world has given a short term relief to the economies but the outlook of world economy is still uncertain. The projected Global growth is expected to fall from an estimated 3.5 percent in 2022 to 3.0 percent in both 2023 and 2024. (Source: IMF-World Economic Outlook, July 2023).

In spite of the above challenges, India remained one of the fastest growing economies in the world. It is expected that Indian Economy is likely to grow between 6.5 to 6.9 percent in the Financial Year 2023. This seems to be relatively good performance in comparison to other large economies of the world. The Government continued thrust on structural reforms and policy initiatives like Production Linked Incentive Scheme (PLI), Make in India Program, Higher spending on social welfare, Health care and Infrastructure etc. will give further push to Indian Economy and thus help in becoming the world's 'Third largest' economy by 2027.

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Flexible packaging film like BOPP has become the preferred type of packaging in the food and beverages industry because of its adaptability, ability to customize, efficacy in protecting, and sustainability. The increased demand of sustainable packaging material like BOPP film has increased tremendously for packing ready-to-eat snacks/ food and dairy products which will propel the demand for the BOPP films. Besides, the packaging application is likely to grow in the coming period because of increasing demand for the personal care products, delicate and smart electronic, such as laptop, mobile phone and accessories and other various products. This is likely to give further push to metalized BOPP films.

The Indian BOPP market is expected to grow at a CAGR of 5% from 2023 to 2028. (Source: (<https://www.mordorintelligence.com/industry-reports/india-BOPP-films-market>)). Seeing the good prospects of the Industry, your Company has already increased its capacity to 60000 tonnes p.a., so that it can cater to the rising demand and also reap the benefits of the growth. Moreover with the growth of Indian Economy, the BOPP market is also expected to witness a high growth because of surging development of the Pharmaceutical, retail, cosmetic industry apart from the food and beverages Industry.

**OPPORTUNITIES AND THREATS**

BOPP films find applications primarily in food industry for packaging and labeling. This sector is growing rapidly because of rising income level, changing consumer consumption pattern, urbanization of cities and modernization of retail business and rapid growth of E- Business. The rising demand for snacks, cakes, bread, ready to eat packaged food and frozen food has also provided a new opportunity for the growth of the BOPP film Industry.

Further with the growth of FMCG companies, demand for BOPP films is certainly going to increase substantially. Moreover transition from rigid packaging to flexible packaging due to their inherent moisture barrier qualities, seal ability, great clarity and image reproduction, and shelf appeal will lead to growth of the BOPP films Industry.

BOPP bags and pouches are becoming more and more popular because they are eco-friendly. The great visual value of BOPP bags and pouches gives the product used for packaging an extra promotional feature. This will further add to the demand for BOPP films.

Though, BOPP Films industry is witnessing a sustainable growth on account of favorable factors but it is not immune from normal business threats and challenges. The ongoing overproduction because of capacities enhancement, Industry faces tough competition both from domestic as well as international players. Moreover the Geo political situation coupled with high rate of inflation in several economies of the world has impacted global



trade. Also European markets are witnessing a slow recovery and has thus affected the demand for BOPP Films. Your management is quite hopeful that demand for the BOPP films products will increase with the growth in the world economies.

### **FUTURE OUTLOOK**

India has very low consumption of per capita of flexible packaging for fresh and processed meat and sea food as compared to US, Japan and Western Europe. But in recent times, usage of flexible packaging has increased due to several advantages offered by flexible packaging solutions. The BOPP film is the future of innovative packaging because of its unique properties, cost effective and eco-friendliness. The growth in food packaging and increasing need for UV light barrier films are the major drivers for the growth of the BOPP films and will create future demand with enormous market prospects, in the coming years.

The rapid growth of e-commerce especially in the food & beverages industry which will further propel the demand of flexible packaging material. Besides beverage and food Industry, requirement for efficient pharmaceutical packaging solutions, represents one of the key factors creating a positive outlook for the BOPP films Industry.

### **RISK AND CONCERNS**

The raw material which plays a major component in the cost of making BOPP Film is "Polypropylene". Any changes in the raw material prices and falls in finished good product prices may affect the performance of the Industry. Your management has always taken affective steps to monitor and mitigate these risks but during the year under review, the volatility of the prices of the raw material severally affected the performance of the Company.

Besides, the company's main source of income will be from selling of BOPP film, a substrate in packaging material in plain and metalized form to further converters. Any adverse impact on the operations of the packaging converters may impact the company's revenues and its profitability.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company is maintaining an efficient and

effective system of Internal Financial Control for facilitating accurate compilation of financial statements. The company's Internal Control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with procedures, laws and regulations. The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal Financial Control system commensurate with the nature of its business and the size of its operations. In order to further strengthen the internal control system and to automate the various processes of the business, the company is making use of SAP S4 HANA application, which is based on SAP Hana database. It keeps all the data processing that is magnitude faster than that of disk based system, allowing for advanced, real time analytics.

The Company has also appointed Piyush Singla & Associates, Chartered Accountants Firm, as Internal Auditors of the Company. The Company is also having Internal Audit Department to test the adequacy and effectiveness of Internal Control Systems laid down by the Management and suggests improvement in the systems. Internal Audit Reports are discussed with the Management. During the year, Company's Internal Controls were tested and no reportable weakness in the system was observed.

Apart from this, an Audit Committee consisting of three non-executive directors has been constituted. All the significant audit observation and follow up action thereon are taken care of by the Audit Committee. The Audit Committee met four times during the financial year under review. The Company has also established a Vigil Mechanism as per section 177(9) of Companies Act, 2013 read with Rule 7 of the Companies (Meeting of Board and its Powers) Rules, 2014.

### **SEGMENT WISE OR PRODUCT WISE PERFORMANCE AND FINANCIAL/OPERATIONAL PERFORMANCE**

The Company is operating in single segment i.e. BOPP Films as such disclosure requirements of



Ind AS-108, issued by the Institute of Chartered Accountants of India are not applicable on the company. During the year under review, the Company's performance have been excellent. The Company has achieved a total income of Rs. 72904.37 Lakhs with a net profit of Rs. 3194.41 Lakhs. The detailed performance has already been discussed in the Directors' Report under the column "Financial Performance".

### **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS**

Beyond Balance Sheet lies Company's singly biggest Asset Human Resources. The Company is of firm belief that the Human Resources are the driving force that propels a Company towards progress and success. The Company continued its policy of attracting and recruiting the best available talent so that it can face business challenges ahead. The Company also offers attractive compensation packages to retain and motivate the professionals so that they can give their best.

The Company has also ensured that Company's factories and offices are sanitized at regular interval to safeguard its worker/ employees. The total permanent employee's strength of the Company was 309 as on 31st March, 2023. The industrial relation continued to remain cordial during the year.

### **SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS (In %)**

<b>Ratio</b>	<b>31.03.2023</b>	<b>31.03.2022</b>
Operating Profit	12.10%	25.71%
Net Profit	5.93%	23.79%
Return on capital employed (ROCE)	6.86%	14.45%
Return on Investment (ROI)	0.89%	1.25%
Inventory Turnover Ratio	11.06 (times)	8.36 (times)
Debt Service Coverage Ratio	2.20 (times)	6.87 (times)
Interest coverage ratio	7.07 (times)	42.71 (times)

**Operating Profit Ratio:-** The Operating Profit ratio has changed significantly due to decline in product

prices as well as fall in the realization of per Kg of product, which affected operating profits of the Company.

**Net Profit Ratio:-** The Net Profit ratio has changed significantly due to decline in product prices as well as fall in the realization of per Kg of product, which affected net profits of the Company.

**Return on capital employed:** The return on Capital employed has changed significantly due to decline in product prices as well as fall in the realization of per Kg of product, which affected return on capital employed of the Company.

**Return on investment:** The Return on investment has changed due to decrease in amount of dividend received by company from its investments.

**Inventory Turnover Ratio:** The Inventory turnover ratio has changed due to increase in Sales turnover volume on account of setting up of new BOPP Film unit at Mandideep.

**Debt Service Coverage:** The Debt Service Coverage ratio has changed due to increase in borrowings by way of term loan for setting up a new BOPP Film unit at Mandideep.

**Interest Coverage Ratio:** The Interest Coverage ratio has changed due to utilisation of term loan raised for setting up of new BOPP Film unit at Mandideep.

Place : Ludhiana  
Dated: 9th August, 2023

FOR AND ON BEHALF OF THE BOARD

JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN: 00463866)




**Annexure-VII**
**BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT**
**SECTION A: GENERAL DISCLOSURES**
**1. Details of the listed entity:**

1.	Corporate Identity Number (CIN) of the Listed Entity	L17115PB1988PLC008820
2.	Name of the Listed Entity	Nahar Poly Films Limited
3.	Year of incorporation	1988
4.	Registered Office Address	376, Industrial Area-"A", Ludhiana, Punjab-141003
5.	Corporate Office Address	376, Industrial Area-"A", Ludhiana, Punjab-141003
6.	E-mail id	secnel@owmnahar.com
7.	Telephone	91-161-2600701 to 705,
8.	Website	www.owmnahar.com
9.	Financial Year for which Reporting is being done	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd & National Stock Exchange of India Limited
11.	Paid-up Capital	Rs. 1229.40 Lakhs
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Ms. Priya Company Secretary and Compliance officer E-mail Address: secnel@owmnahar.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures under this report are made on a standalone basis.

**II. Products/services:**
**14. Details of business activities (accounting for 90% of the turnover):**

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Manufacturing	Manufacture of Flexible Packaging Films both transparent & Metalized (including Value added oriented films for packaging, labels, lamination and industrial applications).	100 %

**15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):**

S.No.	Product/Service	NIC Code	% of Total Turnover Contributed
1.	BOPP FILMS	22209	100%


**III. Operations :**
**16. Number of locations where plants and/or operations/offices of the entity are situated:**

Location	No. of Plants	No. of Offices	Total
National	2	4	6
International	-	-	-

**17. Markets served by the entity:**
**a. Number of locations**

Location	Number
National (No. of States)	27
International (No. of Countries)	18

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

The contribution of exports as a percentage of the total turnover of the entity is 8.79%.

**c. A brief on types of customers:**

Nahar Poly Films Ltd., a part of "Nahar Group" is into the business of manufacturing packaging films mainly Bopp film and Metalized Bopp films. Bopp films are mainly used in flexible packaging in vast range of applications comprising packaging, labelling, lamination and various other industrial applications.

Nahar Poly Films Ltd. doing business with direct customers and through dealer network. The company has a very strong customer base in domestic as well as overseas market. The company value their customers; thereby holding a very strong presence in small, medium as well as large customers/ convertors base.

**IV. Employees**
**18. Details as at the end of Financial Year:**
**a. Employees and workers (including differently abled):**
**Employees**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
1.	Permanent (D)	165	164	99.39	1	0.61
2.	Other Than Permanent (E)	1	-	-	1	100
3.	Total Employees (D+E)	166	164	98.8	2	1.20

**Workers**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
1.	Permanent (D)	143	143	100	-	-
2.	Other Than Permanent (E)	-	-	-	-	-
3.	Total Employees (D+E)	143	143	100	-	-



**b. Differently abled Employees and workers**

**Employees:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
1.	Permanent (D)	1	1	100	-	-
2.	Other Than Permanent (E)	-	-	-	-	-
3.	Total Employees (D+E)	1	1	100	-	-

**Workers**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
1.	Permanent (D)	2	2	100	-	-
2.	Other Than Permanent (E)	-	-	-	-	-
3.	Total Employees (D+E)	2	2	100	-	-

**19. Participation/Inclusion/Representation of women:**

	Total (A)	No. and Percentage of Females	
		No. (B)	% (B/A)
Board of Directors (including MD )	12	2	16.67
Key Management Personnel (excluding MD)	2	1	50.00

**20. Turnover rate for permanent employees:** (Disclose trends for the past 3 years)

	FY 2022-2023			FY 2021-2022			FY 2020-2021		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	2.5	-	2.5	2.5	-	2.5	2.5	-	2.5
Permanent Workers	3.5	-	3.5	3.5	-	3.5	3	-	3

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

**21. (a) Names of holding / subsidiary / associate companies / joint ventures:**

Sr. No.	Name of the holding/subsidiary/ associate companies/joint ventures (A)	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Nahar Capital And Financial Services Limited	Associate	38.46	NO

**VI. CSR Details**

**22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes**

**Turnover** - Rs. 719.81 Crores

**Net worth** - Rs. 479.68 Crores

**VII. Transparency and Disclosures Compliances:**
**23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:**

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-2023			FY 2021-2022		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes whistleblowernpfl@owmnahar.com	NIL	NIL	-	NIL	NIL	-
Investors (other than shareholders)	Not Applicable						
Shareholders	Yes (gredressalnpl@owmnahar.com)	7	NIL	-	4	NIL	-
Employees	Yes whistleblowernpfl@owmnahar.com	NIL	NIL	-	NIL	NIL	-
Customers	Yes whistleblowernpfl@owmnahar.com	10	NIL	-	15	NIL	-
Value Chain Partners	Yes whistleblowernpfl@owmnahar.com	NIL	NIL	-	NIL	NIL	-

**24. Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk /opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	The packaging industry has shown phenomenal growth in the due to an all-time rise in the demand for packed food, pharmaceutical products and other essential goods with a strong drift in the consumer sentiments towards health and hygiene	O	Rising enquiries for packaged food deliveries and growing e-commerce requirements and organized retail plastic packaging have risen the per capita consumption of packaging films in the country	NA	It is expected that it will boost sales of BOPP films for packaging in the coming years. Apart from conventional Tape/Textile and food packaging market, the new applications of BOPP films are emerging which will further improve the prospectus of the industry



2.	The company has installed Solar power facility and is using the same for its units which are helping in reducing GHG and moving towards a sustainable environment. Besides the company is using clean/ green energy as it has installed boilers with bio mass fuels.	O	<ul style="list-style-type: none"> <li>To get uninterrupted and Clean Energy.</li> <li>The company is making use of Roof top Solar Power Plant to save on electricity cost.</li> </ul> <p>Customers value the company for its sustainable environment initiative and this will have positive impact on company's performance.</p>	NA	Cost saving being positive financial impact
3.	Environmental Foot-print -Water Management	R	<p>Water scarcity can impair the company's operations and</p> <ul style="list-style-type: none"> <li>Disrupt business.</li> </ul>	Employee education for saving water and making efficient use of water in units, Rain water harvesting, recycling of waste water	Negative
4.	Environmental Foot-print -Waste Management	R	Inadvertent non-compliance to existing and emerging Regulations around recycling and the circular economy can result in economic penalties and reputation damage.	Reduction in waste generation, maximization of recycling and Reuse.	Negative
5.	Human rights	R	Human rights violations or non-compliance with statutory norms can lead to loss of reputation.	<p>The Company has defined policies and guidelines to ensure that principles of human rights are followed in word and spirit.</p> <p>The company ensures that all those connected with company's workplace, supply chain and distribution chain are treated with respect, dignity and fairness.</p>	Potential human rights violations and non-compliance can cause damage to corporate reputation and have financial repercussions
6.	Corporate Governance – Board oversight, Conflict of Interest, Ethics, Risk and Compliance, Succession Planning	R	Effective compliance to the corporate governance is core to achieving the Organization's mission and goals. The noncompliance of SEBI (LODR)	Kindly Refer Annexure-V to the Board's report for the annual report on Corporate Governance	Negative





			Regulations, 2015 and other rules and regulations can undermine stakeholder trust, damage reputation and disrupt business.		
7.	Environment, Health & Safety (EHS)	R	Emissions and hazardous wastes may result in operational disruptions.	<p>1. The Company has ISO 9001:2015 BRCGS6 (Environmental Management Systems) certified.</p> <p>2. The Company has in place sound Governance policies and procedures for EHS, including monitoring by Sr. Management.</p> <p>3. The Company is committed for protection and restoration of the environment. The Company treats all its post-process water in its effluent treatment plant and further purifies it via reverse osmosis before returning it to the environment, implying Zero discharge.</p>	Risk of potential health hazards and/ or accidents due to noncompliance with defined EHS norms and guidelines resulting in production disruptions, potential financial losses and statutory fines / penalties
8	High Intensity of Noise Pollution	R	Machines Continuously Running on High Speed create high intensity of noise.	Company has provided ear plugs to its employees for working in a noise free and soothing environment	No Material Financial implication.

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as follows:

P1 Business should conduct and govern themselves with Ethics, Transparency and Accountability

P2 Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

P3 Businesses should promote the wellbeing of all employees



P4 Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

P5 Businesses should respect and promote human rights

P6 Business should respect, protect, and make efforts to restore the environment

P7 Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

P8 Businesses should support inclusive growth and equitable development

P9 Businesses should engage with and provide value to their customers and consumers in a responsible manner

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	The policies are available on the company's website i.e. <a href="http://www.ownahar.com">www.ownahar.com</a> under the head "Policies"								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications / labels/ standards (e.g. Forest Stewardship Council, Fair trade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<ul style="list-style-type: none"> <li>• ISO:9001:2015</li> <li>• BRCGS.6</li> </ul>								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	N	N	N	N	N	Y	N	N	N
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA	NA	NA	NA	NA	Y1 (See Note)	NA	NA	NA
<b>Governance, leadership and oversight</b>									
<b>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:</b>  In the current geopolitical environment, the success of the business is not only measured in financial terms, but also whether the business has integrated ESG (Environmental, Social and Governance) into their business. The business can succeed and sustain its good performance, if society thrives. The company is committed to making the business truly sustainable and socially responsible and is focusing to address diverse social and environmental challenges by taking steps on Environmental issues, Waste Recycling, Health & Safety, Ethics & Governance. The company support and promote community development and environmental protection.									



8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Mr. Sambhav Oswal Designation: Managing Director DIN: 07619112
9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.	The Board of Directors of the company is responsible for managing the sustainability issues of the company. The board is supported by: Corporate Social Responsibility Committee, Risk Management Committee
<b>Note: Y1</b> <ul style="list-style-type: none"> <li>The company's goal is to use maximum solar power in its unit. The company has already installed 1.2 MW roof top solar plant capacity at company's unit at Mandideep. The solar power is generating green energy, resulting in saving of electricity cost and also save environment.</li> <li>The company has imported state of the art manufacturing facility from Bruckner of Germany. These machines consume low energy and will save considerably in terms of electricity consumption.</li> <li>The factory building has been designed to make use of natural lighting for the day time operation which will save energy.</li> </ul>	
<b>10. Details of Review of NGRBCs by the Company:</b>	

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	All principles are reviewed by the Board of Directors. Additionally, audit committee reviews the code of business principles supported by CSR committee on social and environmental projects.									Whenever there are changes in the laws and policies. The policies linked with principle are reviewed at least once in a year.								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Board of Directors reviews the Statutory Compliances on applicable laws.									Quarterly								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N	N

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									



The entity does not have the financial or/human and technical resources available for the task (Yes/No)	Not Applicable
It is planned to be done in the next financial year (Yes/No)	
Any other reason (please specify)	

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

### **PRINCIPLE 1. Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

**Governance:** The Company continues to practice the principle of good Corporate Governance. It is Company's firm belief that good CORPORATE GOVERNANCE is a key to success of business. The Company believes in the conduct of the affair in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior in the organization. The Company has a Code of Conduct for its Directors, Senior Management Personnel. Their affirmation to the Code of Conduct is communicated to all stakeholders by Managing Director, through a declaration in the Annual Report. The Company's Employees also abide by the Code of Conduct, which prohibits abusive, corrupt and unfair practices. The company has Vigil mechanism / Whistle blower policy for directors and employees.

The Company communicate about the access of information about any decision that may impact any of the relevant stakeholders and fairly discloses all necessary legal and financial disclosures and disseminates it to the stakeholders through the Stock Exchanges, Company's website, Annual Report, Newspapers, etc. To ensure accountability and monitoring, the Board has constituted various committees such as the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee. These committees meet periodically during the year to supervise, review performance and advice for corrective direction.

#### **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information:**

The Company has established a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and is cognizant of its responsibility towards protecting and maintaining the confidentiality and disclosure of price-sensitive information in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information not only conforms to the regulatory requirements but also instils a sense of responsibility among the designated persons for protecting and maintaining confidentiality.

#### **Grievance redressal mechanism:**

The Company has effective grievance redressal mechanism for receiving and dealing with the concerns, complaints of its stakeholders. The buyer / consumers can raise their concerns through emails, call or personal meetings. The Committee on Prevention of Sexual Harassment (POSH) addresses all sexual harassment complaints. The Company has received no complaints on sexual harassment during the reporting year. The company has designated email id gredressalnpl@owmnahar.com for receiving and addressing investor grievances.



Essential Indicators					
1. Percentage coverage by training and awareness programs on any of the Principles during the financial year:					
Segment	Total number of training and awareness programs held	Topics / principles covered under the training and its impact		% age of persons in respective category by the awareness programs	
Board of Directors	2	<ul style="list-style-type: none"><li>Financial controls, financial management compliance, Corporate social Responsibility, Board effectiveness, strategic direction, Meetings and performance assessment;</li><li>Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;</li><li>Directors Responsibility statement forming part of Boards' Report;</li><li>Vigil Mechanism/Whistle Blower policy including policy formulation, disclosures, Code of Conduct for Independent Directors, Code of Conduct for Directors etc.</li><li>Risk Management systems &amp; framework;</li><li>Board Evaluation process and procedures.</li></ul>		100%	
Key Managerial Personnel					
Employees other than BoD and KMPs	5	Fire Fighting Drills, First+ Aid Training, Use of PPE's Training, Health & Safety		20%	
	3			20%	
	7			95%	
	9			75%	
Workers	6	Skill Enhancing		75%	
2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website:					
Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NIL	NA	NA	NA	NA
Settlement	NIL	NA	NA	NA	NA





Compounding fee	NIL	NA	NA	NA	NA
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	Nil	NA	NA	NA	
Punishment	Nil	NA	NA	NA	
3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.					
Case Details		Name of the re-enforcement agencies/ judicial institutions			
NOT APPLICABLE					
4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. The entity does not have any specific anti-corruption or anti-bribery policy; however the company has code of conduct for its Directors, Key Managerial Personnel and Senior Management Personnel. Their affirmation to the code of conduct is communicated to all stakeholders by Managing Director, through a declaration in the Annual Report. The company's employees also abide by the code of conduct, which prohibits corrupt and unfair practices.					
5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption: Nil					
6. Details of complaints with regard to conflict of interest:					
	FY 2022-23		FY 2021-22		
	Number	Re-marks	Number	Remarks	
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	N.A	Nil	N.A	
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	N.A	Nil	N.A	
7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. Not Applicable					

### Leadership Indicators

- Awareness Programs conducted for value chain partners on any of the Principles during the financial year:**

<b>Total number of awareness Programs held</b>	<b>Topics / principles covered under the training</b>	<b>%age of value chain partners covered (by value of business done with such partners) under the awareness Programs</b>
NIL	NIL	NIL

- Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No)- If Yes, provide details of the same.**



The company is engaged in the manufacturing of BOPP Films. The working and systems being followed by the company are such that conflict of interest involving member of the Board and KMPs does not arise. Moreover, Directors of the Company are required to disclose to the Board, on an annual basis, whether they, directly or indirectly or on behalf of third parties, have any material interest in any transaction or matter directly affecting the Company and the company has code of conduct for its Directors, Senior Management Personnel which helps in avoiding the conflict of interest.

## **PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE:**

The Company continued its efforts to adopt more sustainable raw material and process to expand the offering of sustainable products. Emphasis is given on manufacturing sustainable products like BOPP and Metalized film. The Company has a dedicated, experienced design team comprising of professional closely tracking the global trend.

Essential Indicators			
<b>1. Percentage of R&amp;D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&amp;D and capex investments made by the entity, respectively.</b>			
Category	FY 2022-23	FY 2021-22	Details of improvements in environmental and social impacts
R&D	0.01	The company has R&D department in its all units. Expenditure including capital expenditure toward R&D is about 0.35% of total Turnover.	“The company has been able to produce high quality BOPP packaging film with less power consumption (in electric units and generation of solar energy ) per unit of finished product and has thus helped in saving the environment too.”
Capex	Nil		

### **2. a. Does the entity have procedures in place for sustainable sourcing: Yes**

b. If yes, what percentage of inputs were sourced sustainably?

The Company is using sustainable granules like polymer, co polymer, homopolymer etc. We have consumed more than 90% sustainable granule of the total raw material consumed.

### **3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

S.NO	Material	Mode	Description
1	Plastics	Recycler	Under Extended Producer Responsibility (EPR) program through registered recycler under plastic waste management act
2	E-waste	Recycler	Scrap of E-waste being sold to registered recycler under Government Regulations.
3	Batteries	Buyback	Disposed under buy back policies with OEMS.
4	Hazardous Waste	Treatment/ Safe disposal	Waste water is treated and used for gardening. The Company has also taken initiatives to recharge rain water and installed rain water recharging pits in all of its units and has thus saved water as well as energy by improving ground water level. Discarded empty drums sent to authorized vendor for recycling.
5	Other Non-Hazardous Waste	Recycle	Sent to authorized vendor for recycling

### **4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**



The company is responsible for safe disposal of the waste generated during production process. For this purpose the company has signed agreement with the agencies approved by the State Pollution Control Board for disposal of E waste. The plastic waste is also sold to buyers approved by the State Pollution Control Board.

### Leadership Indicators

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

No life cycle perspective /assessment (LCA) has been done.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same. Not applicable**

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

The waste reused during the year 5216.41 Metric Ton and in value terms the amount is Rs. 35.47 Crores. Thus in quantity terms the percentage is 10% and in value terms percentage is 6.23%. The waste reused during the year 2021-22 is 2668.53 Metric.Ton and in value terms the amount is Rs. 18.15 crores. Thus in quantity terms the percentage is 8.58%. and in value terms percentage is 5.44%.

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2022- 2023			FY 2021-2022		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	NIL	NIL	346.06	NIL	NIL	224.39
E-Waste	NIL	NIL	NIL	NIL	NIL	NIL
Hazardous Waste	NIL	NIL	NIL	NIL	NIL	NIL
Other Waste	NIL	NIL	NIL	NIL	NIL	NIL

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category:**

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Not Applicable	

### PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Beyond Balance Sheet lies Company's singly biggest Asset Human Resources. The Company is of firm belief that the Human Resources are the driving force that propels a Company towards progress and success. The Company continued its policy of attracting and recruiting the best available talent so that it can face business challenges ahead. The Company also offers attractive compensation packages to retain and motivate the professionals so that they can give their best.



The Company's continuous endeavor is to provide a safe, productive and positive environment for our employees that are free from any form of discrimination, including but not limited to sexual harassment. The company always supports its workforce so that they can maintain a healthy work-life balance and develop their professional as well as personal skills.

The Company endeavors to provide equal opportunity to each individual by evaluating him/her on its performance and ensure that there is no discrimination amongst its employees based on caste, creed, religion, disability, gender, age, sexual orientation, race, colour, ancestry, marital status and medical background. The Company has received no complaints related to Sexual harassment, Discriminatory employment, child labour, forced labour or any form of involuntary work.

Essential Indicators											
1. a. Details of measures for the well-being of employees:											
Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	164	Covered through ESI and some employees who are exempted from ESI are getting medical allowances		164	100	Covered through ESI Maternity Leave (with full salary for 6 months)		-		164	100
Female	1			1	100					-	-
Total	165			165	100					164	100
Other than Permanent employees											
Male	-	-		-	-	Covered through ESI Maternity Leave (with full salary for 6 months)		-		-	-
Female	1			1	100					-	-
Total	1			1	100					-	-

<b>b. Details of measures for the well-being of workers:</b>											
<b>Cate- gory</b>	<b>% of workers covered by</b>										
	<b>Total (A)</b>	<b>Health Insurance</b>		<b>Accident Insurance</b>		<b>Maternity Benefits</b>		<b>Paternity Benefits</b>		<b>Day Care Facilities</b>	
		<b>Number (B)</b>	<b>% (B/A)</b>	<b>Number (C)</b>	<b>% (C/A)</b>	<b>Number (D)</b>	<b>% (D/A)</b>	<b>Number (E)</b>	<b>% (E/A)</b>	<b>Number (F)</b>	<b>% (F/A)</b>
<b>Permanent Workers</b>											
Male	143	Covered through ESI		143	100	NA		-		143	100
Female	-			-	-					-	-
<b>Total</b>	143			143	100					143	100



Other than permanent workers	
Male	NIL
Female	
Total	

**2. Details of retirement benefits, for Current FY and Previous FY.**

Benefits	FY 2022-2023			FY 2021-2022		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	45.21%	82.23%	Y	48.00%	80.25%	Y
Others	Nil			Nil		

**3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard:**

All the premises / offices of the entity are accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy:**

The company has employees and workers with disabilities who are treated at par with other employees and workers as per the company equal opportunity policy.

**5. Return to work and Retention rates of permanent employees and workers that took parental leave:**

- Return to work and Retention rates of permanent employees and workers is 100%
- Female employees are entitled for six months maternity leave and during the said period full salary is paid. On completion of maternity period they resume their duty.
- Female workers covered under ESI avail maternity leave from ESI and are paid by ESI department for six months. On completion of maternity period they resume their duty.





6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief:

Category	Yes/No (If Yes, then give details of the mechanism in brief): Yes
Permanent Employees/Workers	<ul style="list-style-type: none"> <li>The Company has established a whistleblower policy/ vigil mechanism to address the issues relating to ethics, bribery, corruption, sexual harassment or any discrimination of permanent employees and other than permanent employees. For this purpose the Company has a dedicated e-mail id i.e. whistleblownpfl@owmnaahar.com.</li> <li>The company's Vigil mechanism empowers the employees and other stakeholders who have concerns about suspected misconduct, unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or ethics policy, to come forward and express their concerns without fear of punishment or unfair treatment.</li> <li>The company has also established Grievance Committee. The employees and workers can address their grievances to the committee.</li> <li>The company has placed complaint boxes in the company's units at prominent places and employees and workers can also use complaint box in case of any kind of complaint.</li> <li>The company has set up open door policy under which any worker or staff member can approach Production head or Labour Welfare Officer and can raise their concerns or complaint.</li> </ul>
Other than Permanent Employees/Workers	Not Applicable

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	FY 2022-2023			FY 2021-2022		
	Total employees / workers in respective category (A)	No. of employees /workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees /workers in respective category (C)	No. of employees/ workers in respective category, who are part of association(s) or Union (D)	% (D /C)
Total Permanent Employees	There is no such Association/Union					
- Male						
- Female						
Total Permanent Employees						
- Male						
- Female						


**8. Details of training given to employees and workers:**

Category	FY 2022- 2023					FY 2021-2022				
	On health & safety measures			On skill upgradation		On health & safety measures			On skill upgradation	
	Total (A)	No. (B)	% (B/A)	No. (C)	% (C/A)	Total (A)	No. (B)	% (B/A)	No. (C)	% (C/A)
<b>Employees</b>										
<b>Male</b>	164	128	78.05	84	51.22	161	39	24.22	55	35.48
<b>Female</b>	2	0	0	0	0	2	0	0	0	0
<b>Total</b>	166	128	77.11	84	50.60	163	39	23.93	55	35.48
<b>Workers</b>										
<b>Male</b>	143	132	92.31	65	45.14	141	29	20.57	55	39.01
<b>Female</b>	0	0	0	0	0	0	0	0	0	0
<b>Total</b>	143	132	92.31	65	45.14	141	29	20.57	55	39.01

During the year under review, the Company has conducted various training programs, designed to meet the changing skill requirements of our employees/workers. These programs include: Fire Fighting / Product Safety and Culture / Pest Management / importance of Housekeeping / Product Defence and Site security / Material Management / Use of protective clothing and personal hygiene.

**9. Details of performance and career development reviews of employees and workers:**

The company conducts periodical performance reviews of all eligible employees and workers.

**10. Health and safety management system:**
**A. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Keeping in view the nature of the industry, the company has well defined Occupational health and Safety Policy and supporting processes to ensure the safety and wellbeing of its employees and workers. Workshops/training program conducted on skill development. Company obeys Safety Norms all the time.

**B. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

The company is engaged in the manufacturing of BOPP Films. The company has risk management system in place. There is no hazardous risk involved.

**C. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks.**

The company periodically educates and provides training to workers regarding benefits of using PPE'S, Getting Annual Medical Checkup of workers working in sensitive areas. The company has reporting risk management system and all the workers can report all work-related incidents (which include accidents, unsafe conditions and unsafe acts). The company investigates and takes necessary corrective actions so that such incident would be eliminated.

**D. Does all the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No):**

The company recognizes the overall physical and mental well being of its employees and workers. The company undertakes several well-being programs for the mental health, physical



health, safety at home, hospital services, occupational health services and organizes medical camps for their employees and workers.

**11. Details of safety related incidents, in the following format:**

Safety Incident/ Number	Category	FY 2022-23	FY 2021-2022
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	Nil	Nil
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	1	Nil
No. of fatalities	Employees	Nil	Nil
	Workers	Nil	Nil
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	1	Nil

**12. Describe the measures taken by the entity to ensure a safe and healthy work place:**

The Company always make efforts to provide a safe, productive and positive environment for employees/workers. The company has also taken several measures to prevent and mitigate significant occupational health & safety impacts which are given hereunder:

- Provision and maintenance of fire detection, alarm and suppression systems
- Regular site review, inspections and audits to assess safety preparedness
- Regular mock drills for fire as well as medical emergencies
- Employee engagement campaigns on health & safety topics such as fire safety, road safety, emergency evacuation etc.
- Regular meetings and training educating workers and employees regarding safety and healthy workplace.

**13. Number of Complaints on the following made by employees and workers:**

Category	FY 2022-2023			FY 2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	N. A	Nil	Nil	N. A
Health & Safety	Nil	Nil	N. A	Nil	Nil	N. A

**14. Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health**

### & safety practices and working conditions.

The Safety at the workplace/ office premises is one of the highest priority of the company. The company has established systems to address safety related incidents, if any. Moreover the company is undertaking safety inspections including installation and checking of firefighting equipment's, educating and providing required PPE'S to workers. The deviations/gap and findings, if any, are identified and corrective actions are taken to improve upon the systems.

### Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N): Yes
2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The company educates the value chain partners so that they deduct statutory dues and deposit with the Authority as per applicable laws, rules and regulations. In case of any difficulty by the value chain partner they can approach the company for help.

3. Provide the number of employees having suffered high consequence work- related injury/ ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/ workers		No. of employees that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2022-23	FY 2021-22	FY 2022-23	FY 2021-22
Employees	Nil		Nil	
Workers				

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/ No):

The company has no transition assistance program. However the company's continued skill development and up gradation during their working career helps the employees/workers in their employment after retirement.

5. Details on assessment of value chain partners:

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Nil
Working Conditions	Nil

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners : Not Applicable



**PRINCIPLE 4 : BUSINESS SHOULD RESPECT THE INTEREST OF STAKEHOLDER**

**Essential Indicators**

**1. Describe the processes for identifying key stakeholder groups of the entity.**

The Company has mapped its internal as well as external stakeholders to deepen its insights into their needs and expectations and to develop sustainable strategies for the short, medium and long term. Key stakeholders identified by the Company are Shareholders/Investors, Government and Regulators, Employees, Customers and Suppliers.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board) Other	Frequency of engagement (Annually, Half yearly, Quarterly, others-please specify)	Purpose and scope of engagement including key topic and concerns raised during such engagement
Shareholders/ Investors	No	Meetings conferences and correspondence-The company interacts with Shareholders/Investors through Financial results Announcement, Annual reports and Meetings. The company's website is updated regularly to provide information to them. The Annual General Meeting provides them opportunity to interact directly with the Directors and Management of the company.	As per the requirement and in compliance of Laws and Regulations applicable to company.	<ul style="list-style-type: none"> <li>The company is educating investors regarding company's model and wealth creation.</li> <li>Understanding investors expectations</li> <li>Resolving investors concerns regarding company's policies, strategy etc.</li> </ul>
Government and Regulators	No	Email, E filling Newspaper, Advertisement, Website	The company meets/interacts with the government authorities as and when required during the course of its business.	<ul style="list-style-type: none"> <li>Communicate Company's performance and ensure 100% compliance to Rules and Regulations applicable to the company.</li> <li>Maintain Statutory Records as per the requirement of the laws applicable to the company.</li> </ul>
Employees/ Workers	No	Video conferences, audio conference calls, Inter office	The company engages with its	<ul style="list-style-type: none"> <li>To boost their morale and motivate them to perform in their work.</li> </ul>



		memos, one- on-one counseling, Email, Website, Meetings	employees/ workers on regular basis	<ul style="list-style-type: none"> <li>• Compensation structure</li> <li>• Building a safety culture and inculcating safe work practices among workers/employees.</li> <li>• Provide equal opportunities for them</li> <li>• To nurture talent and develop their creativity.</li> </ul>
Customers	No	Email, Customer visits, brochures, advertisements, website, calls, surveys	The company's sale staff/ marketing staff meets them as per the requirement on regular basis.	<ul style="list-style-type: none"> <li>• Understanding consumer behavior and their needs/requirements regarding quality and usefulness of the company's product.</li> </ul>
Suppliers	No	Meetings/Calls, Email, Visits, Website	The company meets its supplier as per the needs/requirement.	<ul style="list-style-type: none"> <li>• To know about their ability and financial strength for regular supply of material in time and without any interruption.</li> <li>• To develop Stronger Partnership</li> <li>• Ethical Behaviour</li> </ul>

### Leadership Indicators

- 1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

The consultation with stakeholders on Economic, Environmental, and Social topics has been delegated in the organization to the departments who are responsible for engaging with stakeholders on continuous basis. The feedback of the department is shared with the Board.

- 2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

The consultation with the stakeholders always helps the company in devising company's policy on economic, environmental, and social topics.

- 3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

The Company tries to identify the disadvantaged, vulnerable and marginalized stakeholder groups through need assessment and engage with such marginalized communities through CSR Activities. The Company is committed to the welfare of disadvantaged, vulnerable and marginalized section of the society. The Company through self and in association with M/s Oswal Foundation has taken special initiatives for the benefit of local communities and other disadvantaged and marginalized stakeholders. The Company's endeavor is to help them in Healthcare, Education, and Sustainable Livelihood etc. All the projects undertaken CSR activities



are based on the needs of the communities. The Company's vision, in a nutshell, epitomizes inclusive growth and dignifying the lives of the underprivileged.

## PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

The Company advocates the supremacy of Human Rights, and all its policies acknowledge the same principle. Your Company's human rights policy recognizes the following priority issues:

Compliance with applicable labour laws, zero tolerance to the child, forced or compulsory labour in operations and supply chains, equal opportunity, provide opportunities for all employees to express concerns and seek redressal, health and safety of our employees. No complaints were received regarding human rights violation during the financial year under review.

### Essential Indicators

1. Employees who have been provided training on human rights issues and policy(ies) of the entity, in the following format: N.A.

Category	FY 2022-2023			FY 2021-2022		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (C/D)
<b>Employees</b>						
<b>Permanent</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Other than Permanent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total Employees</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>
<b>Workers</b>						
<b>Permanent</b>	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Other than Permanent	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
<b>Total Workers</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>	<b>N.A.</b>

2. Details of minimum wages paid to employees in the following format:

Category	FY 2022-2023					FY 2021-2022				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	164	4	2.44	160	97.66	161	18	11.18	143	88.82
Female	1	-	-	1	100	1	-	-	1	100
Other than Permanents										
Male	-	-	-	-	-	-	-	-	-	-
Female	1	-	-	1	100	1	-	-	1	100



Workers										
Permanent										
Male	143	9	6.25	134	93.75	141	45	31.91	96	68.08
Female	-	-	-	-	-	-	-	-	-	
Other than Permanent	Nil									
Male										
Female										

**3. Details of remuneration/salary/wages, in the following format:**

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
*Board of Directors (BoD)	10	40000	2	30000
Managing Director & Executive Director	2	34559107	-	-
Key Managerial Personnel	1	1386320	1	137789
Employees other than BoD and KMP (including workers)	304	244518	1	2400000

\* Board of Directors are being paid Rs. 10,000 for attending Board Meeting.

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, the company has appointed Vice President (personnel) and Labour Welfare Officers who are responsible for addressing the human rights impacts or issues caused or contributed to by the business.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

The company has formulated and adopted Vigil Mechanism/Whistle Blower Policy for its directors and employees/workers and value chain partners. The aim of the policy is to provide a channel to the directors and employees/workers to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct. Reporting avenues have been provided for company's employees, customers, suppliers and other stakeholders who can raise concerns or make disclosures when they become aware of any actual or potential violation of the Company Code, policies or law including human rights violation. Representations made in the reporting avenues are reviewed and appropriate action is taken on violations.

**6. Number of Complaints on the following made by employees:**

	FY 2022-2023			FY 2021-2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	0	0	NA	0	0	NA



Discrimination at workplace	0	0	NA	0	0	NA
Child Labour	0	0	NA	0	0	NA
Forced Labour/In-voluntary Labour	0	0	NA	0	0	NA
Wages	0	0	NA	0	0	NA
Other human rights related issues	0	0	NA	0	0	NA

**7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

All complaints can be made without fear of reprisal and with the assurance that the Company will stand by you. The company does not tolerate any form of retaliation against anyone reporting good faith concerns. Anyone involved in targeting such a person raising such complaints is liable for disciplinary action. The company has formulated and adopted Vigil Mechanism/Whistle Blower Policy for its directors and employees/workers to prevent adverse consequences to the complainant in discrimination and harassment cases. In Exceptional circumstances, the complainant can also approach to the chairman of Audit Committee.

**8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

The Company always advocates the supremacy of Human Rights.

**9. Assessments for the year:**

	<b>% of your offices that were assessed (by entity or statutory authorities or third parties)</b>
Child labour	100% assessed. The company has internal system for monitoring compliance of all relevant laws and policies pertaining to these issues. No adverse observation was observed during the financial year 2022-23.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

**10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above: Not Applicable**

**Leadership Indicators**

**1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.**

The company is committed to providing a safe and positive work environment. This is achieved through a well-established Grievance Resolution Mechanism. The Company advocates the supremacy of Human Rights and all its policies acknowledge the same in principle and spirits.

**2. Details of the scope and coverage of any Human rights due-diligence conducted.**

The Company's Human rights policy recognizes the following priority issues:

- Compliance to labour laws,
- Zero tolerance to the child, forced or compulsory labour in operations and supply chains,
- Equal opportunity for all employees,



- Provide opportunities for all employees to express concerns and seek redressal,
- Health and Safety of our employees/workers/staff.

**3. Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

All the offices and workplace are accessible to differently abled visitors as per the requirement of Rights of Persons with Disabilities Act, 2016.

**4. Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	The company materials are procured through approved, nominated and validated vendor. This ensures compliance to human rights issues of the company's value chain partner.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

**5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above:**

Not applicable

**PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT**

**Essential Indicators**

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

As a responsible corporate entity, company is fully aware of its obligation and responsibility to maintain highest standard of Environmental Management, as the climate changes and Global Warming are posing great threat to the global environment and to the Human kind. The company uses multiple energy sources in its daily operations and electricity being the primary source. The company has increased the share of renewable electricity (RE) over the years through Rooftop solar generation. The Company has set up Roof top solar plants at its Units in the state of Madhya Pradesh.

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A) Own generation (Turbine + F.O)	1512346.79	925933.68
Total fuel consumption (B) (M.Ton)	1023777.27	620590.29
Energy consumption through other sources (C) (Electricity Board + Solar)	61430.83	31783.43
<b>Total energy consumption (A+B+C)</b>	<b>2597554.89</b>	<b>1578307.4</b>
Energy intensity per rupee of turnover (Total energy consumption/turnover in rupees)	35.92	32.28
Energy intensity (optional) – the relevant metric may be selected by the entity	N.A.	N.A.





Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No independent assessment/ evaluation has been carried out by an external agency related to water consumption. However the company makes assessment/ evaluation of water consumption internally. As we have put electronic flow meters to check the extraction of water and discharge of treated effluent.
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2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

NOT APPLICABLE.

3. Provide details of the following disclosures related to water, in the following format:

The company optimizes water consumption through conservation, sewage treatment and reuse, and rainwater harvesting. All units have been designed for higher water efficiencies, recycling and treatment of sewage, and rainwater harvesting. The detailed break up is given below:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kiloliters)</b>		
(i) Surface water	Nil	Nil
(ii) Groundwater	100901	67288
(iii) Third party water	Nil	Nil
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	Nil	Nil
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>100901</b>	<b>67288</b>
<b>Total volume of water consumption</b>	<b>100901</b>	<b>67288</b>
<b>Water intensity per lakh rupee of turnover</b> (Water consumed / turnover)	1.40	1.38
<b>Water intensity</b> (optional) - the relevant metric may be selected by the entity	N.A.	N.A.
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No independent assessment/ evaluation has been carried out by an external agency related to water consumption. However the company makes assessment/ evaluation of water consumption internally. As we have put electronic flow meters to check the extraction of water and discharge of treated effluent.	

\*The company is maintaining the records on the daily as well as monthly bases of water consumption, it is pertinent to mention here that as and when water is on higher side the company take necessary steps accordingly to reduce the water consumption.

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the company has sewage treatment plants with a total capacity of 34 K.L / day. The discharged water of these plant is used for horticulture and gardening.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:



The Company has a biomass captive power plant in one of its unit; the plant is registered under clean development mechanism. The analysis of emission given below:

Parameter	Please specify unit	FY 2022-23	FY 2021-22
NOx	ug/m3	156.0	171.0
SOx	ug/m3	367	464
Particulate matter (PM)	ug/m3	118	136
Persistent organic pollutants (POP)	Nil		
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others- Carbon Monoxide Percentage	ug/m3	0.69	0.4
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N)	Yes, it is monitored by govt. approved external agencies Newcon Consultant and Laboratories.		

**6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format: N.A**

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	Nil	
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent		
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>			
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity			
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.			

**7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

The company has already installed 1.2 MV roof top solar plant capacity at company's unit at Mandideep. The solar power is generating green energy, resulting in saving of electricity cost and also save environment.

**8. Provide details related to Waste Management by the entity in the following format:**

Parameter	FY 2022-23	FY 2021-22
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	741.48	224.39
E-waste (B)	Nil	Nil



Bio-medical waste (C)	Nil	Nil
Construction and demolition waste (D)	Nil	Nil
Battery waste (E)	Nil	Nil
Radioactive waste (F)	Nil	Nil
Other Hazardous waste. Please specify, if any. (G) M.Ton	Nil	Nil
Other Non-hazardous waste generated (H). Please specify, if any.(Break-up by composition i.e. by materials relevant to the sector)- Textile Waste (M.Ton)	344.24	110.34
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>1085.72</b>	<b>334.73</b>
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	Nil	Nil
(ii) Re-used M. Ton	Nil	Nil
(iii) Other recovery operations	Nil	Nil
<b>Total (M. Ton)</b>	<b>Nil</b>	<b>Nil</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Incineration	Nil	Nil
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations (Sold to local buyers)	Nil	Nil
<b>Total (M. Ton)</b>	<b>Nil</b>	<b>Nil</b>
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No independent assessment/ evaluation have been carried out by an external agency related to waste management. However the company makes assessment/ evaluation of waste management internally.	

**9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Hazardous waste is being kept in a separate room/ place as per guidelines of State Pollution Control Board. Such waste is disposed off only through the firms authorized by the State Pollution Control Board for the purpose. There are two categories of Non hazardous waste .

- Useable waste received from the process is processed into grannuals in Erema for use as Raw material.
- Saleable waste such as Lumps, metalized waste & empty bags etc. are sold to the local buyers who are registered with Pollution Control Board.

**10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests,**

coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not applicable as no unit of the company is situated in and around ecologically sensitive areas.		

**11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Nil					

**12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act., Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:**

The company is in compliance with the applicable environmental law / regulations / guidelines in India. No fine/penalty/action was initiated against the entity under any of the applicable environmental laws/regulation/guidelines.

S. No.	Specify the law / regula- tion / guidelines which was not complied with	Provide details of the non- compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Nil				

### Leadership Indicators

**1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:**

Parameter	FY 2022-23	FY 2021-22
<b>From renewable sources</b>		
Total electricity consumption (A)	NIL	NIL
Total fuel consumption (B) (M.Ton)	NIL	NIL
Energy consumption through other sources (C)	61430.83	31783.43
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>61430.83</b>	<b>31783.43</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	1512346.79	925933.68



Total fuel consumption (E) (M.Ton)	1023777.27	620590.29
Energy consumption through other sources (F)	NIL	NIL
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>2536124.06</b>	<b>1546523.97</b>
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	No independent assessment/ evaluation have been carried out by an external agency related to Energy consumption.	

**2. Provide the following details related to water discharged: N.A**

Parameter	FY 2022-23	FY 2021-22
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) To Surface water</b>	N.A.	N.A.
- No treatment	N.A.	N.A.
- With treatment – please specify level of treatment	N.A.	
<b>(ii) To Groundwater</b>	N.A.	
- No treatment		
- With treatment – please specify level of treatment		
<b>(iii) To Seawater</b>	N.A.	
- No treatment		
- With treatment – please specify level of treatment		
<b>(iv) Sent to third-parties</b>	N.A.	
- No treatment		
- With treatment – please specify level of treatment		
<b>(v) Others</b>	N.A.	N.A.
- No treatment	N.A.	N.A.
- With treatment – please specify level of treatment	N.A.	
<b>Total water discharged (in kilo litres)</b>	N.A.	N.A.
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.	N.A.	

**3. Water withdrawal, consumption and discharge in areas of water stress (in kilo liters): NIL**

**For each facility / plant located in areas of water stress, provide the following information:**

(i) Name of the area:

(ii) Nature of operations:

(iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2022-23	FY 2021-22
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	NIL	NIL





(ii) Groundwater	NIL	NIL
(iii) Third party water	NIL	NIL
(iv) Seawater / desalinated water	NIL	NIL
(v) Others	NIL	NIL
<b>Total volume of water withdrawal (in kilolitres)</b>	<b>NIL</b>	<b>NIL</b>
<b>Total volume of water consumption(in kilolitres)</b>	<b>NIL</b>	<b>NIL</b>
<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	<b>NIL</b>	<b>NIL</b>
<b>Water intensity</b> (optional)- the relevant metric may be selected by the entity	NIL	NIL
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	NIL	NIL
- No treatment	NIL	NIL
-With treatment - please specify level of treatment	NIL	
(ii) Into Groundwater		
- No treatment	NIL	
- With treatment - please specify level of treatment		
(iii) Into Seawater		
- No treatment	NIL	
- With treatment - please specify level of treatment		
(iv) Sent to third-parties		
- No treatment	NIL	
- With treatment – please specify level of treatment		
(v) Others	NIL	NIL
- No treatment	NIL	NIL
- With treatment – please specify level of treatment	NIL	
<b>Total water discharged (in kilolitres)</b>	<b>NIL</b>	<b>NIL</b>
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		

**4. Please provide details of total Scope 3 emissions & its intensity, in the following format:  
N.A.**

Parameter	Unit	FY 2022-23	FY 2021-22
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	NIL	
<b>Total Scope 3 emissions per rupee of turnover</b>			

<b>Total Scope 3 emission</b> intensity (optional) – the relevant metric may be selected by the entity		
<b>Note:</b> Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.		NIL

5. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.**

Not applicable

6. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

- The company's goal is to use maximum solar power in its units. The company has already installed 1.2 MV roof top solar plant capacity at company's unit at Mandideep. The solar power is generating green energy, resulting in saving of electricity cost and also save environment.

7. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes. We have taken Sufficient Insurance plan coverage of all risk . Our Insurance plan include i.e. Industrial All Risk Policy, Fire stock policy, various marine policy for incoming and outgoing material from or to India to out of India and we also having fire hydrant system. It enhances an organization's ability to continue business operations with little or no disruption and minimizes the risk in the event of a natural or man-made disaster. For companies, being able to effectively tackle any disaster can have a positive impact on customers and partners. A BCDR plan is like an insurance policy for an organization. BCDR programs help an organization to reduce overall risk, get back up and running after an outage or disruption, mitigate the risk of data loss and protect against reputational damage.

8. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.**

No significant adverse impact envisaged from company's value chain.

9. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts is not feasible to collect the information as this being the first year of the report.



**PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company is a member of Plastic Export Promotion Council. The Company participates in the discussions, meetings and seminar organized by these associations and actively put forth its viewpoint on various policy matters and inclusive development policies.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.**

S.No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Plastic Export Promotion Council	National

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

The Company has not engaged in any anti-competitive conduct.

**Leadership Indicators**

**1. Details of public policy positions advocated by the entity:**

The company focuses on developing and maintaining partnerships with relevant government officials, business organizations, industry associations, and community organizations for the purpose of developing mutually-beneficial partnerships.

S. No.	Public policy advocated	Method resorted for such advocacy available	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/Half yearly/ Quarterly/ others-please specify)	Web link, if available
1.	The company is member of industry association and the Company's Policy on Responsible Advocacy provides the framework for necessary interface with Government/ Regulatory Authorities	The Company's engagement with the relevant authorities is guided by the values of commitment, integrity, transparency and taking into consideration interests of all stakeholders.	For more details, refer to 'Report of the Board of Directors & Management Discussion and Analysis' section forming part of Annual Report of the company 2023.	As and when required	-



## PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

As a responsible organization focused on inclusive growth, your Company has followed a proactive approach towards Corporate Social Responsibility (CSR). The Company has a detailed CSR policy in place, and the CSR activities are monitored by the Board appointed CSR committee. The company has been undertaking CSR projects through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The key focus areas of Company's CSR programs are the promotion of education, preventive healthcare, rural development, skill enhancement, environment protection and other areas as defined in Schedule VII of the Companies Act, 2013.

The Company internally performs an impact assessment of its initiatives at the end of each year to understand the efficacy of the program in terms of delivery of desired benefits to the community and to gain insights for improving the design and delivery of future initiatives.

### Essential Indicators

- Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of Notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
None of the projects undertaken by the company in FY 2022-23 required Social Impact Assessments (SIA)					

- Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NIL						

- Describe the mechanisms to receive and redress grievances of the community.

The company undertakes interaction with the community to discuss, identify & address any issues, complaints or grievances of the community. The company has also dedicated email address i.e. gredressalnsml@owmnaahar.com for the purpose redressing grievances and complaint received from any investors and community. The grievances/complaints received through the said mail is being looked after by the compliance officer of the company so that the grievances/complaints resolved at earliest. No complaints/grievances were received by the company pertaining to CSR related activities.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs / small producers	3.52	3.58
Sourced directly from within the district and neighboring districts	0.97	1.03



### Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Details of negative social impact identified	Corrective action taken
Not Applicable	

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational District	Amount spent (In INR)
1.	Punjab	Ludhiana	*300 Lakhs

\*Out of Rs. 300 lakhs paid to Oswal Foundation an amount of Rs. 148.34 Lakhs will be adjusted against current year CSR obligation (i.e. 2022-23) and Rs. 151.66 Lakhs has been treated as an advance to Oswal Foundation and the same will be adjusted against the company's CSR Obligation for the subsequent years.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

The company does not have any preferential procurement policy at present. However, we try to procure goods & services from MSME vendors and schedule there payments within stipulated period.

- (b) From which marginalized /vulnerable groups do you procure?

Please refer to the above answer.

- (c) What percentage of total procurement (by value) does it constitute?

Please refer to answer for Q.4 in Principle 8, Essential Indicators.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
Not Applicable				

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
Not Applicable		

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of Persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1.	To meet its CSR obligation under section 135 of the companies Act, 2013 company is undertaking CSR activities in collaboration with the group companies through Oswal Foundation, which is a Registered	The whole community living in the state of Punjab, Himachal Pradesh and union territory of Chandigarh have benefitted from the company's CSR Project. The most beneficial are the resident of Ludhiana district who are getting medical treatment at lower rate.	



<p>Society formed in 2006, having its charitable objects in various fields.</p> <p>During the year company the Company paid an amount of Rs. 300 Lakhs to Oswal Foundation for undertaking Health Care Projects as approved by the consortium of the Group Companies. Out of Rs. 300 lakhs paid to Oswal Foundation an amount of Rs. 148.34 Lakhs will be adjusted against current year CSR obligation (i.e. 2022-23) and Rs. 151.66 Lakhs has been treated as an advance to Oswal Foundation and the same will be adjusted against the company's CSR Obligation for the subsequent years.</p> <p><b>Refer Annexure-I to the Board's report for the annual report on CSR activities [Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended.</b></p>	
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## **PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER**

The Company places its customers at the centre of all its business policies and conducts. The Company strive to continue growth by adopting national and international standards and embracing ethical means in harmony with the environment, ensuring customer delight, stakeholder trust and social responsibility.

### **Essential Indicators**

#### **1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

The Company organizes buyer meets for better market research and customer service. Feedback is also taken by the management during the visit of Customers at the manufacturing facilities. Customers' satisfaction is the Company's primary goal, which motivates the Company to keep its products as per the consumer's requirements. To understand the customers better, the Company adopts several procedures including customer surveys, customer audits and direct feedback. There is also a team dedicated to attend and address consumer feedback and queries.

#### **2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	<b>As a percentage to total turnover</b>
Environmental and social parameters relevant to the product	The company is preparing Business Responsibility and Sustainability Report for the first time for financial year 2022-23. As such the information can not be determined.
Safe and responsible usage	
Recycling and/or safe disposal	




**3. Number of consumer complaints in respect of the following:**

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	N.A.	N.A.	NIL	N.A.	N.A.
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

**4. Details of instances of product recalls on account of safety issues:**

The company has not recalled its product on account of safety issues.

Category	Number	Reason for recall
Voluntary recalls	1	Mock Drill
Forced recalls	3	Quality Issue

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.**

This Cyber Security Policy is a formal set of rules by which people who are given access to company technology and information. The company has internal generated policy on cyber security and risks related to data privacy. The Policy serves several purposes. The main purpose is to inform company users: employees, contractors and other authorized users of their obligatory requirements for protecting the technology and information assets of the company. The Cyber Security Policy describes the technology and information assets that we must protect and identifies many of the threats to these assets. The Policy also describes the user's responsibilities and privileges and contains procedures for responding to incidents that threaten the security of the company computer systems and network. From a cyber security aspect, the company has implemented cutting edge security tools to protect itself from external as well as internal threats. The policy is being used internally and is not uploaded on company's website.

**Implementation of Firewall throughout the Organization:**

To prevent the network from the outside agencies, the company installed the firewalls throughout the group. Our Network is not exposed to external agencies. The company has implemented the Security policies through this firewall. Given the limited access of the internet as per the business requirements. All Social sites are blocked to reduce the risk of vulnerability and compromisation of the resources. Access of all applications is through this firewall. Unauthorized person will not be able to access our network, applications etc. No Person can download & install the unauthorized software on their respective computers. On routine basis all infra is being monitored through the Firewall for the threat attacks & blocking of the PCs showing abnormal behavior based on certain parameters.



In case any Cyber security Attack/Threats/Notice is found the information is shared to the Senior Management/CEO and he will share such incident to our Business Partners, Vendors, Suppliers and Local Authorities or Government Agency.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:** Not Applicable

### **Leadership Indicators**

1. **Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available):**  
The information on company's products can be accessed through company's website i.e. [www.ownnahar.com](http://www.ownnahar.com). Moreover, the companies share the said information through brochures/ pamphlet, catalogue etc.
2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**  
The Company arranges technical visits regularly to educate the customers where they find solution to their problems. Further, for outstation customers conference calls are organized to understand their requirements and try to meet the same.
3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**  
As the company is engaged in the manufacturing of BOPP films, no such mechanism is applicable to company.
4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief.**  
The company display only mandated product information on cartons.
5. **Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**  
Yes, the company undertakes telephonic survey with regard to consumer satisfaction relating to the products of our company
6. **Provide the following information relating to data breaches :**
  - a. **Number of instances of data breaches along-with impact**  
During the financial year 2022-2023, no data breaches regarding customer privacy from outside parties etc. has happened.
  - b. **Percentage of data breaches involving personally identifiable information of customers:** 0%

**FOR AND ON THE BEHALF OF THE BOARD**

Place : Ludhiana  
Dated : 9th August, 2023

**JAWAHAR LAL OSWAL**  
(CHAIRMAN)  
(DIN: 00463866)

**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF NAHAR POLY FILMS LIMITED****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying Standalone Financial Statements of NAHAR POLY FILMS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and

in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no key matters to be communicated in our report.

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, but does not include the standalone financial statements and our auditors' report thereon. The Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or

conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge

- and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
  - h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv.
    - (a) The Management has represented that, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (b) The Management has represented, that, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
    - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. As stated in the standalone financial statements
    - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
    - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
  - vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central





Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For YAPL & Co.**  
Chartered Accountants  
Firm Regn.No.017800N

**(CA Sakshi Garg)**  
Partner  
M.No.553997  
UDIN: 23553997BGUDUO4703

Dated: 30-05-2023  
Place: Ludhiana

#### **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NAHAR POLY FILMS LIMITED of even date)**

#### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of NAHAR POLY FILMS LIMITED ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company

based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

#### **Limitations of Internal Financial Controls Over Financial Reporting**





Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For YAPL & Co.**  
Chartered Accountants  
Firm Regn.No.017800N

**(CA Sakshi Garg)**  
Partner  
M.No.553997  
UDIN: 23553997BGUDUO4703  
Dated: 30-05-2023  
Place : Ludhiana

### ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NAHAR POLY FILMS LIMITED of even date)**

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment  
(B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the

assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

- (c) According to information and explanations given to us and based on the examination of records of the company, conveyance deed etc., we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion, the coverage and procedure of such verification by the management is appropriate. No discrepancies of 10% or more in the aggregate for such class of inventory were noticed  
(b) The Company has been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, during the year, from banks on the basis of security of current assets. The stock statements has been filed with banks by the company during the year are in agreement with books of accounts of the company.
- iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:
  - (a) The Company has provided loans or advances in the nature of loans to its related parties. Details are as follows: -

Name of the entity	Relationship	The aggregate amount given during the year (in Rs. Lakhs)	Balance outstanding as on 31.03.2023 (In Rs. Lakhs)
M/s Nahar Capital & Financial Services Limited	Substantial interest of KMP	500.00	NIL
M/s Nahar Spinning Mills Limited	Substantial interest of KMP	600.00	NIL

- (b) In our opinion, the investments made and the terms



and conditions of the grant of loans, during the year are, prima facie, not prejudicial to the Company's interest.

- (c) The company has not granted loans as per stipulation for repayment of principal and interest of loan. Hence reporting under clause 3(iii)(c) is not applicable for the company
- (d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) The Company has granted loan or advances in the nature of loan repayable on demand or without specifying any terms or period of repayment to its related parties. Details are as follows:

Name of the entity	Relationship	The aggregate amount given during the year (in Rs. Lakhs)	Percentage of total loans granted ( % )
M/s Nahar Capital & Financial Services Limited	Substantial interest of KMP	500.00	45.45
M/s Nahar Spinning Mills Limited	Substantial interest of KMP	600.00	54.55

- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to the sub section (1) of section 148 of the Companies Act, specified by the Central Government and are of the opinion that prima facie, the prescribed records have been maintained. We have, however not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

- b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
- c. Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2023 on account of dispute are given below:

Nature of the statute	Nature of dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount (Unpaid) Rs.(in Lacs)
Vat Act	CST	Divisional Deputy Commissioner	A.Y. 2016-17	18.69

- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. (a) The Company has not defaulted in repayment of loans or other borrowings from any lender.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanation given to us and based on examination of records of the company, the Company has been applied the term loans for the purpose for which loans were obtained
- (d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associates companies.
- (f) The Company has not raised any loans during the year on the pledge of securities held in its associate companies.
- x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)



- (b) of the Order is not applicable.
- xi. (a) According to information and explanation given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) The management has represented us that no whistle blower complaints has been received by the Company during the year (and up to the date of this report).
- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Indian accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) According to information and explanations given to us, there is one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. Company has no unspent amount under CSR at the end of the financial year, hence reporting under clause 3(xx) (a) and (b) is not applicable to the company

**For YAPL & Co.**  
Chartered Accountants  
Firm Regn.No.017800N

**(CA Sakshi Garg)**  
Partner  
M.No.553997  
UDIN: 23553997BGUDUO4703

Dated: 30-05-2023  
Place : Ludhiana


**Balance Sheet as at 31st March 2023**
*(All amounts ₹ in Lakhs, unless stated otherwise)*

Particulars	Notes	As at 31st March 2023	As at 31st March 2022
<b>ASSETS</b>			
Non-current assets			
Property, plant and equipment	1	26,947.25	29,261.77
Capital work-in-progress		-	185.19
Financial assets			
Investments	2.1	26,032.00	43,389.01
Other Non-Current Financial Assets	2.2	335.77	325.38
Other Non-Current Assets			
Loans & Advances	3	397.43	-
		<b>53,712.45</b>	<b>73,161.35</b>
<b>Current assets</b>			
Inventories	4	4,975.17	6,206.16
Financial assets			
Investments	5.1	784.04	-
Trade receivables	5.2	2,562.24	2,835.71
Cash and Cash equivalents	5.3	7.57	61.53
Other bank balances	5.4	3,313.29	38.38
Loans and advances	5.5	10.69	4.77
Other financial asset	5.6	750.94	108.51
Current tax assets (net)	6	211.67	148.57
Other current assets	7	1,642.57	3,777.40
		<b>14,258.18</b>	<b>13,181.03</b>
<b>Total Assets</b>		<b>67,970.63</b>	<b>86,342.38</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share capital	8.1	1,257.77	1,257.77
Other equity	8.2	46,738.45	61,960.21
		<b>47,996.22</b>	<b>63,217.98</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	9	12,292.50	14,527.50
Deferred tax liabilities (net)	10	1,112.38	3,216.12
		<b>13,404.88</b>	<b>17,743.62</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	11.1	4,055.66	2,787.66
Trade and other payables	11.2		
- To Micro, Small and Medium Enterprises		105.04	183.15
- To Others		986.20	691.17
Other financial liabilities	11.3	157.07	165.64
Other current liabilities	12	1,243.46	1,437.21
<b>Provisions</b>	13		
- Provision for Gratuity		22.10	4.13
- Current tax liabilities (Net of advance tax)		-	111.82
		<b>6,569.53</b>	<b>5,380.78</b>
<b>Total Equity and liabilities</b>		<b>67,970.63</b>	<b>86,342.38</b>

The accompanying notes are an integral part of these standalone financial statements

This is the Balance Sheet referred to in our report of even date

**For YAPL & Company**

Chartered Accountants

FRN:017800N

**Sakshi Garg**

(Partner)

M.No.553997

Place : Ludhiana

Date : 30.05.2023

UDIN : 23553997BGUDUO4703

**Rakesh Jain**

(Chief Financial  
Officer)

**Priya**

(Company Secretary)

**Sambhav Oswal**

Managing Director  
(DIN - 07619112)

**Dinesh Oswal**

Director  
(DIN - 00607290)

**For Nahar Poly Films Limited**



## Statement of Profit and Loss for the year ended 31st March 2023

(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	Notes	Current Year	Previous Year
<b>INCOME</b>			
Revenue from operations	14	72,319.01	48,894.09
Other Income	15	585.36	639.26
<b>Total Income</b>		<b>72,904.37</b>	<b>49,533.35</b>
<b>EXPENSES</b>			
Cost of materials consumed	16	52,856.99	31,067.93
Purchase Stock in trade		11.14	-
Change in inventories of finished goods, stock in trade and work -in-progress	17	1.65	(891.18)
Employee benefit expense	18	2,033.56	1,548.19
Finance costs	19	1,237.60	294.34
Depreciation and amortisation expense	1	3,224.22	643.80
Other expenses	20	9,247.60	5,236.01
<b>Total Expenses</b>		<b>68,612.76</b>	<b>37,899.09</b>
<b>Profit/(loss) before Tax Expenses</b>		<b>4,291.61</b>	<b>11,634.26</b>
Tax expense:	21		
- Current tax		(906.32)	(2,401.54)
- Deferred tax (credit)/Charge		(190.88)	(464.61)
<b>Profit for the year</b>		<b>3,194.41</b>	<b>8,768.11</b>
<b>Other comprehensive income (OCI)</b>			
Items that will not be reclassified to profit or loss			
-Re-measurement gains/(losses) on defined benefit plans		4.92	6.54
-Current Tax relating to re-measurement gains/(losses) on defined benefit plans		(1.26)	(1.68)
-Equity investments through other comprehensive income		(20,099.74)	29,515.60
-Income tax relating to items that will not be reclassified to profit or loss		2,294.61	(2,793.20)
<b>Items that will be reclassified to profit or loss</b>			
-Investments through other comprehensive income		-	(46.77)
-Deferred Tax relating to items that will be reclassified to profit or loss		-	5.45
<b>Other Comprehensive Income for the year</b>		<b>(17,801.47)</b>	<b>26,685.94</b>
<b>Total Comprehensive Income for the year</b>		<b>(14,607.06)</b>	<b>35,454.05</b>
<b>Earnings per equity share of ₹ 5 each</b>			
Basic and Diluted		12.99	35.66

The accompanying notes are an integral part of these standalone financial statements

This is the Statement of Profit and Loss referred to in our report of even date

**For YAPL & Company**

Chartered Accountants

FRN:017800N

**For Nahar Poly Films Limited**

**Sakshi Garg**

(Partner)

M.No.553997

Place : Ludhiana

Date : 30.05.2023

UDIN : 23553997BGUDUO4703

**Rakesh Jain**

(Chief Financial

Officer)

**Priya**

(Company Secretary)

**Sambhav Oswal**

Managing Director

(DIN - 07619112)

**Dinesh Oswal**

Director

(DIN - 00607290)


**Cash flow statement for the year ended 31st March 2023**
*(All amounts ₹ in Lakhs, unless stated otherwise)*

Particulars	Current Year	Previous Year
<b>Cash flow from operating activities:</b>		
<b>Profit/(loss) before Tax Expenses</b>	4,291.61	11,634.24
Add: Adjustment for Non-Cash & Non-operating items		
Depreciation and amortisation expense	3,224.22	643.80
Finance Costs	1,237.60	294.34
Interest Income	(293.22)	(135.66)
Dividend Income	(237.22)	(405.42)
(Profit)/loss on sale of investments (net)	(23.52)	(1.95)
Fair valuation of Investments through Profit and gains	(28.13)	(40.49)
Employment expenses through OCI	4.92	6.54
(Profit)/loss on sale of fixed assets (net)	(0.28)	-
Provision for Employee Benefits	17.97	4.13
<b>Operating profit before working capital changes (A)</b>	<b>8,193.95</b>	<b>11,999.53</b>
Adjustments for movement in:		
Changes in Trade Receivables and other receivables	273.47	(1,705.99)
Changes in Inventories	1,230.99	(4,146.47)
Changes in Loans (Non-Current Financial Assets)	(10.39)	(105.72)
Changes in Loans (Other Non Current)	(397.43)	-
Changes in Loans (Current)	(5.93)	(0.71)
Changes in other current assets	2,134.83	(1,040.59)
Changes in other financial assets	(642.44)	108.65
Changes in Trade and other payables	216.93	(5,275.48)
Changes in other financial liabilities	(8.57)	(1,906.60)
Changes in other current liabilities	(193.76)	804.82
Changes in Current borrowings	1,268.00	1,228.62
<b>Cash flow from operating activities before taxes</b>	<b>3,865.70</b>	<b>(12,039.47)</b>
Direct taxes paid (net of refunds & demands)	(1,082.50)	(2,330.68)
<b>Net cash flow from operating activities (B)</b>	<b>2,783.20</b>	<b>(14,370.15)</b>
<b>Cash flow from investing activities:</b>		
Purchase of fixed assets (including capital advances)	(766.42)	(10,099.53)
Proceeds from sale of fixed assets	42.20	-
Purchase of Investments	(11,035.58)	(1,966.54)
Proceeds from sale of Investments	7,560.46	336.29
Loan Given (ICD's)	(1,100.00)	(1,400.00)
Loan Received Back (ICD's)	1100.00	3400.00
Interest Income	293.22	135.66
Dividend Income	237.22	405.42
<b>Net cash flow (used) in investing activities (C)</b>	<b>(3,668.90)</b>	<b>(9,188.70)</b>
<b>Cash flow from financing activities:</b>		
Interest paid	(1,237.60)	(294.34)
Repayment of long term borrowings	(2,235.00)	(1,117.50)
Proceeds from long term borrowings	-	13,314.15
Dividend Paid	(614.70)	(368.82)
<b>Net cash flow (used) in financing activities (D)</b>	<b>(4,087.30)</b>	<b>11,533.49</b>
<b>Net Increase/(decrease) in cash and cash equivalents (A+B+C+D)</b>	<b>3,220.95</b>	<b>(25.83)</b>
Cash and cash equivalents at the beginning of the year	99.91	125.74
<b>Closing cash and cash equivalents</b>	<b>3,320.86</b>	<b>99.91</b>
<b>Cash and cash equivalents include:</b>		
Cash and Cash equivalents	7.57	61.53
Other bank balances	3,313.29	38.38
<b>Cash and bank balances</b>	<b>3,320.86</b>	<b>99.91</b>

**Notes to Cash flow Statement**

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statements of Cash flows".
- Negative figures have been shown in brackets.
- \*Additions to property, plant, equipment and intangible assets include movements of capital work-in-progress and intangible assets under development respectively during the year.

**The accompanying notes are an integral part of these standalone financial statements**

This is the cash flow statement referred to in our report of even date.

**For YAPL & Company**

Chartered Accountants

FRN:017800N

**For Nahar Poly Films Limited**
**Sakshi Garg**

(Partner)

M.No.553997

Place : Ludhiana

Date : 30.05.2023

UDIN : 23553997BGUDUO4703

**Rakesh Jain**

(Chief Financial

Officer)

**Priya**

(Company Secretary)

**Sambhav Oswal**

Managing Director

(DIN - 07619112)

**Dinesh Oswal**

Director

(DIN - 00607290)




**Notes forming part of Standalone financial statements for the year ended 31st March 2023**
*(All amounts ₹ in Lakhs, unless stated otherwise)*
**Note-1 Property, plant and equipment**

Particulars	Freehold land	Building	Plant and machinery	Vehicle	Office equipment	Furniture and fixtures	Total
<b>Gross Carrying Value</b>							
<b>Balance as at 01 April 2022</b>	176.53	6,213.94	37,261.68	261.61	92.11	21.11	44,026.98
Additions	-	513.28	79.55	325.27	25.40	8.12	951.62
Disposals	-	-	-	(88.99)	-	-	(88.99)
<b>Balance as at 31st March 2023</b>	<b>176.53</b>	<b>6,727.22</b>	<b>37,341.23</b>	<b>497.89</b>	<b>117.51</b>	<b>29.23</b>	<b>44,889.61</b>
<b>Accumulated Depreciation</b>							
<b>Balance as at 01 April 2022</b>	-	1,016.35	13,617.53	59.75	57.84	13.74	14,765.21
Additions	-	206.03	2,962.61	42.31	12.26	1.01	3,224.22
Disposals	-	-	-	(47.07)	-	-	(47.07)
<b>Balance as at 31st March 2023</b>	<b>-</b>	<b>1,222.38</b>	<b>16,580.14</b>	<b>54.99</b>	<b>70.10</b>	<b>14.75</b>	<b>17,942.36</b>
<b>CWIP as at 31st March 2023</b>	-	-	-	-	-	-	-
<b>CWIP as at 31st March 2022</b>	-	-	-	-	-	-	185.19
<b>Net carrying amount</b>							
<b>Balance as at 31st March 2023</b>	176.53	5,504.84	20,761.09	442.90	47.41	14.48	26,947.25
<b>Balance as at 31st March 2022</b>	176.53	5,197.59	23,644.15	201.86	34.27	7.37	29,446.96

**Capital work-in-progress ageing schedule for the year ended 31st March 2023 and 31st March 2022 is as follows:**

Amount in CWIP for a period of	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Current Year	-	-	-	-	-
Previous Year	185.19	-	-	-	-

**Note :**
**a) Finance leases**

Company does not have any finance / operating lease.

**b) Contractual obligations**

There are no contractual commitments for the acquisition of property, plant and equipment.

**c) Borrowing Cost Capitalised**

The company has capitalised Nil term loan interest and Nil processing charges during the year (Previous year 929.25 Lakhs Interest and Rs.3.82 Lakhs Processing Charges)

**Note:-2.1 Non-current Investments**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of units	Amount	No. of units	Amount
<b>Investments in Associates</b>				
<b>At Cost</b>				
<b>Quoted</b>				
Nahar Capital & Financial Services Limited (Equity Shares of ₹5 each fully paid-up)	6,611,632	3,673.16	6,611,632	3,673.16
<b>Sub total (a)</b>	<b>6,611,632</b>	<b>3,673.16</b>	<b>6,611,632</b>	<b>3,673.16</b>
<b>Investments in Equity Instruments</b>				
<b>At fair value through other comprehensive income</b>				
<b>Quoted</b>				
Nahar Spinning Mills Limited	6,902,244	16,586.09	6,902,244	35,218.70
<b>Sub total (b)</b>	<b>6,902,244</b>	<b>16,586.09</b>	<b>6,902,244</b>	<b>35,218.70</b>
<b>Investments Bonds</b>				
<b>At fair value through other comprehensive income to be reclassify at the time of sale</b>				
<b>Quoted</b>				
IRFC Tax Free Bond	11,757	117.57	11,757	117.57
Nabard Tax Free Bonds	10,020	100.20	10,020	100.20
<b>Sub total (c)</b>	<b>21,777</b>	<b>217.77</b>	<b>21,777</b>	<b>217.77</b>



### Investments in Mutual Funds, Debentures and Bonds

#### At fair value through profit and loss

##### Quoted

Axis Mutual Fund Axis AAA Bond Plus SDL ETF-2026	2,500,000	270.25	2,500,000	263.00
Edelweiss Recently Listed IPO Fund	1,126,956	181.46	1,126,956	212.29
HDFC Balanced Advantage Fund	32,079	110.54	-	-
HDFC Liquid Fund	-	-	11,951	500.10
HSBC Short Duration fund	547,031	128.57	547,031	123.69
IDFC Bond Fund Short Term Direct (Growth)	-	-	380,915	186.64
Kotak Bond Fund	550,229	262.59	550,229	251.43
SBI Balanced Advantage	953,096	104.99	-	-
SBI CPSE Bond Plus SDL Sep 2026 50:50 Index Fund	2,006,944	209.03	-	-
SBI Fixed Mayurity Plan Series 67 (1467 Days)	1,999,900	208.88	-	-
SBI Fixed Mayurity Plan Series 69 (367 Days)	1,999,900	206.11	-	-
SBI Magnum Ultra Short Duration Fund Direct Growth	-	-	8,172	400.20

#### Fixed Interest Bearig Bonds/Debentures at cost

##### Quoted

Adani Enterprises Limited BR NCD - 8.5%	30	300.41	10	100.00
Piramal enterprises BR NCD - 8.00%	20	201.18	20	200.00
ECAP Equities Ltd. NCD - 9.5% (Edel Land)	20	202.80	-	-
IIFL Samara MLD	20	200.23	-	-
IIFLWPL MLD Trade	20	200.29	-	-
JM Financials (MLD)-XXXVII	20	200.28	-	-
JM Financials (MLD)-XXXIX	10	100.17	-	-
L & T Finance Ltd	10	100.11	-	-
Motilal Oswal Finvest Ltd.	20	200.00	-	-
ECAP Equities Ltd. NCD	20	201.97	-	-
State Bank of In SR I 7.72 BD Perpetual FVRS1CR	3	300.60	3	305.85
HERO Wind Energy P.Ltd 9.05% NCD	20	160.00	-	-
UP Power Corp NCD 9.95%	24	240.00	-	-
TATA International Ltd NCD 9.10%	30	299.91	-	-
Svatantra Microfin 9.5 NCD	40	174.80	-	-
ICICI 9.15% NC BOND	50	520.76	-	-
<b>Sub total (d)</b>	<b>11,716,491</b>	<b>5,285.93</b>	<b>5,125,286</b>	<b>2,543.20</b>

##### Unquoted Investments

Equity shares of Sankheshwar Holdings Limited	95,750	269.05	95,750	1,736.18
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##### Sub total (e)

	95,750	269.05	95,750	1,736.18
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##### Grand Total (a+b+c+d+e)

	<b>26,032.00</b>		<b>43,389.01</b>
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##### Aggregate amount of quoted investments

	25,762.95		41,652.83
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##### Aggregate amount of unquoted investments

	269.05		1,736.18
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##### Aggregate amount of impairment in value of investments

Particulars	As at 31st March 2023	As at 31st March 2022
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#### Note:-2.2 Other Non-Current financial assets

(Unsecured considered good, unless otherwise stated)

Security deposits (Unsecured, considered good)	335.77	325.38
	<b>335.77</b>	<b>325.38</b>

#### Note:-3 Other Non-Current assets

Capital Advances

	397.43	-
	<b>397.43</b>	-

#### Note:-4 Inventories

(Valued at Cost or Net Realisable Value Whichever is Lower)

Raw Materials	2,434.03	3,699.21
Work in Process	1,520.30	1,476.86
Finished Goods	273.61	321.51
Waste & Rejections	14.79	11.97
Stores & Spares	732.44	696.61
	<b>4,975.17</b>	<b>6,206.16</b>



### Note:-5.1 Current Investments

Particulars	As at		As at	
	31st March 2023		31st March 2022	
	No. of	Amount	No. of	Amount
	units		units	
<b>Investments in Mutual Funds, Debentures and Bonds</b>				
At fair value through profit and loss				
Quoted				
Phillip Finance & Inv Ser.Ind.Pvt Ltd	64.00	305.97	-	-
Hero Future Energy	50.00	478.07	-	-
<b>Total</b>		<b>784.04</b>		<b>-</b>
<b>Aggregate amount of quoted investments</b>		<b>784.04</b>		<b>-</b>
<b>Aggregate amount of unquoted investments</b>		<b>-</b>		<b>-</b>
<b>Aggregate amount of impairment in value of investments</b>		<b>-</b>		<b>-</b>

#### Notes:

#### Note:- 5.2 Trade receivables

(Unsecured, considered good unless otherwise stated)

Considered good	2,562.24	2,835.71
	<b>2,562.24</b>	<b>2,835.71</b>

#### Note:-5.3 Cash and bank balances

Balance with banks	7.00	59.20
Cash in hand including stamps	0.57	2.33
	<b>7.57</b>	<b>61.53</b>

#### Note:-5.4 Other bank balances

Unpaid Dividend Account	52.50	37.64
Deposits with original maturity more than three months but less than twelve months	3,260.79	0.74
	<b>3,313.29</b>	<b>38.38</b>

#### Notes:

(i) Cash and cash equivalents include ₹ 52.5 lakhs (as at 31st March 2022 ₹ 37.64 lakhs) held in dividend accounts which is not available for use by the company.

#### Note:- 5.5 Loans (Current)

(Unsecured considered good, unless otherwise stated)

Loan to Employees	10.69	4.77
	<b>10.69</b>	<b>4.77</b>

#### Note:- 5.6 Other financial assets

Interest accrued but not due on fixed deposits	138.36	4.14
Govt. Incentive receivable	612.58	104.37
	<b>750.94</b>	<b>108.51</b>

#### Note:- 6. Other Current assets

Advance income tax (Net of Provisions)	133.24	148.57
TDS recoverable	78.43	-
	<b>211.67</b>	<b>148.57</b>

#### Note:- 7. Other Current assets

Advances to suppliers	617.81	1,206.17
Prepaid expenses	163.09	139.85
Balances with statutory and government authorities	2.57	1,476.05
License in hands	25.21	88.80
Others recoverable	833.89	866.53
	<b>1,642.57</b>	<b>3,777.40</b>



Particulars	As at 31st March 2023	As at 31st March 2022
<b>Note:-8.1 Equity Share Capital</b>		
Authorised capital		
900 Lakh Equity Shares of ₹ 5- each (Previous Year Same)	4,500.00	4,500.00
	<b>4,500.00</b>	<b>4,500.00</b>
<b>Issued, subscribed and Fully paid up.</b>		
24,587,991 Equity Shares of ₹ 5/- each (Previous Year Same)	1,229.40	1,229.40
Add:- Amount paid up on forfeited Shares	28.37	28.37
<b>Total</b>	<b>1,257.77</b>	<b>1,257.77</b>

**a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.**

	31st March 2023		31st March 2022	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	2,45,87,991	1229.40	2,45,87,991	1229.40
Issued during the year	-	-	-	-
Equity shares at the end of the year	2,45,87,991	1,229.40	2,45,87,991	1,229.40

**b) Rights, Preferences and restrictions attached to shares**

Equity shares: The Company has one class of equity shares having a par value of Rs.5 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company .

**c) Details of shareholders holding more than 5% shares in the Company**

	31st March 2023		31st March 2022	
	No of shares	% holding	No of shares	% holding
Nahar Capital & Financial Services Limited	12087671	49.16%	12087671	49.16%
Nahar Spinning Mills Limited	4359788	17.73%	4309056	17.53%

**d) Shareholding of promoter**

Share Held by promoters Name of Promoter	As on 31st March 2023		As on 31st March 2022		Change
	No of shares	% holding	No of shares	% holding	
Dinesh Oswal	105273	0.43%	105273	0.43%	0.00%
Jawahar Lal Oswal	21214	0.09%	21214	0.09%	0.00%
Kamal Oswal	31500	0.13%	31500	0.13%	0.00%
Sambhav Oswal	27600	0.11%	1000	0.00%	0.11%
Tanvi Oswal	1000	0.00%	1000	0.00%	0.00%
Ritu Oswal	1000	0.00%	1000	0.00%	0.00%
Manisha Oswal	500	0.00%	500	0.00%	0.00%
Sanjana Oswal	500	0.00%	500	0.00%	0.00%
Rishabh Oswal	500	0.00%	500	0.00%	0.00%
Abhinav Oswal	500	0.00%	500	0.00%	0.00%
Promoter Group					
Nahar Spinning Mills Limited	4359788	17.73%	4309056	17.53%	0.21%
Nahar Capital & Financial Services Ltd.	12087671	49.16%	12087671	49.16%	0.00%
Sankeshwar Holding Co.Ltd.	784088	3.19%	784088	3.19%	0.00%

**e) Shares Forfeited**

3,49,336 Shares are forfeited in financial year 2006-07 upon non payment of calls (previous year same)

**Note:- 8.2 Other Equity**

**(a) Securities premium account**

Opening Balance as per last Balance Sheet	4,478.00	4,478.00
Add : Additions during the year	-	-
<b>Balance as at the year end</b>	<b>4,478.00</b>	<b>4,478.00</b>



Particulars	As at 31st March 2023	As at 31st March 2022
<b>(b) General Reserve</b>		
Opening Balance as per last Balance Sheet	22,160.18	14,660.18
Add : Additions during the year	2,000.00	7,500.00
<b>Balance as at the year end</b>	<b>24,160.18</b>	<b>22,160.18</b>
<b>(c) Retained Earnings</b>		
Opening Balance as per last Balance Sheet	35,322.03	7,736.80
Profit for the year	3,194.41	8,768.11
Other Comprehensive Income for the year (net of tax)	(17,801.47)	26,685.94
Dividends	(614.70)	(368.82)
Transfer to General Reserve	(2,000.00)	(7,500.00)
<b>Balance as at the year end</b>	<b>18,100.27</b>	<b>35,322.03</b>
<b>Total Other Equity (a+b+c)</b>	<b>46,738.45</b>	<b>61,960.21</b>

### Nature and purpose of reserves

#### Securities premium account

Securities premium account comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

#### General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

#### Retained Earnings

Retained earnings refer to net earnings not paid out as dividends, but retained by the company to be reinvested in its core business. This amount is available for distribution of dividends to its equity shareholders.

### Statement of Changes in Equity

PARTICULARS	Balance As at 01.04.2022	Change During 2022-2023	Balance As at 31.03.2023
Equity Share Capital	1,257.77	-	1,257.77
Securities premium account	4,478.00	-	4,478.00
General Reserve	22,160.18	2,000.00	24,160.18
Retained Earnings: -	35,322.03		
Profit for the year		3,194.41	
Other Comprehensive Income for the year (net of tax)		(17,801.47)	
Dividends		(614.70)	
Transfer to General Reserve		(2,000.00)	18,100.27

### Note:- 9 Non-Current secured borrowings

#### SECURED

Term Loan from Banks	As at 31st March 2023	As at 31st March 2022
- Punab National Bank	7,562.50	8,937.50
- Bank of Maharashtra	4,730.00	5,590.00
	<b>12,292.50</b>	<b>14,527.50</b>

Both the term loans are repayable in 32 quarterly installments starting from quarter ending December 2021 is secured by way of first pari passu charge on entire fixed assets of the company (present and future) including equitable mortgage on factory land and building and is personally guaranteed by a director of the company.

Rate of Interest applicable as on last day of the year

- Punab National Bank	8.20%	7.80%
- Bank of Maharashtra	7.70%	7.80%

### Note:-10 Deferred Tax Asset/Liability (Net)

On account of Depreciation differences, Change in rate of tax &	1,130.65	3,230.96
Ind As Adjustments		
On Account of allowance u/s 43B	(18.27)	(14.84)
	<b>1,112.38</b>	<b>3,216.12</b>



Particulars	As at 31st March 2023	As at 31st March 2022
<b>Note:- 11.1 Current borrowings</b>		
<b>Secured</b>		
Working Capital Loans repayable on demand from Banks	1,820.66	552.66
Current maturities of long term debts	2,235.00	2,235.00
	<b>4,055.66</b>	<b>2,787.66</b>
Working capital facilities under consortium arrangement are secured by way of first pari pasu charge on Current Assets, second pari pasu charge on fixed assets including equitable mortgage of factory land and building of the company and is personally guaranteed by a director of the company.		
<b>Note:- 11.2 Trade and other payables</b>		
<b>Trade Payables:</b>		
- To micro, small and medium enterprises (refer note 27)*	105.04	183.15
- To others	986.20	691.17
	<b>1,091.24</b>	<b>874.32</b>
* To the extent information provided/available with the company.		
<b>Not Due</b>	1056.53	823.12
0-6 Months due	30.33	27.35
6 Months to 1 Year due	1.15	19.53
More than 1 year due	3.23	4.32
<b>Total</b>	<b>1091.24</b>	<b>874.32</b>
<b>Note:- 11.3 Other financial liabilities</b>		
Employee related payables	104.57	123.95
Unpaid Dividend (refer note (a) below)	52.50	37.64
Retention Money	-	4.05
	<b>157.07</b>	<b>165.64</b>
<b>Note: (a) There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.</b>		
<b>Note:- 12 Other current liabilities</b>		
Advances from customers	724.14	828.07
Dues to director	122.45	244.22
Statutory Dues	180.85	71.06
Other Payables	216.02	293.86
	<b>1,243.46</b>	<b>1,437.21</b>
<b>Note:- 13. Provisions</b>		
Provision for gratuity (refer note 25)	22.10	4.13
Current Tax Liability (Net of Advance Tax)	-	111.82
	<b>22.10</b>	<b>115.95</b>
<b>Movement in provisions: Provision for gratuity</b>		
Opening Balance	4.13	-
Add : Provision recognised during the year	22.10	4.13
Less : Provision utilised during the year	4.13	-
<b>Closing Balance</b>	<b>22.10</b>	<b>4.13</b>
Particulars	Current Year	Previous Year
<b>Note:- 14 Revenue from operations</b>		
Sale of products		
Export	6,326.14	3,164.54
Domestic	65,655.44	45,549.89
	<b>71,981.58</b>	<b>48,714.43</b>
<b>Other operating revenue</b>		
Sale-scrap	267.06	140.68
Export incentives	63.85	19.45
Claims received	6.52	19.44
Others	-	0.09
	<b>72,319.01</b>	<b>48,894.09</b>





Particulars	Current Year	Previous Year
<b>Note :- 15 Other Income</b>		
Interest income	293.22	135.66
Dividend Income	237.22	405.42
Profit on sale of investments (net)*	23.52	1.95
Profit on sale of Fixed Assets	0.28	-
Exchange fluctuation gain (net)	-	33.00
Fair valuation of investments through profit and loss	28.13	40.49
Net MTM Gain on Forward Contracts	2.99	5.57
Miscellaneous income	-	17.17
	<b>585.36</b>	<b>639.26</b>
*Profit on sale of investmens is Rs.60.46 out of which profit of Rs.36.94 already considered in Fair Valuation upto the end of previous year.		
<b>Note:- 16 Cost of materials consumed</b>		
Opening stock of raw materials	3,699.21	555.39
Add : Purchases of raw materials during the year	51,591.81	34,211.75
	<b>55,291.02</b>	<b>34,767.14</b>
Less : Closing stock of raw materials	2,434.03	3,699.21
	<b>52,856.99</b>	<b>31,067.93</b>
<b>Note:- 17 Changes in inventories of finished goods, work-in-process and traded goods</b>		
Opening stock		
-Finished Goods / Stock in Trade	333.48	213.64
-Work-in-Progress	1,476.86	705.52
	<b>1,810.34</b>	<b>919.16</b>
Closing Stock		
-Finished Goods / Stock in Trade	288.39	333.48
-Work-in-Progress	1,520.30	1,476.86
	<b>1,808.69</b>	<b>1,810.34</b>
	<b>1.65</b>	<b>(891.18)</b>
<b>Note:- 18 Employee benefit expense</b>		
Salary, Wages and other Allowances	1,880.50	1,400.55
Contribution to Provident and other funds	133.78	120.42
Staff Welfare Expenses	19.28	27.22
	<b>2,033.56</b>	<b>1,548.19</b>
<b>Note:- 19 Finance cost</b>		
Interest Expense		
- On working capital loans	30.09	76.56
- On term loans	1,193.42	207.52
- Others	0.61	0.95
Other Borrowings Cost	13.48	9.31
	<b>1,237.60</b>	<b>294.34</b>
<b>Note:- 20 Other expenses</b>		
Power & Fuel Consumed	3,311.69	2,087.43
Electricity Expenses	7.60	5.06
Packing Expenses	1,619.59	856.25
Consumption of stores & spares	6.91	2.24
Rent	49.84	33.12
Repair and Maintenance		
-Building Repair	73.91	7.63
-Plant & machinery	499.73	546.76
-General Repair	43.01	28.09
Insurance	189.70	98.25
Legal & Professional expenses	29.08	22.99
Rates & Taxes	31.51	13.53
Travelling and Conveyance	172.62	51.13
Brokerage and Commission	73.03	43.78



Particulars	Current Year	Previous Year
Freight & Forwarding	2,496.80	1,259.55
Other manufacturing expenses	18.88	7.04
Payments to auditors*	6.25	3.06
Communication Expenses	12.40	8.22
CSR Expenses	148.35	83.00
Charity & Donation	315.02	-
Others	141.68	78.88
	<b>9,247.60</b>	<b>5,236.01</b>

### Note:- 21 Tax Expense

#### (1) Current Tax

Provision for Taxation for the year

919.74

2,438.32

Income Tax Adjustment of earlier years

(13.42)

(36.79)

#### (2) Deferred Tax

190.88

464.61

**1,097.20**

**2,866.14**

### Note:- 21.1 Income Tax Expenses

#### Tax expense recognized in the Statement of Profit and Loss

##### Current tax

Current Tax on taxable income for the year

919.74

2438.33

##### Total current tax expense

919.74

2438.33

##### Deferred Tax

Deferred tax charge/(credit)

190.88

464.61

##### Total Deferred Income tax expense/(benefits)

190.88

464.61

##### Income Tax for Current Period

**1,110.62**

**2,902.94**

Tax in respect of earlier years

(13.42)

(36.79)

##### Total income tax expense (Including deferred tax)

**1,097.20**

**2,866.15**

### (A) Reconciliation of tax liability on book profit vis-à-vis actual tax liability

Accounting profit before income tax

4,291.61

11,634.26

Statutory income tax rate

25.168%

25.168%

Current tax expenses on profit before tax at the statutory income tax rate in India

1,080.11

2,928.11

Tax on other permanent differences

30.51

(25.17)

Income taxed on different tax rate

-

-

Charge/(credit) in respect of earlier years

(13.42)

(36.79)

Unrecognised tax assets (net)

-

-

##### Income tax expense reported in the statement of profit and loss

**1,097.20**

**2,866.15**

### (B) The movement in deferred tax assets and liabilities during the year

	Balance Sheet		Statement of profit and loss		Other Comprehensive Income	
	31st March 2023	31st March 2022	31st March 2023	31st March 2022	31st March 2023	31st March 2022
Accelerated depreciation for tax purposes and other Ind AS adjustments	(1,130.65)	(3,230.96)	194.30	468.82	(2,294.61)	2,787.75
Expenditure incurred u/s 43B	18.27	14.84	(3.43)	(4.20)		
	(1,112.38)	(3,216.12)	190.87	464.62	(2,294.61)	2,787.75
<b>Net Deferred tax assets/(liabilities)</b>						
Reflected in balance sheet as follows: -						
Deferred tax assets			-	-		
Deferred tax liabilities			(1,112.38)	(3,216.12)		
<b>Deferred tax assets/(liabilities) (net)</b>			<b>(1,112.38)</b>	<b>(3,216.12)</b>		



<b>Reconciliation of deferred tax assets/ (liabilities), net</b>	<b>31st March 2023</b>	<b>31st March 2022</b>
<b>Opening Balance</b>	(3,216.12)	36.25
Tax Income/(expense) during the year recognised in profit or loss	(190.87)	(464.62)
Tax Income/(expense) during the year recognised in Other comprehensive income	2,294.61	(2,787.75)
<b>Closing Balance</b>	<b>(1,112.38)</b>	<b>(3,216.12)</b>

The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

The company has elected to exercise an option permitted under Section 115BAA of Income Tax Act, 1961 as introduced by Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the company has recognised provision current income tax and re-measured its deferred tax assets/liabilities based on the rates prescribed in the said section and the impact of tax expense of current year and re-measurement of deferred tax assets/liabilities is recognised in these financial statements.

#### **(C) Tax Assets and Liabilities**

	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Income tax assets (net of tax provision)	211.67	148.57
Income tax liabilities (net of advance tax)	-	111.82

## **22.1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES**

### **i) Company Overview**

Nahar Poly Films Limited CIN:L17115PB1988PLC008820 ('the company') is into the business of manufacturing and selling of BOPP films. The company is a public limited company incorporated and domiciled in India and has registered office in Ludhiana, Punjab, India and the manufacturing facility is located Near Mandideep, Bhopal, MP, India. The company has its listing of equity shares on BSE Limited and National Stock Exchange of India Limited.

The financial statements are approved for issue by the company's Board of Directors on 30-May-2023

### **ii) SIGNIFICANT ACCOUNTING POLICIES:**

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### **a) Basis of Presentation:**

##### **i) Compliance with IndAS**

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies Indian Accounting Standard Rules, 2015 notified under section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The Financial statements of the company for the year ended 31st March 2023 have been approved by the Board of Directors at their meetings held on 30-May-2023

##### **(ii) Accounting Convention**

The accounts of the Company have been prepared on going concern basis and historical cost basis except certain financial assets and liabilities measured at fair value and defined benefit plans-assets measured at fair value.

##### **(iii) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

##### **(iv) Current/Non-current classification**

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

##### **b) Foreign currency translation**

Items included in the financial statements of each of the company's entities are measured using the currency of the primary economic



environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

Foreign currency translations are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of profit and loss.

**c) Revenue recognition**

- (i) Revenue arises mainly from the sale of manufactured and traded goods.

To determine whether to recognise revenue, the Company follows a 5-step process:

1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

"Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax, etc."

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers

**Sale of goods**

Revenue from sale of goods is recognised when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

**Rendering of services**

Revenue from services is recognised as and when the services are rendered and on the basis of contractual terms with the parties.

- (ii) Export Incentives- Export incentives are recognised on post export basis.
- (iii) Interest income - Interest income is recognised on accrual basis.
- (iv) Dividend income - Dividends are recognised in profit or loss only when the right to receive payment is established.
- (v) Rental Income- Rental income is accounted for on accrual basis.
- (vi) Scrap (i.e empties, miscellaneous scrap etc. ) is accounted for on sale basis.
- (vii) Income and other Claims -Revenue in respect of claims is recognised when no Significant uncertainty exists with regard to the amount to be realised and ultimate Collection thereof.

**d) Government Grants:**

Grants from the government are recognised at their fair value when there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grant relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss over the expected lives of the related assets and presented within other income.

**e) Income Tax:**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



Current and deferred tax is recognised in the Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In that case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

**f) Trade Receivables:**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

**g) Cash and cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other bank balances, and bank overdrafts.

**h) Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. However to determine the cost, the following methods are adopted:-

1.
  - a) For Raw Material on moving weighted average method plus direct expenses.
  - b) For Stores and Spares on moving weighted average method plus direct expenses.
  - c) For Work-in-Process, cost of Raw Material plus appropriate share of manufacturing expenses / relevant Overheads / conversion cost depending upon the stage of completion.
2. For Finished goods, cost of raw material plus conversion costs, packing cost and other overheads incurred to bring the inventories to their present condition and location.
3. Further Wastage and Rejections are valued at net realizable value only.
4. Goods in Transit are valued at cost.

**i) INVESTMENT AND OTHER FINANCIAL ASSETS**

**1) Classification**

The company classifies its financial assets in the following measurement categories –

- Those to be measured subsequently at fair value (either through other comprehensive income or through Statement of profit and loss), and
- Those measured at amortised cost

The classification depends on the company's business model for managing the financial assets and the contractual terms of cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at the fair value through other comprehensive income

**ii) Measurement**

At initial recognition, the company measures a financial asset at its fair value plus transaction cost that are directly attributable to the acquisition of the financial asset. In the case of a financial asset at fair value through profit or loss, transaction costs of financial assets are expensed in the Statement of profit and loss.

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss.

**iii) Impairment of financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less cost of disposal and its value in use.

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**iv) De-recognition of Financial Assets:**

Financial asset is derecognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.



**v) Income Recognition:**

Interest income – Interest income from debt instruments is recognised using the effective interest rate method.

Dividend income -Dividends are recognised in profit or loss only when the right to receive payment is established.

Rental Income - Rental income is accounted for on accrual basis.

Scrap (i.e. empties, wastage etc. Other than production ) is accounted for on sale basis.

**j) Impairment of Non-Financial assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable amount. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from assets or group of assets (cash-generating units). Non-Financial assets suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**k) Non- Current Assets Held for Sale:**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. They are measured at lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt.

Non-current assets are not depreciated or amortised while they are classified held for sale. Interest and other expenses attributable to the liabilities of disposal, company classified as held for sale, continue to be recognised.

**l) Derivatives that are not designated as hedges**

The company enters into certain derivatives/forward contracts to hedge foreign currency risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss.

**m) Property, plant and equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use.

Depreciation methods, estimated useful lives and residual value

The company depreciates its property, plant and equipment over the useful life in the manner prescribed in the Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the assets.

**n) Intangible assets**

Computer software

Computer software are stated at cost, less accumulated amortisation and impairment ,if any.

**Amortisation methods and periods**

The company amortises the computer software with a finite useful life over the period of 5 years.

**o) Trade and other payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured.

**p) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using effective interest method.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**q) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**r) Provisions and contingent liabilities**

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.



**s) Employee benefits****(i) Short term obligations**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other long term employee benefit obligations**

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

**(iii) Post-employment obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**(iv) Defined contribution plans**

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to the Statement of Profit and Loss.

**t) Estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management has made judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses.

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable.
- Designation of financial assets /liabilities through FVTPL.
- Estimation of defined benefit obligation.
- Recognition of deferred tax assets for carried forward tax losses.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on company and that are believed to be reasonable under the circumstances.

**u) Ind As 116-Leases:**

On 30 March 2019, MCA has notified Ind AS 116, Leases. Ind AS 116 sets out the principals for the recognition, measurement, presentation and disclosure of leases and requires leases to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for leases - leases of 'low-value' assets and short term leases (i.e., leases with lease term of 12 months or less). At commencement date of the lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-to-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expenses on the right-to-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-to-use asset. It has no impact on the company.

**22.2. Significant accounting judgements, estimates & assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimating uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.



### Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the postemployment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note:-25 .

### Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using other valuation techniques. The Inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Note 23: - Contingent Liabilities not provided for, capital and other commitments:</b>		
- <b>Contingent Liabilities:</b>		
<b>Direct and Indirect Tax Authorities have raised demands of Rs.20.79 Lakhs (Previous Year Rs.58.75) out of Which a sum of Rs. 2.10 Lakhs (Previous Year Rs.9.70) has been deposited against said demand. Further these demands have been contested in appeal and no Provision has been made in the financial statement. -</b>		
<b>Capital and Other Commitments</b>		
<b>a) Capital Commitments</b>		
- Letter of credits outstanding in favour of suppliers (net of advances)	74.76	-
- Estimated amount of contracts remaining to be executed not provided for (net of advances and deposits)	-	-
<b>b) Other Commitments</b>		
- Bank Guarantee	-	-
- Letter of credits outstanding in favour of suppliers (net of advances)	313.09	856.84
- Estimated amount of contracts remaining to be executed not provided for (net of advances and deposits)	22.34	0.80
	<b>410.19</b>	<b>857.64</b>

### Note:- 24 Earnings per share (EPS) (Ind AS 33)

The Company's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Company . Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

<b>Earnings Per Share has been computed as under:</b>		
Profit for the year attributable to the Equity holders of the Company	3,194.41	8,768.11
Weighted-average number of equity shares for basic EPS	245.88	245.88
Earnings Per Share (Rs.) - Basic (Face value of Rs. 5 per share)	12.99	35.66
(Diluted earning per share is same as basic earning per share.)		

Proposed dividend on equity shares is subject to the approval of the shareholders of the Company at the Annual General Meeting and not recognised as liability as at the Balance Sheet date.

### Note:-25 Post Retirement Benefits Plans (Ind AS 19)

#### Defined Benefit Plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service



for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Particulars	As at 31st March 2023	As at 31st March 2022
<b>(i) Changes in Defined Benefit Obligation</b>		
Present value obligation as at the start of the year	213.05	195.70
Current service cost	28.18	23.89
Interest cost	14.62	13.09
Past Service Cost Plan Amendment	-	-
Actuarial loss/(Gains) - Experience Changes	(2.33)	(5.29)
Actuarial loss / (Gains) Financial Assumption	(2.72)	(2.45)
Benefits paid	(20.05)	(11.89)
	<b>230.75</b>	<b>213.05</b>
<b>Present value obligation as at the end of the year</b>		
<b>(ii) Change in fair value of plan assets</b>		
Fair value of plan assets as at the start of the year	208.92	205.71
Interest income on plan assets	14.51	13.87
Employer Contributions	5.40	2.43
Benefits paid	(20.05)	(11.89)
Return on plan assets greater/(lesser) than discount Rates	(0.13)	(1.20)
<b>Fair value of plan assets as at the end of the year</b>	<b>208.65</b>	<b>208.92</b>
<b>(iii) Breakup of Actuarial gain/loss:</b>		
Actuarial (gain)/loss on arising from change in financial assumption	(2.72)	(2.45)
Actuarial (gain)/loss on arising from experience adjustment	(2.33)	(5.29)
Return on plan assets (greater)/less than discount rate	0.13	1.20
	<b>(4.92)</b>	<b>(6.54)</b>
<b>(iv) Net Asset / (Liability) recognised in the Balance Sheet</b>		
Present value obligation as at the end of the year	(230.75)	(213.05)
Fair value of plan assets as at the end of the year	208.65	208.92
<b>Net Asset / (Liability) in the Balance Sheet</b>	<b>(22.10)</b>	<b>(4.13)</b>
<b>(v) Amount recognized in the statement of profit and loss</b>		
Current service cost	28.18	23.89
Interest cost	14.62	13.09
Interest income on plan assets	(14.51)	(13.87)
<b>(Income)/Expense recognised in the statement of profit and loss</b>	<b>28.29</b>	<b>23.11</b>
<b>(vi) Remeasurements recognised in the statement of Other Comprehensive Income (OCI)</b>		
Changes in Financial Assumptions	(2.72)	(2.45)
Experience Adjustments	(2.33)	(5.29)
Return on plan assets (greater)/less than discount rate	0.13	1.20
<b>Amount recognised in Other Comprehensive Income</b>	<b>4.92</b>	<b>6.54</b>
<b>(vii) Actuarial assumptions</b>		
Discount Rate (p.a)	7.30%	7.20%
Salary Escalation Rate (p.a)	7.00%	7.00%
Employee Turnover rate	1% to 3%	1% to 3%
Mortality Rate	"Indian Assured Lives Mortality (2006-08) (modified) Ult"	"Indian Assured Lives Mortality (2006-08) (modified) Ult"

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

## (viii) Sensitivity analysis for gratuity liability

The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

### Present value of obligation at the end of the year

#### Impact of the change in Discount rate (p.a)



Impact due to decrease of 0.50%	14.22	13.04
Impact due to increase of 0.50%	(12.82)	(11.74)
<b>Impact of change in Salary Escalation rate (p.a)</b>		
Impact due to increase of 0.50%	13.59	12.39
Impact due to decrease of 0.50%	(12.34)	(11.24)

**(ix) Expected future cash flows**

The expected future cash flows in respect of gratuity were as follows:

**Weighted average duration of defined plan obligation (based on discounted cash flows)**

<b>Gratuity</b>	<b>14 years</b>	<b>14 years</b>
The followings are the expected future benefit payments for the defined benefit plan :		
March 31, 2023	-	29.49
March 31, 2024	37.95	11.81
March 31, 2025	4.50	12.83
March 31, 2026	5.64	5.93
March 31, 2027	7.02	7.72
March 31, 2028	35.73	-
March 31, 2028 to March 31, 2032	-	129.2
March 31, 2029 to March 31, 2033	121.05	-

**Note-26 Corporate Social Responsibility**

To meet its CSR Obligation under Sec 135 of Companies Act, 2013 and as per the company's CSR policy approved and adopted by the Board of Directors, company joined hands with Group Companies under one umbrella, to undertake the CSR Projects through Oswal Foundation. Oswal Foundation is a Registered Society formed in the year 2006 having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration no. CSR0000145 for undertaking CSR activities.

The foundation is going to undertake "Health Care Project", as approved by the consortium at Mohan Dai Oswal Cancer Hospital and Research Foundation, Ludhiana.

During the year 2022-23 CSR committee recommended Rs.148.35 lakhs (Previous year Rs.83) being two percent of the average net profits of the company made during the three immediately preceding financial years.

Accordingly to fulfil its obligation under CSR, Board on the recommendation of CSR Committee decided to contribute an amount of Rs. 300 lakhs (Previous year Rs.83 lakhs) to the Oswal Foundation for undertaking Health care projects as approved by the consortium of the Group Companies formed to undertake CSR activities through Oswal Foundation.

As per the decision of CSR committee, the company has debited in p & l account only current years' liability of Rs. 148.35 lakhs and the balance amount of Rs.151.65 lakhs have been shown as advance in other recoverables- under Note 7 - Other Current assets and will be adjusted against liability in subsequent years.

**Note:-27 Dues to micro and small suppliers**

Under the section 22 of Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2nd October, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, there are no outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

<b>Particulars</b>	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
Principal amount remaining unpaid	-	-
Interest due thereon		
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year		
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the year	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

**Note:-28 Government Grants Receivable**

	<b>As at 31st March 2023</b>	<b>As at 31st March 2022</b>
<b>At the beginning of the year</b>	104.37	217.15
Provided during the year	508.21	-



Received during the year	-	112.78
<b>At the end of the year</b>	612.58	104.37
Current	612.58	104.37
<b>Non-Current</b>	-	-

Government grants from MP state as Sales Tax /Power incentives. There are no unfulfilled conditions or contingencies attached to these grants.

### Note:-29 Fair value measurements

#### (a) Financial Instruments by category

Particulars	31st March 2023			31st March 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments		16,855.14				
-Equity Instruments*	-	217.77	-	-	36,954.88	-
-Bonds	-	-	-	-	217.77	-
-MF, Debentures & Bonds	6,069.97	-	-	2,543.20	-	-
Security Deposits	-	-	335.77	-	-	325.38
Intercompany Loans	-	-	-	-	-	-
Trade receivables	-	-	2,562.24	-	-	2,835.71
Cash and cash equivalents	-	-	7.57	-	-	61.53
Other Bank Balances	-	-	3,313.29	-	-	38.38
Loan to employees	-	-	10.69	-	-	4.77
Other financial assets	-	-	750.94	-	-	108.51
<b>Total</b>	<b>6,069.97</b>	<b>17,072.91</b>	<b>6,980.50</b>	<b>2,543.20</b>	<b>37,172.65</b>	<b>3,374.28</b>
<b>Financial Liabilities</b>						
Non-current Borrowings	-	-	14,527.50	-	-	16,762.50
Current Borrowings	-	-	1,820.66	-	-	2,787.66
Trade payable	-	-	1,091.24	-	-	874.32
Other financial liabilities (Current)	-	-	157.07	-	-	165.64
<b>Total</b>	<b>-</b>	<b>-</b>	<b>17,596.47</b>	<b>-</b>	<b>-</b>	<b>20,590.12</b>

\* Investment in subsidiaries, joint ventures and associates are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

#### (b) Fair value hierarchy

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

#### Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets</b>						
<b>Investments at FVTPL</b>						
-MF, Debentures & Bonds	6,069.97	-	-	2,543.20	-	-
-Equity Instruments	-	-	-	-	-	-
<b>Investments at FVOCI</b>						
-Equity Instruments	16,586.09	269.05	-	35,218.70	1,736.18	-
-Bonds	217.77	-	-	217.77	-	-
<b>Total financial assets</b>	<b>22,873.83</b>	<b>269.05</b>	<b>-</b>	<b>37,979.67</b>	<b>1,736.18</b>	<b>-</b>

#### Valuation process and technique used to determine fair value

- The fair value of investments in government securities, debentures and quoted equity shares is based on the current bid price of respective investment as at the balance sheet date.
- The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.


**Financial assets and liabilities measured at amortised cost.**

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Security Deposits	-	-	335.77	-	-	325.38
Intercorporate Loans	-	-	-	-	-	-
Trade receivables	-	-	2,562.24	-	-	2,835.71
Cash and cash equivalents	-	-	7.57	-	-	61.53
Other Bank Balances	-	-	3,313.29	-	-	38.38
Loan to employees	-	-	10.69	-	-	4.77
Other financial assets	-	-	750.94	-	-	108.51
<b>Total financial assets</b>	-	-	<b>6,980.50</b>	-	-	<b>3,374.28</b>
<b>Financial liabilities</b>						
Non-current Borrowings	-	-	14,527.50	-	-	16,762.50
Current Borrowings	-	-	1,820.66	-	-	2,787.66
Trade payable	-	-	1,091.24	-	-	874.32
"Other financial liabilities (Current)"	-	-	157.07	-	-	165.64
<b>Total financial liabilities</b>	-	-	<b>17,596.47</b>	-	-	<b>20,590.12</b>

**Level 1 :** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2 :** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3 :** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**(c) Fair value of financial assets and liabilities measured at amortised cost**
**Particulars**

Particulars	31st March 2023		31st March 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets</b>				
Non-current assets	335.77	335.77	325.38	325.38
<b>Total financial assets</b>	<b>335.77</b>	<b>335.77</b>	<b>325.38</b>	<b>325.38</b>
<b>Financial liabilities</b>				
Non-current liabilities	12,292.50	12,292.50	14,527.50	14,527.50
<b>Total financial liabilities</b>	<b>12,292.50</b>	<b>12,292.50</b>	<b>14,527.50</b>	<b>14,527.50</b>

**d) Measurement of fair values**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The management assessed that the fair values of cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair value of non-current borrowings and security deposits that approximate to their carrying amounts as it is based on discounting future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

**Note:- 30. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:




**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/receivables in foreign currencies.

**a) Market risk- Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate.

	As at 31st March 2023	As at 31st March 2022
Variable rate borrowings	16,348.16	19,550.16
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>16,348.16</b>	<b>19,550.16</b>

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variable held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

50 bps decrease would Increase the profit before tax by	81.74	97.75
50 bps increase would decrease the profit before tax by	(81.74 )	( 97.75)

**b) Market risk- Foreign currency risks**

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, EURO and GBP. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited and the Company hence does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

**Particulars of unhedged forex exposure as at reporting date.**

Particulars	As at 31st March 2023		As at 31st March 2022	
	Foreign Currency	INR	Foreign Currency	INR
<b>Trade receivables</b>				
-USD	-	-	-	-
-GBP	-	-	-	-
<b>Trade payables</b>				
-USD	96,750	79.33	-	-
-GBP	-	-	3463	3.52
<b>Total Exposure (net)</b>				
-USD - Receivable (Payable)	-96750	-79.33	0	0.00
-GBP - Receivable (Payable)	-	-	-3463	-3.52

**Foreign currency sensitivity**

The following table demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

**Foreign Currency Sensitivity**

5% decrease in USD rate would Increase (decrease) the profit before tax by	3.97	0.00
5% increase in USD rate would Increase (decrease) the profit before tax by	-3.97	0.00
5% decrease in GBP rate would Increase (decrease) the profit before tax by	0.00	0.18
5% increase in GBP rate would Increase (decrease) the profit before tax by	0.00	-0.18

**c) Foreign Currency Exposure (Forward Booking)**

The foreign currency exposure of the company as on reporting date is as under. The company does not use forward contracts for speculative purpose.

Forward Contrace against exports

- USD	18.00 Lakhs	8.00 Lakhs
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**d) Market risk- Price risks**

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet



either at fair value through other comprehensive income or at fair value through profit and loss. To manage its price risk arising from investments in equity instruments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

## Price sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

- Impact on total comprehensive income

500 bps in BSE Sensex 30 increase would increase the profit before tax by	829.30	1,760.94
500 bps in BSE Sensex 30 decrease would decrease the profit before tax by	(829.30)	(1,760.94)

## (B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

### (a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk on financial reporting date
- (ii) Moderate credit risk
- (iii) High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables, Investments and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables and other financial assets	Life time expected credit loss or 12 month expected credit loss
High credit risk	Trade receivables and other financial assets	"Life time expected credit loss fully provided for"

### Financial assets that expose the entity to credit risk –

#### Low credit risk on reporting date

	As at 31st March 2023	As at 31st March 2022
Trade receivables	2,562.24	2,835.71
Cash and cash equivalents	7.57	61.53
Other bank balances	3,313.29	38.38
Loans(current)	10.69	4.77
Loans(non-current)	335.77	325.38
Other financial asset (current)	750.94	108.51

### Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

### Trade receivables

Credit risk related to trade receivables are mitigated by taking Credit insurance for domestic sales/letter of credit for export sales, which results in low credit risk. The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become one year past due.

### Gross carrying amount of trade receivables

	As at 31st March 2023	As at 31st March 2022
Not due nor impaired	2525.25	2835.48
0-90 days past due	0.66	0.00
90-180 days past due	2.71	0.23



180-365 days past due	0.00	0.00
More than one year	33.62	0.00
<b>Total</b>	<b>2562.24</b>	<b>2835.71</b>

### Loans and Other financial assets measured at amortised cost

Loans and other financial assets measured at amortized cost includes Security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

### (C) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including bilateral loans, debt and overdraft from domestic banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

### (a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating rate	As at 31st March 2023	As at 31st March 2022
<b>(i) Expiring within one year</b>		
Secured		
- Working Capital	3579.34	1412.34
<b>(ii) Expiring beyond one year</b>		
Secured		
- Rupees term loan from banks	-	-

The table below summaries the maturity profile of the Company's financial liabilities based on contractual undiscounted payments -

Particulars	0-1 Years	1 to 2 years	2 to 5 years	More than 5 years	Total
<b>Year ended 31st March 2023</b>					
Contractual maturities of borrowings	4,055.66	2,235.00	6,705.00	3,352.50	16,348.16
Contractual maturities of Trade payables and other payables	1,091.24	-	-	-	1,091.24
Contractual maturities of other financial liabilities	157.07	-	-	-	157.07
<b>Total</b>	<b>5,303.97</b>	<b>2,235.00</b>	<b>6,705.00</b>	<b>3,352.50</b>	<b>17,596.47</b>

Particulars	0-1 Years	1 to 2 years	2 to 5 years	More than 5 years	Total
<b>Year ended 31st March 2022</b>					
Contractual maturities of borrowings	5,296.50	2,235.00	6,705.00	2,235.00	16,471.50
Contractual maturities of Trade payables and other payables	874.32	-	-	-	874.32
Contractual maturities of other financial liabilities	165.64	-	-	-	165.64
<b>Total</b>	<b>6,336.46</b>	<b>2,235.00</b>	<b>6,705.00</b>	<b>2,235.00</b>	<b>17,511.46</b>

### Note:- 31 Dividend distribution made

Rs. 2.50 per share (Previous Year Re.1.50 per share)

### As at 31st March 2023

614.70

**614.70**

### As at 31st March 2022

368.82

**368.82**

### Note:- 32 Reconciliation of changes in financial liabilities

Reconciliation of Changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes as per the requirement of IND AS-7 'Statement of Cash Flows'



Particulars	Current Year		Previous Year	
	Borrowings (Non-current) (including cur- rent maturities)	Borrowings (Current)	Borrowings (Non-current) (including cur- rent maturities)	Borrowings (Current)
A. Borrowings from Banks				
Balance at the begning of the period	16,762.50	2,787.66	4,565.86	1,559.04
Add:/Less Changes during the period				
(a) Changes from financing cash flows	(2,235.00)	(967.00)	12,196.64	1,228.62
(b) Changes arising from obtaining or losing control of subsid- iaries or other business				
(c) the effect of changes in foreign exchange rates				
(d) changes in fair values				
(e) other Changes				
Balance at the end of the period	14,527.50	1,820.66	16,762.50	2,787.66
B. Deposits from body corporates				
Balance at the begning of the period	-	-	-	-
Add:/Less Changes during the period				
(a) Changes from financing cash flows (Net)	-	-	-	-
(b) Changes arising from obtaining or losing control of subsid- iaries or other business	-	-	-	-
(c) the effect of changes in foreign exchange rates	-	-	-	-
(d) changes in fair values	-	-	-	-
(e) other Changes	-	-	-	-
Balance at the end of the period	-	-	-	-

### Note:- 33 Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade payables, less cash and cash equivalents and other bank balances.

	As at 31st March 2023	As at 31st March 2022
Borrowings	16,348.16	19,580.16
Trade payables	1,091.24	874.32
Less: Cash and cash equivalents	(7.57)	(61.53)
Less: Other bank balances	(3,313.29)	(38.38)
<b>Net debt</b>	<b>14,118.54</b>	<b>20,354.57</b>
Equity	47,996.22	63,217.98
<b>Capital and net debt</b>	<b>62,114.76</b>	<b>83,572.55</b>
<b>Gearing ratio</b>	<b>22.73%</b>	<b>24.36%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2023 and 31st March 2022.

### Note:- 34 Related party disclosure as per Ind AS 24

Disclosure of related parties and relationship between the parties

#### Nature of relationship

##### (i) Associates

M/s Nahar Capital & Financial Services Limited

##### (ii) Key Management Personnel

Mr.Sambhav Oswal (Managing Director), Mr. S. K. Sharma (Executive Director), Mr.Rakesh Jain (Chief Financial Officer) and Ms.Priya (Company Secretary)

##### (iii) Directors & their relatives

Mr. Jawahar Lal Oswal (Chairman), Mr.Kamal Oswal (Director), Mr.Dinesh Oswal (Director), Mr.Dinesh Gogna, Mr. S.K.Singla, Mr.Y.P.Sachdeva, Mr.A.S. Sohi, Mr.Anchal Kumar Jain, Dr.Prem Lata Singla, Rajan Dhir, Dr.Rakesh Kumar Jindal, Mr.Roshan Lal Behl, Mr.Vijay Asdhir, Dr.Mrs. Manisha Gupta and Mrs. Ritu Oswal.



(iv) Other Group companies over which key Management Personnel and their relatives are able to exercise significant Influence

Nahar Spinning Mills Ltd., Nahar Industrial Enterprises Limited, Sankheshwar Holding Company Limited., Oswal Foundation, Oswal Woollen Mills Limited.

\*Other related parties includes the Companies in which the Key Management Personnel or their relatives have significant influence with whom the transactions have been made during the year and previous year.

### Detail of Related party Transactions

Sr. No.	PARTICULARS	Associates		Enterprises over which KMP is able to exercise significant influence		Key Management personnels & their relatives	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1	Intercompany Loans Given	500.00	-	600.00	1,400.00	-	-
2	Intercompany Loans Received Back	500.00	-	600.00	3,400.00	-	-
3	Interest Received	4.99	-	2.53	105.13	-	-
4	Director's Sitting Fees	-	-	-	-	3.70	3.90
5	Director's Remuneration	-	-	-	-	698.45	448.64
6	Salary	-	-	-	-	24.00	15.94
7	Rent Paid	-	-	2.76	2.62	36.49	30.50
8	CFO Remuneration	-	-	-	-	13.86	12.91
9	CS Remuneration	-	-	-	-	3.07	2.82
10	License Purchased	-	-	463.08	137.49	-	-
11	License Sale	-	-	-	0.83	-	-
12	Reimbursements Received	-	0.01	299.86	0.04	-	-
13	Reimbursements Paid	-	-	106.94	33.03	-	-
14	Sales	-	-	27.20	20.04	-	-
15	Purchase of Goods/Services	-	-	48.85	3.15	-	-
16	Contribution towards CSR Expenses	-	-	300.00	83.00	-	-
17	Balance as on 31.03.2023	-	-	-	-	-	-
	- Crs./Payable	-	-	31.72	-	2.73	-
	- Due to directors	-	-	-	-	122.45	246.22

### Note:-35 Others

- Quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.
- The figures of the corresponding previous year have been regrouped wherever considered necessary to correspond to current year disclosures.

### Note:- 36 Ratios

The following are analytical ratios for the year ended 31st March 2023 and 31st March 2022

Particulars	Numirator	Denominator	31st March 2023	31st March 2022	Variance
Current Ratio	Current assets	Current Liabilities	2.17	2.45	-11.40%
Debt – Equity Ratio	Long Term Debt	Shareholder's Equity+Long term Debt	0.30	0.27	10.51%
Debt Service Coverage Ratio	Earnings available for debt service <sup>(1)</sup>	Debt Service <sup>(2)</sup>	2.20	6.87	-67.93%
Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	5.74%	19.20%	-70.07%
Trade receivables turnover ratio	Revenue	Average Trade Receivable	26.80	24.66	8.66%
Trade payables turnover ratio	Cost of Goods Sold <sup>(3)</sup>	Average Trade Payables (Other than for Capital Goods)	62.93	44.98	39.90%
Inventory Turnover ratio	Cost of Goods Sold	Average Inventories	11.06	8.36	32.30%
Net capital turnover ratio	Operating Revenue	Working Capital	9.41	6.27	50.06%
Net profit ratio	Net Profit (Before Tax)	Operating Revenue	5.93%	23.79%	-75.07%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed <sup>(4)</sup>	6.86%	14.45%	-52.49%
Return on Investment (ROI)	Income generated from investments <sup>(5)</sup>	Average Investments <sup>(6)</sup>	0.89%	1.25%	-28.84%

(1) Net Profit after taxes + Non-cash operating expenses + Interest

(2) Loan repayments for the current year

(3) Revenue from Operations minus EBITDA

(4) Equity + Longterm debt

(5) Income accounted in other comprehensive income is not considered

(6) Calculated on cost of investments

**Reason for Variance of ratios: -**

<b>Debt Service Coverage</b>	:	Due to increase in repayment of term loans and interest for setting up a new unit and reduction in profits.
Return on equity	:	Due to lower demand and realisation per unit of product there is a reduction in net profit.
Trade payable turnover	:	Due to increase in sales turnover volume on account of setting up a new unit.
Inventory turnover	:	Due to increase in sales turnover volume on account of setting up a new unit.
Net capital turnover	:	Due to increase in sales turnover volume on account of setting up a new unit.
Net Profit	:	Due to lower demand and realisation per unit of product there is a reduction in net profit.
Return on capital employed	:	Due to lower demand and realisation per unit of product there is a reduction in net profit.
Return on Investment	:	Due to Reduction in the amount of dividend received.

This is the notes referred to in our report of even date.

**For YAPL & Company**

Chartered Accountants  
FRN:017800N

**For Nahar Poly Films Limited****Sakshi Garg**

(Partner)  
M.No.553997  
Place : Ludhiana  
Date : 30.05.2023  
UDIN : 23553997BGUDUO4703

**Rakesh Jain**

(Chief Financial  
Officer)

**Priya**

(Company  
Secretary)

**Sambhav Oswal**

Managing Director  
(DIN - 07619112)

**Dinesh Oswal**

Director  
(DIN - 00607290)



**INDEPENDENT AUDITOR'S REPORT****TO THE MEMBERS OF NAHAR POLY FILMS LIMITED****Report on the Consolidated Ind AS Financial Statements****Opinion**

We have audited the accompanying consolidated Ind AS financial statements of **Nahar Poly Films Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the consolidated Ind AS financial statements

as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There is no key audit matters to be communicated in our report.

**Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, but does not include the consolidated Ind AS financial statements and our auditors' report thereon. The Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to



the preparation and presentation of the consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements of the associate whose financial statement reflects profit of Rs 5004 Lacs out of which Rs 1876.55 Lacs (net of Dividend) has been considered in the consolidated Financial Statements. These financial statement have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts

and disclosures included in respect of these associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the reports of the other auditors. Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its consolidated Ind AS financial statements.
  - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv) (a) The Management has represented that, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
   
(b) The Management has represented, that, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
   
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v) As stated in the Consolidated financial statements
    - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.



- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- vi) Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1, 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For YAPL & Co.**  
Chartered Accountants  
Firm Regn.No.017800N

**(CA Sakshi Garg)**  
Partner  
M.No.553997  
UDIN: 23553997BGUDUQ3309  
Dated: 30-05-2023  
Place: Ludhiana

## **Annexure - A to the Auditors' Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of Nahar Poly Films Ltd ("the Company") as of 31 March 2023 in conjunction with our audit of the consolidated Ind AS Financial Statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Respective Board of Directors of the Holding Company and its associate company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting

criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS Financial Statements for



external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind AS Financial Statements.

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal

financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Holding Company and its associate company which is incorporated in India, based on the corresponding reports of auditors of such company, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

**For YAPL & Co.**  
Chartered Accountants  
Firm Regn.No.017800N

**(CA Sakshi Garg)**  
Partner  
M.No.553997  
UDIN: 23553997BGUDUQ3309  
Dated: 30-05-2023  
Place : Ludhiana




**Consolidated Balance Sheet as at 31st March 2023**
*(All amounts ₹ in Lakhs, unless stated otherwise)*

Particulars	Notes	As at 31st March 2023	As at 31st March 2022
<b>ASSETS</b>			
Non-current assets			
Property, plant and equipment	1	26,947.25	29,261.77
Capital work-in-progress		-	185.19
Financial assets			
Investments	2.1	55,973.16	71,453.62
Other Non-Current Financial Assets	2.2	335.77	325.38
Other Non-Current Assets			
Loans & Advances	3	397.43	-
		<b>83,653.61</b>	<b>1,01,225.96</b>
<b>Current assets</b>			
Inventories	4	4,975.17	6,206.16
Financial assets			
Investments	5.1	784.04	-
Trade receivables	5.2	2,562.24	2,835.71
Cash and Cash equivalents	5.3	7.57	61.53
Other bank balances	5.4	3,313.29	38.38
Loans and advances	5.5	10.69	4.77
Other financial asset	5.6	750.94	108.51
Current tax assets (net)	6	211.67	148.57
Other current assets	7	1,642.57	3,777.40
		<b>14,258.18</b>	<b>13,181.03</b>
<b>Total Assets</b>		<b>97,911.79</b>	<b>1,14,406.99</b>
<b>EQUITY &amp; LIABILITIES</b>			
<b>EQUITY</b>			
Equity Share capital	8.1	1,257.77	1,257.77
Other equity	8.2	76,679.61	90,024.82
		<b>77,937.38</b>	<b>91,282.59</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	9	12,292.50	14,527.50
Deferred tax liabilities (net)	10	1,112.38	3,216.12
		<b>13,404.88</b>	<b>17,743.62</b>
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	11.1	4,055.66	2,787.66
Trade and other payables	11.2		
- To Micro, Small and Medium Enterprises		105.04	183.15
- To Others		986.20	691.17
Other financial liabilities	11.3	157.07	165.64
Other current liabilities	12	1,243.46	1,437.21
<b>Provisions</b>	13		
- Provision for Gratuity		22.10	4.13
- Current tax liabilities (Net of advance tax)		-	111.82
		<b>6,569.53</b>	<b>5,380.78</b>
<b>Total Equity and liabilities</b>		<b>97,911.79</b>	<b>1,14,406.99</b>

The accompanying notes are an integral part of these Consolidated financial statements

This is the Balance Sheet referred to in our report of even date

**For YAPL & Company**

Chartered Accountants

FRN:017800N

**Sakshi Garg**

(Partner)

M.No.553997

Place : Ludhiana

Date : 30.05.2023

UDIN : 23553997BGUDUQ3309

**Rakesh Jain**

(Chief Financial  
Officer)

**Priya**

(Company Secretary)

**Sambhav Oswal**

Managing Director  
(DIN - 07619112)

**Dinesh Oswal**

Director  
(DIN - 00607290)

**For Nahar Poly Films Limited**




**Statement of Consolidated Profit and Loss for the year ended 31st March 2023**
*(All amounts ₹ in Lakhs, unless stated otherwise)*

Particulars	Notes	Current Year	Previous Year
<b>INCOME</b>			
Revenue from operations	14	72,319.01	48,894.09
Other Income	15	486.19	440.92
<b>Total Income</b>		<b>72,805.20</b>	<b>49,335.01</b>
<b>EXPENSES</b>			
Cost of materials consumed	16	52,856.99	31,067.93
Purchase Stock in trade		11.14	-
Change in inventories of finished goods, stock in trade and work -in-progress	17	1.65	(891.18)
Employee benefit expense	18	2,033.56	1,548.19
Finance costs	19	1,237.60	294.34
Depreciation and amortisation expense	1	3,224.22	643.80
Other expenses	20	9,247.60	5,236.01
<b>Total Expenses</b>		<b>68,612.76</b>	<b>37,899.09</b>
<b>Profit/(loss) before Tax Expenses</b>		<b>4,192.44</b>	<b>11,435.92</b>
Tax expense:	21		
- Current tax		(906.32)	(2,401.54)
- Deferred tax (credit)/Charge		(190.88)	(464.61)
<b>Profit for the year</b>		<b>3,095.24</b>	<b>8,569.78</b>
Share of Profit (Loss) from Associate under equity method		1,224.95	1,201.30
Profit for the year after share of profit from associates.		4,320.19	9,771.08
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss			
-Re-measurement gains/(losses) on defined benefit plans		4.92	6.54
-Current Tax relating to re-measurement gains/(losses) on defined benefit plans		(1.26)	(1.68)
-Equity investments through other comprehensive income		(20,099.74)	29,515.60
-Income tax relating to items that will not be reclassified to profit or loss		2,294.61	(2,793.20)
<b>Items that will be reclassified to profit or loss</b>			
-Investments through other comprehensive income		-	(46.77)
-Deferred Tax relating to items that will be reclassified to profit or loss		-	5.45
Share of other comprehensive income from associates under equity method		750.77	2,678.17
<b>Other Comprehensive Income for the year</b>		<b>(17,050.70)</b>	<b>29,364.11</b>
<b>Total Comprehensive Income for the year</b>		<b>(12,730.51)</b>	<b>39,135.19</b>
<b>Earnings per equity share of ₹ 5 each</b>			
Basic and Diluted		17.57	39.74

**The accompanying notes are an integral part of these standalone financial statements**

This is the Statement of Profit and Loss referred to in our report of even date

**For YAPL & Company**

Chartered Accountants

FRN:017800N

**For Nahar Poly Films Limited**
**Sakshi Garg**

(Partner)

M.No.553997

Place : Ludhiana

Date : 30.05.2023

UDIN : 23553997BGUDUQ3309

**Rakesh Jain**

(Chief Financial

Officer)

**Priya**

(Company Secretary)

**Sambhav Oswal**

Managing Director

(DIN - 07619112)

**Dinesh Oswal**

Director

(DIN - 00607290)



### Consolidated Cash flow statement for the year ended 31st March 2023

(All amounts ₹ in Lakhs, unless stated otherwise)

Particulars	Current Year	Previous Year
<b>Cash flow from operating activities:</b>		
Profit/(loss) before Tax Expenses	5,417.39	12,637.22
Add: Adjustment for Non-Cash & Non-operating items		
Income from associates	(1224.95)	(1201.30)
Depreciation and amortisation expense	3,224.22	643.80
Finance Costs	1,237.60	294.33
Interest Income	(293.22)	(135.66)
Dividend Income	(138.05)	(207.09)
(Profit)/loss on sale of investments (net)	(23.52)	(1.95)
Fair valuation of Investments through Profit and gains	(28.13)	(40.49)
Employment expenses through OCI	4.92	6.54
(Profit)/loss on sale of fixed assets (net)	(0.28)	-
Provision for Employee Benefits	17.97	4.13
<b>Operating profit before working capital changes (A)</b>	<b>8,193.95</b>	<b>11,999.53</b>
Adjustments for movement in:		
Changes in Trade Receivables and other receivables	273.47	(1,705.99)
Changes in Inventories	1,230.99	(4,146.47)
Changes in Loans (Non-Current Financial Assets)	(10.39)	(105.72)
Changes in Loans (Other Non Current)	(397.43)	-
Changes in Loans (Current)	(5.93)	(0.71)
Changes in other current assets	2,134.83	(1,040.59)
Changes in other financial assets	(642.44)	108.65
Changes in Trade and other payables	216.93	(5,275.48)
Changes in other financial liabilities	(8.57)	(1,906.60)
Changes in other current liabilities	(193.76)	804.82
Changes in Current borrowings	1,268.00	1,228.62
<b>Cash flow from operating activities before taxes</b>	<b>3,865.70</b>	<b>(12,039.47)</b>
Direct taxes paid (net of refunds & demands)	(1,082.50)	(2,330.68)
<b>Net cash flow from operating activities (B)</b>	<b>2,783.20</b>	<b>(14,370.15)</b>
<b>Cash flow from investing activities:</b>		
Purchase of fixed assets (including capital advances)	(766.42)	(10,099.53)
Proceeds from sale of fixed assets	42.20	-
Purchase of Investments	(11,035.58)	(1,966.54)
Proceeds from sale of Investments	7,560.46	336.29
Loan Given (ICD's)	(1,100.00)	(1,400.00)
Loan Received Back (ICD's)	1100.00	3400.00
Interest Income	293.22	135.66
Dividend Income	237.22	405.42
<b>Net cash flow (used) in investing activities (C)</b>	<b>(3,668.90)</b>	<b>(9,188.70)</b>
<b>Cash flow from financing activities:</b>		
Interest paid	(1,237.60)	(294.34)
Repayment of long term borrowings	(2,235.00)	(1,117.50)
Proceeds from long term borrowings	-	13,314.15
Dividend Paid	(614.70)	(368.82)
<b>Net cash flow (used) in financing activities (D)</b>	<b>(4,087.30)</b>	<b>11,533.49</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C+D)</b>	<b>3,220.95</b>	<b>(25.83)</b>
Cash and cash equivalents at the beginning of the year	99.91	125.74
<b>Closing cash and cash equivalents</b>	<b>3,320.86</b>	<b>99.91</b>
<b>Cash and cash equivalents include:</b>		
Cash and Cash equivalents	7.57	61.53
Other bank balances	3,313.29	38.38
<b>Cash and bank balances</b>	<b>3,320.86</b>	<b>99.91</b>

#### Notes to Cash flow Statement

- The above cash flow statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7 (Ind AS-7) on "Statements of Cash flows".
- Negative figures have been shown in brackets.
- \*Additions to property, plant, equipment and intangible assets include movements of capital work-in-progress and intangible assets under development respectively during the year.

The accompanying notes are an integral part of these Consolidated financial statements

This is the cash flow statement referred to in our report of even date.

For YAPL & Company

Chartered Accountants

FRN:017800N

For Nahar Poly Films Limited

**Sakshi Garg**

(Partner)

M.No.553997

Place : Ludhiana

Date : 30.05.2023

UDIN : 23553997BGUDUQ3309

**Rakesh Jain**

(Chief Financial

Officer)

**Priya**

(Company Secretary)

**Sambhav Oswal**

Managing Director

(DIN - 07619112)

**Dinesh Oswal**

Director

(DIN - 00607290)


**Notes forming part of Consolidated financial statements for the year ended 31st March 2023**
*(All amounts ₹ in Lakhs, unless stated otherwise)*
**Note-1 Property, plant and equipment**

Particulars	Freehold land	Building	Plant and machinery	Vehicle	Office equipment	Furniture and fixtures	Total
<b>Gross Carrying Value</b>							
<b>Balance as at 01 April 2022</b>	176.53	6,213.94	37,261.68	261.61	92.11	21.11	44,026.98
Additions	-	513.28	79.55	325.27	25.40	8.12	951.62
Disposals	-	-	-	(88.99)	-	-	(88.99)
<b>Balance as at 31st March 2023</b>	<b>176.53</b>	<b>6,727.22</b>	<b>37,341.23</b>	<b>497.89</b>	<b>117.51</b>	<b>29.23</b>	<b>44,889.61</b>
<b>Accumulated Depreciation</b>							
<b>Balance as at 01 April 2022</b>	-	1,016.35	13,617.53	59.75	57.84	13.74	14,765.21
Additions	-	206.03	2,962.61	42.31	12.26	1.01	3,224.22
Disposals	-	-	-	(47.07)	-	-	(47.07)
<b>Balance as at 31st March 2023</b>	<b>-</b>	<b>1,222.38</b>	<b>16,580.14</b>	<b>54.99</b>	<b>70.10</b>	<b>14.75</b>	<b>17,942.36</b>
<b>CWIP as at 31st March 2023</b>	-	-	-	-	-	-	-
<b>CWIP as at 31st March 2022</b>	-	-	-	-	-	-	185.19
<b>Net carrying amount</b>							
<b>Balance as at 31st March 2023</b>	176.53	5,504.84	20,761.09	442.90	47.41	14.48	26,947.25
<b>Balance as at 31st March 2022</b>	176.53	5,197.59	23,644.15	201.86	34.27	7.37	29,446.96

**Capital work-in-progress ageing schedule for the year ended 31st March 2023 and 31st March 2022 is as follows:**

Amount in CWIP for a period of	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Current Year	-	-	-	-	-
Previous Year	185.19	-	-	-	-

**Note :**
**a) Finance leases**

Company does not have any finance / operating lease.

**b) Contractual obligations**

There are no contractual commitments for the acquisition of property, plant and equipment.

**c) Borrowing Cost Capitalised**

The company has capitalised Nil term loan interest and Nil processing charges during the year (Previous year 929.25 Lakhs Interest and Rs.3.82 Lakhs Processing Charges)

**Note:-2.1 Non-current Investments**

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of units	Amount	No. of units	Amount
<b>Investments in Associates</b>				
<b>At Cost</b>				
<b>Quoted</b>				
Nahar Capital & Financial Services Limited (Equity Shares of ₹5 each fully paid-up)	6,611,632	33,614.32	6,611,632	31,737.77
<b>Sub total (a)</b>	<b>6,611,632</b>	<b>33,614.32</b>	<b>6,611,632</b>	<b>31,737.77</b>
<b>Investments in Equity Instruments</b>				
<b>At fair value through other comprehensive income</b>				
<b>Quoted</b>				
Nahar Spinning Mills Limited	6,902,244	16,586.09	6,902,244	35,218.70
<b>Sub total (b)</b>	<b>6,902,244</b>	<b>16,586.09</b>	<b>6,902,244</b>	<b>35,218.70</b>
<b>Investments Bonds</b>				
<b>At fair value through other comprehensive income to be reclassify at the time of sale</b>				
<b>Quoted</b>				
IRFC Tax Free Bond	11,757	117.57	11,757	117.57
Nabard Tax Free Bonds	10,020	100.20	10,020	100.20
<b>Sub total (c)</b>	<b>21,777</b>	<b>217.77</b>	<b>21,777</b>	<b>217.77</b>



### Investments in Mutual Funds, Debentures and Bonds

#### At fair value through profit and loss

##### Quoted

Axis Mutual Fund Axis AAA Bond Plus SDL ETF-2026	2,500,000	270.25	2,500,000	263.00
Edelweiss Recently Listed IPO Fund	1,126,956	181.46	1,126,956	212.29
HDFC Balanced Advantage Fund	32,079	110.54	-	-
HDFC Liquid Fund	-	-	11,951	500.10
HSBC Short Duration fund	547,031	128.57	547,031	123.69
IDFC Bond Fund Short Term Direct (Growth)	-	-	380,915	186.64
Kotak Bond Fund	550,229	262.59	550,229	251.43
SBI Balanced Advantage	953,096	104.99	-	-
SBI CPSE Bond Plus SDL Sep 2026 50:50 Index Fund	2,006,944	209.03	-	-
SBI Fixed Mayurity Plan Series 67 (1467 Days)	1,999,900	208.88	-	-
SBI Fixed Mayurity Plan Series 69 (367 Days)	1,999,900	206.11	-	-
SBI Magnum Ultra Short Duration Fund Direct Growth	-	-	8,172	400.20

#### Fixed Interest Bearig Bonds/Debentures at cost

##### Quoted

Adani Enterprises Limited BR NCD - 8.5%	30	300.41	10	100.00
Piramal enterprises BR NCD - 8.00%	20	201.18	20	200.00
ECAP Equities Ltd. NCD - 9.5% (Edel Land)	20	202.80	-	-
IIFL Samara MLD	20	200.23	-	-
IIFLWPL MLD Trade	20	200.29	-	-
JM Financials (MLD)-XXXVII	20	200.28	-	-
JM Financials (MLD)-XXXIX	10	100.17	-	-
L & T Finance Ltd	10	100.11	-	-
Motilal Oswal Finvest Ltd.	20	200.00	-	-
ECAP Equities Ltd. NCD	20	201.97	-	-
State Bank of In SR I 7.72 BD Perpetual FVRS1CR	3	300.60	3	305.85
HERO Wind Energy P.Ltd 9.05% NCD	20	160.00	-	-
UP Power Corp NCD 9.95%	24	240.00	-	-
TATA International Ltd NCD 9.10%	30	299.91	-	-
Svatantra Microfin 9.5 NCD	40	174.80	-	-
ICICI 9.15% NC BOND	50	520.76	-	-
<b>Sub total (d)</b>	<b>11,716,491</b>	<b>5,285.93</b>	<b>5,125,286</b>	<b>2,543.20</b>

#### Unquoted Investments

Equity shares of Sankheshwar Holdings Limited	95,750	269.05	95,750	1,736.18
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#### Sub total (e)

	95,750	269.05	95,750	1,736.18
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#### Grand Total (a+b+c+d+e)

	<b>55,973.16</b>	<b>71,453.62</b>
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#### Aggregate amount of quoted investments

	55,704.11	69,717.44
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#### Aggregate amount of unquoted investments

	269.05	1,736.18
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#### Aggregate amount of impairment in value of investments

Particulars	As at 31st March 2023	As at 31st March 2022
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#### Note:-2.2 Other Non-Current financial assets

(Unsecured considered good, unless otherwise stated)

Security deposits (Unsecured, considered good)	335.77	325.38
	<b>335.77</b>	<b>325.38</b>

#### Note:-3 Other Non-Current assets

Capital Advances

	397.43	-
	<b>397.43</b>	<b>-</b>

#### Note:-4 Inventories

(Valued at Cost or Net Realisable Value Whichever is Lower)

Raw Materials	2,434.03	3,699.21
Work in Process	1,520.30	1,476.86
Finished Goods	273.61	321.51
Waste & Rejections	14.79	11.97
Stores & Spares	732.44	696.61
	<b>4,975.17</b>	<b>6,206.16</b>



### Note:-5.1 Current Investments

Particulars	As at 31st March 2023		As at 31st March 2022	
	No. of units	Amount	No. of units	Amount
<b>Investments in Mutual Funds, Debentures and Bonds</b>				
At fair value through profit and loss				
Quoted				
Phillip Finance & Inv Ser.Ind.Pvt Ltd	64.00	305.97	-	-
Hero Future Energy	50.00	478.07	-	-
<b>Total</b>		<b>784.04</b>		<b>-</b>
<b>Aggregate amount of quoted investments</b>		<b>784.04</b>		<b>-</b>
<b>Aggregate amount of unquoted investments</b>		<b>-</b>		<b>-</b>
<b>Aggregate amount of impairment in value of investments</b>		<b>-</b>		<b>-</b>

#### Notes:

#### Note:- 5.2 Trade receivables

(Unsecured, considered good unless otherwise stated)

Considered good	2,562.24	2,835.71
	<b>2,562.24</b>	<b>2,835.71</b>

#### Note:-5.3 Cash and bank balances

Balance with banks	7.00	59.20
Cash in hand including stamps	0.57	2.33
	<b>7.57</b>	<b>61.53</b>

#### Note:-5.4 Other bank balances

Unpaid Dividend Account	52.50	37.64
Deposits with original maturity more than three months but less than twelve months	3,260.79	0.74
	<b>3,313.29</b>	<b>38.38</b>

#### Notes:

(i) Cash and cash equivalents include ₹ 52.5 lakhs (as at 31st March 2022 ₹ 37.64 lakhs) held in dividend accounts which is not available for use by the company.

#### Note:- 5.5 Loans (Current)

(Unsecured considered good, unless otherwise stated)

Loan to Employees	10.69	4.77
	<b>10.69</b>	<b>4.77</b>

#### Note:- 5.6 Other financial assets

Interest accrued but not due on fixed deposits	138.36	4.14
Sale Tax Incentive receivable	612.58	104.37
	<b>750.94</b>	<b>108.51</b>

#### Note:- 6. Other Current assets

Advance income tax (Net of Provisions)	133.24	148.57
TDS recoverable	78.43	-
	<b>211.67</b>	<b>148.57</b>

#### Note:- 7. Other Current assets

Advances to suppliers	617.81	1,206.17
Prepaid expenses	163.09	139.85
Balances with statutory and government authorities	2.57	1,476.05
License in hands	25.21	88.80
Others recoverable	833.89	866.53
	<b>1,642.57</b>	<b>3,777.40</b>



Particulars	As at 31st March 2023	As at 31st March 2022
<b>Note:- 8.1 Equity Share Capital</b>		
Authorised capital		
900 Lakh Equity Shares of ₹ 5- each (Previous Year Same)	4,500.00	4,500.00
	<b>4,500.00</b>	<b>4,500.00</b>
<b>Issued, subscribed and Fully paid up.</b>		
24,587,991 Equity Shares of ₹ 5/- each (Previous Year Same)	1,229.40	1,229.40
Add:- Amount paid up on forfeited Shares	28.37	28.37
<b>Total</b>	<b>1,257.77</b>	<b>1,257.77</b>

### a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.

	31st March 2023		31st March 2022	
	No of shares	Amount	No of shares	Amount
Equity shares at the beginning of the year	2,45,87,991	1229.40	2,45,87,991	1229.40
Issued during the year	-	-	-	-
Equity shares at the end of the year	2,45,87,991	1,229.40	2,45,87,991	1,229.40

### b) Rights, Preferences and restrictions attached to shares

Equity shares: The Company has one class of equity shares having a par value of Rs.5 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company .

### c) Details of shareholders holding more than 5% shares in the Company

	31st March 2023		31st March 2022	
	No of shares	% holding	No of shares	% holding
Nahar Capital & Financial Services Limited	12087671	49.16%	12087671	49.16%
Nahar Spinning Mills Limited	4359788	17.73%	4309056	17.53%

### d) Shareholding of promoter

Share Held by promoters Name of Promoter	As on 31st March 2023		As on 31st March 2022		Change
	No of shares	% holding	No of shares	% holding	
Dinesh Oswal	105273	0.43%	105273	0.43%	0.00%
Jawahar Lal Oswal	21214	0.09%	21214	0.09%	0.00%
Kamal Oswal	31500	0.13%	31500	0.13%	0.00%
Sambhav Oswal	27600	0.11%	1000	0.00%	0.11%
Tanvi Oswal	1000	0.00%	1000	0.00%	0.00%
Ritu Oswal	1000	0.00%	1000	0.00%	0.00%
Manisha Oswal	500	0.00%	500	0.00%	0.00%
Sanjana Oswal	500	0.00%	500	0.00%	0.00%
Rishabh Oswal	500	0.00%	500	0.00%	0.00%
Abhinav Oswal	500	0.00%	500	0.00%	0.00%
Promoter Group					
Nahar Spinning Mills Limited	4359788	17.73%	4309056	17.53%	0.21%
Nahar Capital & Financial Services Ltd.	12087671	49.16%	12087671	49.16%	0.00%
Sankeshwar Holding Co.Ltd.	784088	3.19%	784088	3.19%	0.00%

### e) Shares Forfeited

3,49,336 Shares are forfeited in financial year 2006-07 upon non payment of calls (previous year same)

### Note:- 8.2 Other Equity

#### (a) Securities premium account

Opening Balance as per last Balance Sheet	4,478.00	4,478.00
Add : Additions during the year	-	-
<b>Balance as at the year end</b>	<b>4,478.00</b>	<b>4,478.00</b>

#### b) Capital reserve on acquisition of shares of associates

Add : Additions during the year	-	-
<b>Balance as at the year end</b>	<b>10078.26</b>	<b>10078.26</b>





Particulars	As at 31st March 2023	As at 31st March 2022
<b>(c) General Reserve</b>		
Opening Balance as per last Balance Sheet	22,160.18	14,660.18
Add : Additions during the year	2,000.00	7,500.00
<b>Balance as at the year end</b>	<b>24,160.18</b>	<b>22,160.18</b>
<b>(d) Retained Earnings</b>		
Opening Balance as per last Balance Sheet	53,308.38	22042.01
Profit for the year	4,320.19	9771.08
Other Comprehensive Income for the year (net of tax)	(17,050.70)	29364.11
Dividends	(614.70)	(368.82)
Transfer to General Reserve	(2,000.00)	(7,500.00)
<b>Balance as at the year end</b>	<b>37,963.17</b>	<b>53,308.38</b>
<b>Total Other Equity (a+b+c+d)</b>	<b>76,679.61</b>	<b>90,024.82</b>

### Nature and purpose of reserves

#### Securities premium account

Securities premium account comprises of the premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.

#### General reserve

The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General reserve will not be reclassified subsequently to the statement of profit and loss.

#### Retained Earnings

Retained earnings refer to net earnings not paid out as dividends, but retained by the company to be reinvested in its core business. This amount is available for distribution of dividends to its equity shareholders.

### Note:- 9 Non-Current secured borrowings

#### SECURED

Term Loan from Banks	As at 31st March 2023	As at 31st March 2022
- Punab National Bank	7,562.50	8,937.50
- Bank of Maharashtra	4,730.00	5,590.00
	<b>12,292.50</b>	<b>14,527.50</b>

Both the term loans are repayable in 32 quarterly installments starting from quarter ending December 2021 is secured by way of first pari passu charge on entire fixed assets of the company (present and future) including equitable mortgage on factory land and building and is personally guaranteed by a director of the company.

Rate of Interest applicable as on last day of the year

- Punab National Bank	8.20%	7.80%
- Bank of Maharashtra	7.70%	7.80%

### Note:-10 Deferred Tax Asset/Liability (Net)

On account of Depreciation differences, Change in rate of tax &	1,130.65	3,230.96
Ind As Adjustments		
On Account of allowance u/s 43B	(18.27)	(14.84)
	<b>1,112.38</b>	<b>3,216.12</b>

Particulars	As at 31st March 2023	As at 31st March 2022
<b>Note:- 11.1 Current borrowings</b>		
<b>Secured</b>		
Working Capital Loans repayable on demand from Banks	1,820.66	552.66
Current maturities of long term debts	2,235.00	2,235.00
	<b>4,055.66</b>	<b>2,787.66</b>

Working capital facilities under consortium arrangement are secured by way of first pari passu charge on Current Assets, second pari passu charge on fixed assets including equitable mortgage of factory land and building of the company and is personally guaranteed by a director of the company.



### Note:- 11.2 Trade and other payables

#### Trade Payables:

- To micro, small and medium enterprises (refer note 27)*	105.04	183.15
- To others	986.20	691.17

**1,091.24** **874.32**

\* To the extent information provided/available with the company.

Not Due	1056.53	823.12
0-6 Months due	30.33	27.35
6 Months to 1 Year due	1.15	19.53
More than 1 year due	3.23	4.32

**Total** **1091.24** **874.32**

### Note:- 11.3 Other financial liabilities

Employee related payables	104.57	123.95
Unpaid Dividend (refer note (a) below)	52.50	37.64
Retention Money	-	4.05

**157.07** **165.64**

**Note:** (a) There are no amounts due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.

### Note:- 12 Other current liabilities

Advances from customers	724.14	828.07
Dues to director	122.45	244.22
Statutory Dues	180.85	71.06
Other Payables	216.02	293.86

**1,243.46** **1,437.21**

### Note:- 13. Provisions

Provision for gratuity (refer note 25)	22.10	4.13
Current Tax Liability (Net of Advance Tax)	-	111.82

**22.10** **115.95**

### Movement in provisions: Provision for gratuity

Opening Balance	4.13	-
Add : Provision recognised during the year	22.10	4.13
Less : Provision utilised during the year	4.13	-

**Closing Balance** **22.10** **4.13**

Particulars	Current Year	Previous Year
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### Note:- 14 Revenue from operations

Sale of products		
Export	6,326.14	3,164.54
Domestic	65,655.44	45,549.89

**71,981.58** **48,714.43**

### Other operating revenue

Sale-scrap	267.06	140.68
Export incentives	63.85	19.45
Claims received	6.52	19.44
Others	-	0.09

**72,319.01** **48,894.09**

### Note :- 15 Other Income

Interest income	293.22	135.66
Dividend Income	138.05	207.08
Profit on sale of investments (net)*	23.52	1.95
Profit on sale of Fixed Assets	0.28	-
Exchange fluctuation gain (net)	-	33.00
Fair valuation of investments through profit and loss	28.13	40.49
Net MTM Gain on Forward Contracts	2.99	5.57



Particulars	Current Year	Previous Year
Miscellaneous income	-	17.17
	<b>486.19</b>	<b>440.92</b>
*Profit on sale of investmens is Rs.60.46 out of which profit of Rs.36.94 already considered in Fair Valuation upto the end of previous year.		
<b>Note:- 16 Cost of materials consumed</b>		
Opening stock of raw materials	3,699.21	555.39
Add : Purchases of raw materials during the year	51,591.81	34,211.75
	55,291.02	34,767.14
Less : Closing stock of raw materials	2,434.03	3,699.21
	<b>52,856.99</b>	<b>31,067.93</b>
<b>Note:- 17 Changes in inventories of finished goods, work-in-process and traded goods</b>		
Opening stock		
-Finished Goods / Stock in Trade	333.48	213.64
-Work-in-Progress	1,476.86	705.52
	1,810.34	919.16
Closing Stock		
-Finished Goods / Stock in Trade	288.39	333.48
-Work-in-Progress	1,520.30	1,476.86
	1,808.69	1,810.34
	<b>1.65</b>	<b>(891.18)</b>
<b>Note:- 18 Employee benefit expense</b>		
Salary, Wages and other Allowances	1,880.50	1,400.55
Contribution to Provident and other funds	133.78	120.42
Staff Welfare Expenses	19.28	27.22
	<b>2,033.56</b>	<b>1,548.19</b>
<b>Note:- 19 Finance cost</b>		
Interest Expense		
- On working capital loans	30.09	76.56
- On term loans	1,193.42	207.52
- Others	0.61	0.95
Other Borrowings Cost	13.48	9.31
	<b>1,237.60</b>	<b>294.34</b>
<b>Note:- 20 Other expenses</b>		
Power & Fuel Consumed	3,311.69	2,087.43
Electricity Expenses	7.60	5.06
Packing Expenses	1,619.59	856.25
Consumption of stores & spares	6.91	2.24
Rent	49.84	33.12
Repair and Maintenance		
-Building Repair	73.91	7.63
-Plant & machinery	499.73	546.76
-General Repair	43.01	28.09
Insurance	189.70	98.25
Legal & Professional expenses	29.08	22.99
Rates & Taxes	31.51	13.53
Travelling and Conveyance	172.62	51.13
Brokerage and Commission	73.03	43.78
Freight & Forwarding	2,496.80	1,259.55
Other manufacturing expenses	18.88	7.04
Payments to auditors*	6.25	3.06
Communication Expenses	12.40	8.22
CSR Expenses	148.35	83.00
Charity & Donation	315.02	-
Others	141.68	78.88
	<b>9,247.60</b>	<b>5,236.01</b>



Particulars	Current Year	Previous Year
<b>Note:- 21 Tax Expense</b>		
(1) Current Tax		
Provision for Taxation for the year	919.74	2,438.32
Income Tax Adjustment of earlier years	(13.42)	(36.79)
(2) Deferred Tax	190.88	464.61
	<b>1,097.20</b>	<b>2,866.14</b>

### Note:- 21.1 Income Tax Expenses

#### Tax expense recognized in the Statement of Profit and Loss

##### Current tax

Current Tax on taxable income for the year	919.74	2438.33
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##### Total current tax expense

919.74	2438.33
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##### Deferred Tax

Deferred tax charge/(credit)	190.88	464.61
------------------------------	--------	--------

##### Total Deferred Income tax expense/(benefits)

190.88	464.61
--------	--------

##### Income Tax for Current Period

<b>1,110.62</b>	<b>2,902.94</b>
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Tax in respect of earlier years	(13.42)	(36.79)
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##### Total income tax expense (Including deferred tax)

<b>1,097.20</b>	<b>2,866.15</b>
-----------------	-----------------

#### (A) Reconciliation of tax liability on book profit vis-à-vis actual tax liability

Accounting profit before income tax	4,291.61	11,634.26
Statutory income tax rate	25.168%	25.168%
Current tax expenses on profit before tax at the statutory income tax rate in India	1,080.11	2,928.11
Tax on other permanent differences	30.51	(25.17)
Income taxed on different tax rate	-	-
Charge/(credit) in respect of earlier years	(13.42)	(36.79)
Unrecognised tax assets (net)	-	-
<b>Income tax expense reported in the statement of profit and loss</b>	<b>1,097.20</b>	<b>2,866.15</b>

#### (B) The movement in deferred tax assets and liabilities during the year

	Balance Sheet		Statement of profit and loss		Other Comprehensive Income	
	31st March 2023	31st March 2022	31st March 2023	31st March 2022	31st March 2023	31st March 2022
Accelerated depreciation for tax purposes and other Ind AS adjustments	(1,130.65)	(3,230.96)	194.30	468.82	(2,294.61)	2,787.75
Expenditure incurred u/s 43B	18.27	14.84	(3.43)	(4.20)		
	(1,112.38)	(3,216.12)	190.87	464.62	(2,294.61)	2,787.75
<b>Net Deferred tax assets/(liabilities)</b>						
Reflected in balance sheet as follows: -						
Deferred tax assets			-	-		
Deferred tax liabilities			(1,112.38)	(3,216.12)		
<b>Deferred tax assets/(liabilities) (net)</b>			<b>(1,112.38)</b>	<b>(3,216.12)</b>		
<b>Reconciliation of deferred tax assets/(liabilities), net</b>			<b>31st March 2023</b>	<b>31st March 2022</b>		
<b>Opening Balance</b>			(3,216.12)	36.25		
Tax Income/(expense) during the year recognised in profit or loss			(190.87)	(464.62)		
Tax Income/(expense) during the year recognised in Other comprehensive income			2,294.61	(2,787.75)		
<b>Closing Balance</b>			<b>(1,112.38)</b>	<b>(3,216.12)</b>		



The company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Significant management judgment is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income and the period over which deferred income tax assets will be recovered. Any changes in future taxable income would impact the recoverability of deferred tax assets.

The company has elected to exercise an option permitted under Section 115BAA of Income Tax Act, 1961 as introduced by Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the company has recognised provision current income tax and re-measured its deferred tax assets/liabilities based on the rates prescribed in the said section and the impact of tax expense of current year and re-measurement of deferred tax assets/liabilities is recognised in these financial statements.

### (C) Tax Assets and Liabilities

	As at 31st March 2023	As at 31st March 2022
Income tax assets (net of tax provision)	211.67	148.57
Income tax liabilities (net of advance tax)	-	111.82

## 22.1 STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### i) Company Overview

Nahar Poly Films Limited CIN:L17115PB1988PLC008820 ('the company') is into the business of manufacturing and selling of BOPP films. The company is a public limited company incorporated and domiciled in India and has registered office in Ludhiana, Punjab, India and the manufacturing facility is located Near Mandideep, Bhopal, MP, India. The company has its listing of equity shares on BSE Limited and National Stock Exchange of India Limited.

The financial statements are approved for issue by the company's Board of Directors on 30-May-2023

### ii) SIGNIFICANT ACCOUNTING POLICIES:

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### a) Basis of Presentation:

##### i) Compliance with IndAS

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per Companies Indian Accounting Standard Rules, 2015 notified under section 133 of the Companies Act, 2013 (the Act) and other relevant provisions of the Act.

The Financial statements of the company for the year ended 31st March 2023 have been approved by the Board of Directors at their meetings held on 30-May-2023

##### (ii) Accounting Convention

The accounts of the Company have been prepared on going concern basis and historical cost basis except certain financial assets and liabilities measured at fair value and defined benefit plans-assets measured at fair value.

##### (iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

##### (iv) Current/Non-current classification

All assets and liabilities have been classified as current or non-current as per Company's normal operating cycle and other criteria set out in the Schedule III to the Act.

##### b) Foreign currency translation

Items included in the financial statements of each of the company's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is company's functional and presentation currency.

Foreign currency translations are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of profit and loss.

##### c) Revenue recognition

(i) Revenue arises mainly from the sale of manufactured and traded goods.

To determine whether to recognise revenue, the Company follows a 5-step process:



1. Identifying the contract with a customer
2. Identifying the performance obligations
3. Determining the transaction price
4. Allocating the transaction price to the performance obligations
5. Recognising revenue when/as performance obligation(s) are satisfied.

"Revenue is measured at fair value of consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax, etc."

Revenue is recognised either at a point in time or over time, when (or as) the Company satisfies performance obligations by transferring the promised goods or services to its customers

#### **Sale of goods**

Revenue from sale of goods is recognised when the control of goods is transferred to the buyer as per the terms of the contract, in an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods. Control of goods refers to the ability to direct the use of and obtain substantially all of the remaining benefits from goods.

#### **Rendering of services**

Revenue from services is recognised as and when the services are rendered and on the basis of contractual terms with the parties.

- (ii) Export Incentives- Export incentives are recognised on post export basis.
- (iii) Interest income - Interest income is recognised on accrual basis.
- (iv) Dividend income - Dividends are recognised in profit or loss only when the right to receive payment is established.
- (v) Rental Income- Rental income is accounted for on accrual basis.
- (vi) Scrap (i.e empties, miscellaneous scrap etc. ) is accounted for on sale basis.
- (vii) Income and other Claims -Revenue in respect of claims is recognised when no Significant uncertainty exists with regard to the amount to be realised and ultimate Collection thereof.

#### **d) Government Grants:**

Grants from the government are recognised at their fair value when there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

Government grant relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss over the expected lives of the related assets and presented within other income.

#### **e) Income Tax:**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In that case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

#### **f) Trade Receivables:**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.



**g) Cash and cash Equivalents:**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other bank balances, and bank overdrafts.

**h) Inventories**

Inventories are valued at cost or net realizable value, whichever is lower. However to determine the cost, the following methods are adopted:-

1. a) For Raw Material on moving weighted average method plus direct expenses.  
b) For Stores and Spares on moving weighted average method plus direct expenses.  
c) For Work-in-Process, cost of Raw Material plus appropriate share of manufacturing expenses / relevant Overheads / conversion cost depending upon the stage of completion.
2. For Finished goods, cost of raw material plus conversion costs, packing cost and other overheads incurred to bring the inventories to their present condition and location.
3. Further Wastage and Rejections are valued at net realizable value only.
4. Goods in Transit are valued at cost.

**i) INVESTMENT AND OTHER FINANCIAL ASSETS****l) Classification**

The company classifies its financial assets in the following measurement categories –

- Those to be measured subsequently at fair value (either through other comprehensive income or through Statement of profit and loss), and
- Those measured at amortised cost

The classification depends on the company's business model for managing the financial assets and the contractual terms of cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at the fair value through other comprehensive income

**ii) Measurement**

At initial recognition, the company measures a financial asset at its fair value plus transaction cost that are directly attributable to the acquisition of the financial asset. In the case of a financial asset at fair value through profit or loss, transaction costs of financial assets are expensed in the Statement of profit and loss.

The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss.

**iii) Impairment of financial assets**

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less cost of disposal and its value in use.

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**iv) De-recognition of Financial Assets:**

Financial asset is derecognised only when

- The company has transferred the rights to receive cash flows from the financial asset or
- Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

**v) Income Recognition:**

Interest income – Interest income from debt instruments is recognised using the effective interest rate method.

Dividend income -Dividends are recognised in profit or loss only when the right to receive payment is established.

Rental Income - Rental income is accounted for on accrual basis.

Scrap (i.e. empties, wastage etc. Other than production ) is accounted for on sale basis.

**j) Impairment of Non-Financial assets**

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be



recoverable amount. The recoverable amount is higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from assets or group of assets (cash-generating units). Non-Financial assets suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

**k) Non- Current Assets Held for Sale:**

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable. They are measured at lower of their carrying amount and fair value less cost to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt.

Non-current assets are not depreciated or amortised while they are classified held for sale. Interest and other expenses attributable to the liabilities of disposal, company classified as held for sale, continue to be recognised.

**l) Derivatives that are not designated as hedges**

The company enters into certain derivatives/forward contracts to hedge foreign currency risks which are not designated as hedges. Such contracts are accounted for at fair value through profit or loss.

**m) Property, plant and equipment**

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment if any. Cost directly attributable to acquisition are capitalised until the property, plant and equipment are ready for use.

Depreciation methods, estimated useful lives and residual value

The company depreciates its property, plant and equipment over the useful life in the manner prescribed in the Schedule II to the Companies Act, 2013. The residual values are not more than 5% of the original cost of the assets.

**n) Intangible assets**

Computer software

Computer software are stated at cost, less accumulated amortisation and impairment, if any.

**Amortisation methods and periods**

The company amortises the computer software with a finite useful life over the period of 5 years.

**o) Trade and other payables**

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. The amounts are unsecured.

**p) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using effective interest method.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**q) Borrowing costs**

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of the asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**r) Provisions and contingent liabilities**

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

**s) Employee benefits**

**(i) Short term obligations**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

**(ii) Other long term employee benefit obligations**

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

**(iii) Post-employment obligations**

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

**(iv) Defined contribution plans**

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to the Statement of Profit and Loss.

**t) Estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management has made judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses.

The areas involving critical estimates or judgements are:

- Estimation of current tax expense and payable.
- Designation of financial assets /liabilities through FVTPL.
- Estimation of defined benefit obligation.
- Recognition of deferred tax assets for carried forward tax losses.

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on company and that are believed to be reasonable under the circumstances.

**u) Ind As 116-Leases:**

On 30 March 2019, MCA has notified Ind AS 116, Leases. Ind AS 116 sets out the principals for the recognition, measurement, presentation and disclosure of leases and requires leases to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for leases - leases of 'low-value' assets and short term leases (i.e., leases with lease term of 12 months or less). At commencement date of the lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-to-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expenses on the right-to-use asset.

Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the remeasurement of the lease liability as an adjustment to the right-to-use asset. It has no impact on the company.

**22.2. Significant accounting judgements, estimates & assumptions**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

**Estimates and assumptions**

The key assumptions concerning the future and other key sources of estimating uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

**Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the postemployment benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval



in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. Further details about gratuity obligations are given in Note:-25 .

### Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using other valuation techniques. The Inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

Particulars	As at 31st March 2023	As at 31st March 2022
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### Note 23: - Contingent Liabilities not provided for, capital and other commitments:

#### - Contingent Liabilities:

**Direct and Indirect Tax Authorities have raised demands of Rs.20.79 Lakhs (Previous Year Rs.58.75) out of Which a sum of Rs. 2.10 Lakhs (Previous Year Rs.9.70) has been deposited against said demand. Further these demands have been contested in appeal and no Provision has been made in the financial statement. -**

#### Capital and Other Commitments

##### a) Capital Commitments

- Letter of credits outstanding in favour of suppliers (net of advances)	74.76	-
- Estimated amount of contracts remaining to be executed not provided for (net of advances and deposits)	-	-

##### b) Other Commitments

- Bank Guarantee	-	-
- Letter of credits outstanding in favour of suppliers (net of advances)	313.09	856.84
- Estimated amount of contracts remaining to be executed not provided for (net of advances and deposits)	22.34	0.80

	410.19	857.64
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### Note:- 24 Earnings per share (EPS) (Ind AS 33)

The Company's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the Company . Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti-dilutive.

#### Earnings Per Share has been computed as under:

Profit for the year attributable to the Equity holders of the Company	4320.19	9771.08
Weighted-average number of equity shares for basic EPS	245.88	245.88
Earnings Per Share (Rs.) - Basic (Face value of Rs. 5 per share)	17.57	39.74
(Diluted earning per share is same as basic earning per share.)		

Proposed dividend on equity shares is subject to the approval of the shareholders of the Company at the Annual General Meeting and not recognised as liability as at the Balance Sheet date.

### Note:-25 Post Retirement Benefits Plans (Ind AS 19)

#### Defined Benefit Plan

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. For the funded plan the Company makes contributions to recognised funds in India. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

Particulars	As at 31st March 2023	As at 31st March 2022
(i) Changes in Defined Benefit Obligation		
Present value obligation as at the start of the year	213.05	195.70



Current service cost	28.18	23.89
Interest cost	14.62	13.09
Past Service Cost Plan Amendment	-	-
Actuarial loss/(Gains) - Experience Changes	(2.33)	(5.29)
Actuarial loss / (Gains) Financial Assumption	(2.72)	(2.45)
Benefits paid	(20.05)	(11.89)
	<b>230.75</b>	<b>213.05</b>

### Present value obligation as at the end of the year

#### (ii) Change in fair value of plan assets

Fair value of plan assets as at the start of the year	208.92	205.71
Interest income on plan assets	14.51	13.87
Employer Contributions	5.40	2.43
Benefits paid	(20.05)	(11.89)
Return on plan assets greater/(lesser) than discount Rates	(0.13)	(1.20)

#### Fair value of plan assets as at the end of the year

#### (iii) Breakup of Actuarial gain/loss:

Actuarial (gain)/loss on arising from change in financial assumption	(2.72)	(2.45)
Actuarial (gain)/loss on arising from experience adjustment	(2.33)	(5.29)
Return on plan assets (greater)/less than discount rate	0.13	1.20
	<b>(4.92)</b>	<b>(6.54)</b>

#### (iv) Net Asset / (Liability) recognised in the Balance Sheet

Present value obligation as at the end of the year	(230.75)	(213.05)
Fair value of plan assets as at the end of the year	208.65	208.92
<b>Net Asset / (Liability) in the Balance Sheet</b>	<b>(22.10)</b>	<b>(4.13)</b>

#### (v) Amount recognized in the statement of profit and loss

Current service cost	28.18	23.89
Interest cost	14.62	13.09
Interest income on plan assets	(14.51)	(13.87)
<b>(Income)/Expense recognised in the statement of profit and loss</b>	<b>28.29</b>	<b>23.11</b>

#### (vi) Remeasurements recognised in the statement of Other Comprehensive Income (OCI)

Changes in Financial Assumptions	(2.72)	(2.45)
Experience Adjustments	(2.33)	(5.29)
Return on plan assets (greater)/less than discount rate	0.13	1.20
<b>Amount recognised in Other Comprehensive Income</b>	<b>4.92</b>	<b>6.54</b>

#### (vii) Actuarial assumptions

Discount Rate (p.a)	7.30%	7.20%
Salary Escalation Rate (p.a)	7.00%	7.00%
Employee Turnover rate	1% to 3%	1% to 3%
Mortality Rate	"Indian Assured Lives Mortality (2006-08) (modified) Ult"	"Indian Assured Lives Mortality (2006-08) (modified) Ult"

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

#### (viii) Sensitivity analysis for gratuity liability

The sensitivity of the overall plan obligations to changes in the weighted key assumptions are:

#### Present value of obligation at the end of the year

##### Impact of the change in Discount rate (p.a)

Impact due to decrease of 0.50%	14.22	13.04
Impact due to increase of 0.50%	(12.82)	(11.74)

##### Impact of change in Salary Escalation rate (p.a)

Impact due to increase of 0.50%	13.59	12.39
Impact due to decrease of 0.50%	(12.34)	(11.24)

#### (ix) Expected future cash flows

The expected future cash flows in respect of gratuity were as follows:



### Weighted average duration of defined plan obligation (based on discounted cash flows)

Gratuity	14 years	14 years
The followings are the expected future benefit payments for the defined benefit plan :		
March 31, 2023	-	29.49
March 31, 2024	37.95	11.81
March 31, 2025	4.50	12.83
March 31, 2026	5.64	5.93
March 31, 2027	7.02	7.72
March 31, 2028	35.73	-
March 31, 2028 to March 31, 2032	-	129.2
March 31, 2029 to March 31, 2033	121.05	-

### Note-26 Corporate Social Responsibility

To meet its CSR Obligation under Sec 135 of Companies Act, 2013 and as per the company's CSR policy approved and adopted by the Board of Directors, company joined hands with Group Companies under one umbrella, to undertake the CSR Projects through Oswal Foundation. Oswal Foundation is a Registered Society formed in the year 2006 having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration no. CSR0000145 for undertaking CSR activities.

The foundation is going to undertake "Health Care Project", as approved by the consortium at Mohan Dai Oswal Cancer Hospital and Research Foundation, Ludhiana.

During the year 2022-23 CSR committee recommended Rs.148.35 lakhs (Previous year Rs.83) being two percent of the average net profits of the company made during the three immediately preceding financial years.

Accordingly to fulfil its obligation under CSR, Board on the recommendation of CSR Committee decided to contribute an amount of Rs. 300 lakhs (Previous year Rs.83 lakhs) to the Oswal Foundation for undertaking Health care projects as approved by the consortium of the Group Companies formed to undertake CSR activities through Oswal Foundation.

As per the decision of CSR committee, the company has debited in p & l account only current years' liability of Rs. 148.35 lakhs and the balance amount of Rs.151.65 lakhs have been shown as advance in other recoverables- under Note 7 - Other Current assets and will be adjusted against liability in subsequent years.

### Note:-27 Dues to micro and small suppliers

Under the section 22 of Micro, Small and Medium Enterprises Development Act, 2006, (MSMED) which came into force from 2nd October, 2006, certain disclosures are required to be made relating to Micro, Small and Medium enterprises. On the basis of the information and records available with the management, there are no outstanding dues to the Micro and Small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006.

Particulars	As at 31st March 2023	As at 31st March 2022
Principal amount remaining unpaid	-	-
Interest due thereon	-	-
Interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the suppliers and service providers beyond the appointed day during the year	-	-
Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Interest accrued and remaining unpaid as at end of the year	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

### Note:-28 Government Grants Receivable

	As at 31st March 2023	As at 31st March 2022
<b>At the beginning of the year</b>	104.37	217.15
Provided during the year	508.21	-
Received during the year	-	112.78
<b>At the end of the year</b>	612.58	104.37
Current	612.58	104.37
Non-Current	-	-





Government grants from MP state as sales tax / power incentives. There are no unfulfilled conditions or contingencies attached to these grants.

## Note:-29 Fair value measurements

### (a) Financial Instruments by category

Particulars	31st March 2023			31st March 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Investments		16,855.14				
-Equity Instruments*	-	217.77	-	-	36,954.88	-
-Bonds	-	-	-	-	217.77	-
-MF, Debentures & Bonds	6,069.97	-	-	2,543.20	-	-
Security Deposits	-	-	335.77	-	-	325.38
Intercompany Loans	-	-	-	-	-	-
Trade receivables	-	-	2,562.24	-	-	2,835.71
Cash and cash equivalents	-	-	7.57	-	-	61.53
Other Bank Balances	-	-	3,313.29	-	-	38.38
Loan to employees	-	-	10.69	-	-	4.77
Other financial assets	-	-	750.94	-	-	108.51
<b>Total</b>	<b>6,069.97</b>	<b>17,072.91</b>	<b>6,980.50</b>	<b>2,543.20</b>	<b>37,172.65</b>	<b>3,374.28</b>
<b>Financial Liabilities</b>						
Non-current Borrowings	-	-	14,527.50	-	-	16,762.50
Current Borrowings	-	-	1,820.66	-	-	2,787.66
Trade payable	-	-	1,091.24	-	-	874.32
Other financial liabilities (Current)	-	-	157.07	-	-	165.64
<b>Total</b>	<b>-</b>	<b>-</b>	<b>17,596.47</b>	<b>-</b>	<b>-</b>	<b>20,590.12</b>

\* Investment in subsidiaries, joint ventures and associates are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.

### (b) Fair value hierarchy

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

### Financial assets and liabilities measured at fair value - recurring fair value measurements

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets</b>						
<b>Investments at FVTPL</b>						
-MF, Debentures & Bonds	6,069.97	-	-	2,543.20	-	-
-Equity Instruments	-	-	-	-	-	-
<b>Investments at FVOCI</b>						
-Equity Instruments	16,586.09	269.05	-	35,218.70	1,736.18	-
-Bonds	217.77	-	-	217.77	-	-
<b>Total financial assets</b>	<b>22,873.83</b>	<b>269.05</b>	<b>-</b>	<b>37,979.67</b>	<b>1,736.18</b>	<b>-</b>

### Valuation process and technique used to determine fair value

- The fair value of investments in government securities, debentures and quoted equity shares is based on the current bid price of respective investment as at the balance sheet date.
- The fair value of investments in mutual fund units is based on the net asset value (NAV) as stated by the issuers of these mutual fund units in the published statements as at the Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.


**Financial assets and liabilities measured at amortised cost.**

Particulars	31st March 2023			31st March 2022		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
<b>Financial assets</b>						
Security Deposits	-	-	335.77	-	-	325.38
Intercompany Loans	-	-	-	-	-	-
Trade receivables	-	-	2,562.24	-	-	2,835.71
Cash and cash equivalents	-	-	7.57	-	-	61.53
Other Bank Balances	-	-	3,313.29	-	-	38.38
Loan to employees	-	-	10.69	-	-	4.77
Other financial assets	-	-	750.94	-	-	108.51
<b>Total financial assets</b>	-	-	<b>6,980.50</b>	-	-	<b>3,374.28</b>
<b>Financial liabilities</b>						
Non-current Borrowings	-	-	14,527.50	-	-	16,762.50
Current Borrowings	-	-	1,820.66	-	-	2,787.66
Trade payable	-	-	1,091.24	-	-	874.32
"Other financial liabilities (Current)"	-	-	157.07	-	-	165.64
<b>Total financial liabilities</b>	-	-	<b>17,596.47</b>	-	-	<b>20,590.12</b>

**Level 1 :** Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2 :** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

**Level 3 :** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

**(c) Fair value of financial assets and liabilities measured at amortised cost**
**Particulars**

Particulars	31st March 2023		31st March 2022	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets</b>				
Non-current assets	335.77	335.77	325.38	325.38
<b>Total financial assets</b>	<b>335.77</b>	<b>335.77</b>	<b>325.38</b>	<b>325.38</b>
<b>Financial liabilities</b>				
Non-current liabilities	12,292.50	12,292.50	14,527.50	14,527.50
<b>Total financial liabilities</b>	<b>12,292.50</b>	<b>12,292.50</b>	<b>14,527.50</b>	<b>14,527.50</b>

**d) Measurement of fair values**

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The management assessed that the fair values of cash and cash equivalents, other bank balances, trade receivables, other current financial assets, trade payables and other current financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair value of non-current borrowings and security deposits that approximate to their carrying amounts as it is based on discounting future cash flows using rates currently available for debts on similar terms, credit risk and remaining maturities. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs.

**Note:- 30. Financial risk management objectives and policies**

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations and to support its operations. The Company's financial assets include loans, trade and other receivables, and cash & cash equivalents that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. This financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedure and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each risk, which are summarised as below:


**(A) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include loans and borrowings, deposits and payables/receivables in foreign currencies.

**a) Market risk- Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligations with floating interest rates. The Company is carrying its borrowings primarily at variable rate.

	As at 31st March 2023	As at 31st March 2022
Variable rate borrowings	16,348.16	19,550.16
Fixed rate borrowings	-	-
<b>Total Borrowings</b>	<b>16,348.16</b>	<b>19,550.16</b>

**Interest rate sensitivity**

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of borrowings affected. With all other variable held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

50 bps decrease would Increase the profit before tax by	81.74	97.75
50 bps increase would decrease the profit before tax by	(81.74 )	( 97.75)

**b) Market risk- Foreign currency risks**

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar, EURO and GBP. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. Considering the low volume of foreign currency transactions, the Company's exposure to foreign currency risk is limited and the Company hence does not use any derivative instruments to manage its exposure. Also, the Company does not use forward contracts and swaps for speculative purposes.

**Particulars of unhedged forex exposure as at reporting date.**

Particulars	As at 31st March 2023		As at 31st March 2022	
	Foreign Currency	INR	Foreign Currency	INR
<b>Trade receivables</b>				
-USD	-	-	-	-
-GBP	-	-	-	-
<b>Trade payables</b>				
-USD	96,750	79.33	-	-
-GBP	-	-	3463	3.52
<b>Total Exposure (net)</b>				
-USD - Receivable (Payable)	-96750	-79.33	0	0.00
-GBP - Receivable (Payable)	-	-	-3463	-3.52

**Foreign currency sensitivity**

The following table demonstrate the sensitivity to a reasonably possible change in exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities. The Company's exposure to foreign currency changes for all other currencies is not material.

**Foreign Currency Sensitivity**

5% decrease in USD rate would Increase (decrease) the profit before tax by	3.97	0.00
5% increase in USD rate would Increase (decrease) the profit before tax by	-3.97	0.00
5% decrease in GBP rate would Increase (decrease) the profit before tax by	0.00	0.18
5% increase in GBP rate would Increase (decrease) the profit before tax by	0.00	-0.18

**c) Foreign Currency Exposure (Forward Booking)**

The foreign currency exposure of the company as on reporting date is as under. The company does not use forward contracts for speculative purpose.

Forward Contrace against exports

- USD	18.00 Lakhs	8.00 Lakhs
-------	-------------	------------



### d) Market risk- Price risks

The Company's exposure to equity securities price risk arises from investments held by the Company and classified in the balance sheet either at fair value through other comprehensive income or at fair value through profit and loss. To manage its price risk arising from investments in equity instruments, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

### Price sensitivity

The table below summarizes the impact of increases/decreases of the BSE index on the Company's equity and Gain/Loss for the period. The analysis is based on the assumption that the index has increased by 5 % or decreased by 5 % with all other variables held constant, and that all the Company's equity instruments moved in line with the index.

- Impact on total comprehensive income

500 bps in BSE Sensex 30 increase would Increase the profit before tax by	829.30	1,760.94
500 bps in BSE Sensex 30 decrease would decrease the profit before tax by	(829.30)	(1,760.94)

### (B) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

### (a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk on financial reporting date
- (ii) Moderate credit risk
- (iii) High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables, Investments and other financial assets	12 month expected credit loss
Moderate credit risk	Trade receivables and other financial assets	Life time expected credit loss or 12 month expected credit loss
High credit risk	Trade receivables and other financial assets	"Life time expected credit loss fully provided for"

### Financial assets that expose the entity to credit risk –

As at 31st March 2023

As at 31st March 2022

### Low credit risk on reporting date

Trade receivables	2,562.24	2,835.71
Cash and cash equivalents	7.57	61.53
Other bank balances	3,313.29	38.38
Loans(current)	10.69	4.77
Loans(non-current)	335.77	325.38
Other financial asset (current)	750.94	108.51

### Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

### Trade receivables

Credit risk related to trade receivables are mitigated by taking Credit insurance for domestic sales/letter of credit for export sales, which results in low credit risk. The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become one year past due.

### Gross carrying amount of trade receivables

As at 31st March 2023

As at 31st March 2022

Not due nor impaired	2525.25	2835.48
0-90 days past due	0.66	0.00
90-180 days past due	2.71	0.23



180-365 days past due	0.00	0.00
More than one year	33.62	0.00
<b>Total</b>	<b>2562.24</b>	<b>2835.71</b>

## Loans and Other financial assets measured at amortised cost

Loans and other financial assets measured at amortized cost includes Security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

### (C) Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including bilateral loans, debt and overdraft from domestic banks at an optimised cost. It also enjoys strong access to domestic capital markets across equity.

#### (a) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating rate	As at 31st March 2023	As at 31st March 2022
<b>(i) Expiring within one year</b>		
Secured		
- Working Capital	3579.34	1412.34
<b>(ii) Expiring beyond one year</b>		
Secured		
- Rupees term loan from banks	-	-

The table below summaries the maturity profile of the Company's financial liabilities based on contractual undiscounted payments -

Particulars	0-1 Years	1 to 2 years	2 to 5 years	More than 5 years	Total
<b>Year ended 31st March 2023</b>					
Contractual maturities of borrowings	4,055.66	2,235.00	6,705.00	3,352.50	16,348.16
Contractual maturities of Trade payables and other payables	1,091.24	-	-	-	1,091.24
Contractual maturities of other financial liabilities	157.07	-	-	-	157.07
<b>Total</b>	<b>5,303.97</b>	<b>2,235.00</b>	<b>6,705.00</b>	<b>3,352.50</b>	<b>17,596.47</b>

Particulars	0-1 Years	1 to 2 years	2 to 5 years	More than 5 years	Total
<b>Year ended 31st March 2022</b>					
Contractual maturities of borrowings	5,296.50	2,235.00	6,705.00	2,235.00	16,471.50
Contractual maturities of Trade payables and other payables	874.32	-	-	-	874.32
Contractual maturities of other financial liabilities	165.64	-	-	-	165.64
<b>Total</b>	<b>6,336.46</b>	<b>2,235.00</b>	<b>6,705.00</b>	<b>2,235.00</b>	<b>17,511.46</b>

#### Note:- 31 Dividend distribution made

Rs. 2.50 per share (Previous Year Re.1.50 per share)

#### As at 31st March 2023

614.70

**614.70**

#### As at 31st March 2022

368.82

**368.82**

#### Note:- 32 Reconciliation of changes in financial liabilities

Reconciliation of Changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes as per the requirement of IND AS-7 'Statement of Cash Flows'



Particulars	Current Year		Previous Year	
	Borrowings (Non-current) (including cur- rent maturities)	Borrowings (Current)	Borrowings (Non-current) (including cur- rent maturities)	Borrowings (Current)
A. Borrowings from Banks				
Balance at the begning of the period	16,762.50	2,787.66	4,565.86	1,559.04
Add:/Less Changes during the period				
(a) Changes from financing cash flows	(2,235.00)	(967.00)	12,196.64	1,228.62
(b) Changes arising from obtaining or losing control of subsid- iaries or other business				
(c) the effect of changes in foreign exchange rates				
(d) changes in fair values				
(e) other Changes				
Balance at the end of the period	14,527.50	1,820.66	16,762.50	2,787.66
B. Deposits from body corporates				
Balance at the begning of the period	-	-	-	-
Add:/Less Changes during the period				
(a) Changes from financing cash flows (Net)	-	-	-	-
(b) Changes arising from obtaining or losing control of subsid- iaries or other business	-	-	-	-
(c) the effect of changes in foreign exchange rates	-	-	-	-
(d) changes in fair values	-	-	-	-
(e) other Changes	-	-	-	-
Balance at the end of the period	-	-	-	-

### Note:- 33 Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern as well as to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade payables, less cash and cash equivalents and other bank balances.

	As at 31st March 2023	As at 31st March 2022
Borrowings	16,348.16	19,580.16
Trade payables	1,091.24	874.32
Less: Cash and cash equivalents	(7.57)	(61.53)
Less: Other bank balances	(3,313.29)	(38.38)
<b>Net debt</b>	<b>14,118.54</b>	<b>20,354.57</b>
Equity	47,996.22	63,217.98
<b>Capital and net debt</b>	<b>62,114.76</b>	<b>83,572.55</b>
<b>Gearing ratio</b>	<b>22.73%</b>	<b>24.36%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period. No changes were made in the objectives, policies or processes for managing capital during the years ended 31st March 2023 and 31st March 2022.

### Note:- 34 Related party disclosure as per Ind AS 24

Disclosure of related parties and relationship between the parties

#### Nature of relationship

##### (i) Associates

M/s Nahar Capital & Financial Services Limited

##### (ii) Key Management Personnel

Mr.Sambhav Oswal (Managing Director), Mr. S. K. Sharma (Executive Director), Mr.Rakesh Jain (Chief Financial Officer) and Ms.Priya (Company Secretary)

##### (iii) Directors & their relatives

Mr. Jawahar Lal Oswal (Chairman), Mr.Kamal Oswal (Director), Mr.Dinesh Oswal (Director), Mr.Dinesh Gogna, Mr. S.K.Singla, Mr.Y.P.Sachdeva, Mr.A.S. Sohi, Mr.Anchal Kumar Jain, Dr.Prem Lata Singla, Rajan Dhir, Dr.Rakesh Kumar Jindal, Mr.Roshan Lal Behl, Mr.Vijay Asdhir, Dr.Mrs. Manisha Gupta and Mrs. Ritu Oswal.





(iv) Other Group companies over which key Management Personnel and their relatives are able to exercise significant Influence

Nahar Spinning Mills Ltd., Nahar Industrial Enterprises Limited, Sankheshwar Holding Company Limited., Oswal Foundation, Oswal Woollen Mills Limited.

\*Other related parties includes the Companies in which the Key Management Personnel or their relatives have significant influence with whom the transactions have been made during the year and previous year.

### Detail of Related party Transactions

Sr. No.	PARTICULARS	Associates		Enterprises over which KMP is able to exercise significant influence		Key Management personnels & their relatives	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1	Intercompany Loans Given	500.00	-	600.00	1,400.00	-	-
2	Intercompany Loans Received Back	500.00	-	600.00	3,400.00	-	-
3	Interest Received	4.99	-	2.53	105.13	-	-
4	Director's Sitting Fees	-	-	-	-	3.70	3.90
5	Director's Remuneration	-	-	-	-	698.45	448.64
6	Salary	-	-	-	-	24.00	15.94
7	Rent Paid	-	-	2.76	2.62	36.49	30.50
8	CFO Remuneration	-	-	-	-	13.86	12.91
9	CS Remuneration	-	-	-	-	3.07	2.82
10	License Purchased	-	-	463.08	137.49	-	-
11	License Sale	-	-	-	0.83	-	-
12	Reimbursements Received	-	0.01	299.86	0.04	-	-
13	Reimbursements Paid	-	-	106.94	33.03	-	-
14	Sales	-	-	27.20	20.04	-	-
15	Purchase of Goods/Services	-	-	48.85	3.15	-	-
16	Contribution towards CSR Expenses	-	-	300.00	83.00	-	-
17	Balance as on 31.03.2023	-	-	-	-	-	-
	- Crs./Payable	-	-	31.72	-	2.73	-
	- Due to directors	-	-	-	-	122.45	246.22

### Note:-35 Others

- Quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts.
- The figures of the corresponding previous year have been regrouped wherever considered necessary to correspond to current year disclosures.

### Note:-36 Details of Associates

Section 129(3) of the Companies Act, 2013, requires preparation of consolidated financial statement of the Group and of all the associate companies in the same form and manner as that of its own. Indian Accounting Standard (Ind AS) 28 on Investments in Associates defines Associate Group as an entity over which the investor has significant influence. It mentions that if an entity holds, directly or indirectly through intermediaries, 20 percent or more of the voting power of the enterprise, it is presumed that the entity has significant influence, unless it can be clearly demonstrated that this is not the case.

#### a) Material associate is accounted for using the equity method in these consolidated financial statements.

Name of Entity	% of Ownership interest	Relationship	Accounting method	Current Year	Previous Year
Nahar Capital & Financial Services Limited	39.481%	Associate	Equity Method	39.481%	39.481%
<b>Total Equity Accounted Investment</b>				<b>33,614.32</b>	<b>31,737.77</b>

#### (b) Summarised Financial information for the associates that are material to the Group. The information disclosed reflects the amounts presented in the financial statement of the relevant associates by using Equity method.

Particulars	Current Year	Previous Year
<b>Financial Assets</b>	80,121.74	74,580.13
<b>Non Financial Assets</b>	5,919.05	7,227.19
<b>Total Assets</b>	<b>86,040.79</b>	<b>81,807.32</b>



<b>Financial Liabilities</b>	357.32	655.69
<b>Non-Financial Liabilities</b>	542.99	764.18
<b>Total Liabilities (a+b)</b>	900.31	1,419.87
<b>Net Assets</b>	<b>85,140.48</b>	<b>80,387.45</b>
Proportion of Group ownership (%)	39.481%	39.481%
<b>Proportion of Group ownership in Nahar Capital Financial Services Limited</b>	33,614.32	31,737.77

### Summarised statement of profit and loss

Particulars	Current Year	Previous Year
Gross Revenue	3,183.13	3,674.91
Earning before interest, depreciation/amortisation	3,210.23	4,208.21
Depreciation and amortisation	103.31	102.40
Interest Expense	13.27	9.07
Tax Expense	(8.98)	1,054.00
Profit and loss for the period	3,102.63	3,042.74
Other Comprehensive Income	1,901.59	6,783.44
<b>Total Comprehensive Income</b>	<b>5,004.22</b>	<b>9,826.18</b>

Proportion of ownership (%)	39.48%	39.48%
<b>Proportion of Group ownership in Nahar Capital Financial Services Limited</b>	1,975.72	3,879.47

### c) Movement of Investment using equity Method Nahar Capital & Financial Services Limited

Opening balance of interest in associates	31,737.77	28,056.64
Add:- Share of profit for the period	1,975.72	3,879.47
Less:-Dividend Received	(99.17)	(198.34)
Net Income from Associates	1,876.55	3,681.13
Closing Balance of interest in associates	33,614.32	31,737.77

### Additional Information as required Under Schedule III to companies Act, 2013 of entities Consolidated as Associates.

Name of the Entity	"Share of Net Assets, i.e., total assets minus total liabilities"		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of consolidated Total Comprehensive Income	Amount
Parent								
Nahar Poly films Limited								
<b>Associates*</b>								
Nahar Capital & Financial Services Ltd.								
-As on/For the Year Ending 31.03.23	39.48%	3,614.32	39.48%	1224.95	39.48%	750.77	39.48%	1975.72
-As on/For the Year Ending 31.03.22	39.48%	31,737.77	39.48%	1201.30	39.48%	2678.17	39.48%	3879.47

\* Accounted as per equity method. Amounts given here in respect of associates are the share of the group in the net assets of the respective associates and the share of the group in the profit or loss of the respective associates.



### Note:- 37 Ratios

The following are analytical ratios for the year ended 31st March 2023 and 31st March 2022

Particulars	Numirator	Denominator	31st March 2023	31st March 2022	Variance
Current Ratio	Current assets	Current Liabilities	2.17	2.45	-11.40%
Debt – Equity Ratio	Long Term Debt	Shareholder's Equity + Long Term Debt	0.19	0.19	-1.73%
Debt Service Coverage Ratio	Earnings available for debt service(1)	Debt Service(2)	2.53	7.59	-66.66%
Return on Equity (ROE)	Net Profits after taxes	Average Shareholder's Equity	5.11%	13.59%	-62.43%
Trade receivables turn-over ratio	Revenue	Average Trade Receivable	26.80	24.66	8.66%
Trade payables turnover ratio	Cost of Goods Sold(3)	Average Trade Payables (Other than for Capital Goods)	62.93	44.98	39.90%
Inventory Turnover ratio	Cost of Goods Sold	Average Inventories	11.06	8.36	32.30%
Net capital turnover ratio	Operating Revenue	Working Capital	9.41	6.27	50.06%
Net profit ratio	Net Profit (Before Tax)	Operating Revenue	7.49%	25.85%	-71.03%
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed(4)	5.86%	11.64%	-49.65%
Return on Investment (ROI)	Income generated from investments (5)	Average Investments(6)	0.65%	1.19%	-45.38%

### Reason for Variance of ratios: -

Debt Service Coverage	:	Due to increase in repayment of term loans and interest for setting up a new unit and reduction in profits.
Return on equity	:	Due to lower demand and realisation per unit of product there is a reduction in net profit.
Trade payable turnover	:	Due to increase in sales turnover volume on account of setting up a new unit.
Inventory turnover	:	Due to increase in sales turnover volume on account of setting up a new unit.
Net capital turnover	:	Due to increase in sales turnover volume on account of setting up a new unit.
Net Profit	:	Due to lower demand and realisation per unit of product there is a reduction in net profit.
Return on capital employed	:	Due to lower demand and realisation per unit of product there is a reduction in net profit.
Return on Investment	:	Due to Reduction in the amount of dividend received.

This is the notes referred to our report of even date.

### For YAPL & Company

Chartered Accountants  
FRN:017800N

### For Nahar Poly Films Limited

#### Sakshi Garg

(Partner)  
M.No.553997  
Place : Ludhiana  
Date : 30.05.2023  
UDIN : 23553997BGUDUQ3309

#### Rakesh Jain

(Chief Financial  
Officer)

#### Priya

(Company  
Secretary)

#### Sambhav Oswal

Managing Director  
(DIN - 07619112)

#### Dinesh Oswal

Director  
(DIN - 00607290)



**Form AOC-I**  
**NAHAR POLY FILMS LIMITED**

Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.

**Part "A" : Subsidiaries**

(Information in respect of each subsidiary to be presented with amount in Rs.)

1	Sl. No.	N.A.
2	Name of Subsidiary	N.A.
3	"Reporting period for the subsidiary concerned, if different from the holding company's reporting period"	N.A.
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in case of foreign subsidiaries	N.A.
5	Share Capital	N.A.
6	Reserves & Surplus	N.A.
7	Total Assets	N.A.
8	Total Liabilities	N.A.
9	Investments	N.A.
10	Turnover	N.A.
11	Profit before taxation	N.A.
12	Provision for taxation	N.A.
13	Profit after taxation	N.A.
14	Proposed Dividend	N.A.
15	% of Shareholding	N.A.

**Notes:** The following information shall be furnished at the end of the statement:

- Names of sbdsaries which are yet to be commences operations : NA
- Names of sbdsaries which have been liquidated or sod during the year : NA

**Part "B" : Associates and Joint Ventures**

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	<b>Name of Associates/Joint Ventures</b>	<b>Nahar Capital &amp; Financial Services Limited</b>
1	Latest Audited Balance Sheet Date	31st March 2023
2	Shares of Associate/Joint Ventures held by the Company on the Year End	
	No. of Shares	6611632
	Amount of Investment in Associates/Joint Venture (Rs. In Lacs)	3673
	Extend of Holding %	39.48%
3	Description of how there is significant influence	More than 20% Shares held by the Company
4	Reason why the associate/joint venture is not consolidated	N.A.
5	Networth attributable to Total Shareholding as per latest audited Balance Sheet (Rs. In Lacs)	33614
	Profit/Loss for the year (Rs. In Lacs)	5004
6	i. Considered in Consolidation (Rs. In Lacs)	1976
	ii. Not Considered in Consolidation (Rs. In Lacs)	3028

**For YAPL & Company**

Chartered Accountants  
FRN:017800N

**For Nahar Poly Films Limited**

**Sakshi Garg**  
(Partner)  
M.No.553997  
Place : Ludhiana  
Date : 30.05.2023  
UDIN : 23553997BGUDUQ3309

**Rakesh Jain**  
(Chief Financial  
Officer)

**Priya**  
(Company  
Secretary)

**Sambhav Oswal**  
Managing Director  
(DIN - 07619112)

**Dinesh Oswal**  
Director  
(DIN - 00607290)



## NOTES

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**Glimpse of CSR Project  
under taken by  
OSWAL FOUNDATION**



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