

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **44th ANNUAL GENERAL MEETING (AGM)** of the members of **NAHAR SPINNING MILLS LIMITED ('the Company')** will be held on **Wednesday, the 25th day of September, 2024 at 10.00 A.M** through Video Conferencing (VC) / Other Audio Visual Means (OAVM), in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities & Exchange Board of India in this regard, to transact the following businesses:

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

To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.

ITEM NO: 2 – DECLARATION OF DIVIDEND

To declare a Dividend of Rs. 1.00/- per Equity Share of Rs. 5/- each on Equity Share Capital for the financial year ended 31st March, 2024.

ITEM NO: 3 – APPOINTMENT OF MR. JAWAHAR LAL OSWAL (DIN: 00463866) AS A NON-EXECUTIVE 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. SATISH KUMAR SHARMA (DIN: 00402712) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Satish Kumar Sharma (DIN: 00402712) 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) thereof, for the time being in force), the Cost Auditors M/s. Ramanath Iyer & Co. (Firm Registration No. 000019), New Delhi appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2024-25 at a remuneration of Rs. 2.05 Lakhs (Rupees Two Lakhs 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.”

ITEM NO.6 – TO APPROVE THE PAYMENT OF ADVISORY FEE TO MR. JAWAHAR LAL OSWAL, NON-EXECUTIVE DIRECTOR/CHAIRMAN OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company, consent and approval of the members of the Company, be and is hereby accorded for the payment of advisory fee @0.50% of Export Sales of the Company, to Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company (DIN: 00463866) for a period of three years w.e.f. 1st October, 2024 to 30th September, 2027, in addition to sitting fees for attending the meetings of the Board of Directors as approved by the Board of Directors for Non-Executive Directors of the Company.”

“RESOLVED FURTHER THAT the said amount will be paid to Mr. Jawahar Lal Oswal even if it exceeds one percent of the net profits of the Company in accordance with Section 197 and 198 of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof.”

“RESOLVED FURTHER THAT wherein any financial year, the Company has no profits or its profits are inadequate, the Company may pay Mr. Jawahar Lal Oswal, the said amount as Minimum Remuneration for a period not exceeding 3 (three) years or such other period as may be statutorily permitted subject to the requisite approvals, if any.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(6) (ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and approval of the members of the Company, be and is hereby accorded for above payment to Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company, in the



eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the financial year 2024-25."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and are hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

ITEM NO.7 – TO APPROVE THE PAYMENT OF MINIMUM REMUNERATION TO MR. DINESH OSWAL, MANAGING DIRECTOR IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS

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

"RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in continuation to Shareholders Special Resolution dated 29th September, 2021 and on the recommendation of Nomination and Remuneration Committee, Audit Committee and approval of the Board of Directors of the Company, consent and approval of the members of the Company, be and is hereby accorded for the payment of Remuneration to Mr. Dinesh Oswal, Managing Director of the Company, (DIN : 00607290) as approved by the Shareholders vide their Special Resolution dated 29th September, 2021, as minimum remuneration in case of no profits or inadequacy of profits in any financial year during the period of two (2) years commencing from January 1, 2025 till the expiry of his current term i.e. upto December 31, 2026."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

BY ORDER OF THE BOARD

Dated: 12th August, 2024
REGISTERED OFFICE: **BRIJ SHARMA**
373, Industrial Area-A, (COMPANY SECRETARY)
Ludhiana -141003 (India) **Mem. No. FCS 2458**
CIN: L17115PB1980PLC004341
E-mail: secnsm@owmnahar.com

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020,

read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated September 25, 2023 (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, 2024. In compliance with aforesaid MCA Circulars, the 44th 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 44th 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 Circular dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, the Notice calling the AGM alongwith Annual Report for the year 2023-24 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 2023-24 has been uploaded on the website of the Company at www.owmnahar.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 and 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. 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 7th September, 2024 to 12th September, 2024 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2024.

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 6th September, 2024 or Register of Beneficial Owners, maintained by the Depositories at the close of 6th September, 2024.

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(DIN: 00463866) and Mr. Satish Kumar Sharma(DIN: 00402712), Non-Executive Directors, retire by rotation at this Meeting and offer 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 2015-16 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2016-17 is to be transferred to Investor Education and Protection Fund in November, 2024. 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 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/spinning/pdf/pertaining-to-fy-\(2015-16\).pdf](http://www.ownahar.com/spinning/pdf/pertaining-to-fy-(2015-16).pdf). 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.
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.mca.gov.in> 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. **ELECTRONIC CREDIT OF DIVIDEND:** 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 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) for electronic credit of dividend. 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.

Further, the shareholders holding shares in physical form may kindly note that SEBI vide its various circulars has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Hence, shareholders are requested to update your above mentioned details with the Company at the earliest in order to avoid any delay in receipt of dividend.

17. To avail the facility of nomination, Members holding shares in physical 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 Letter of entitlement 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 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.

Communication in this regard has been sent to all physical holders whose folios are not KYC updated

at the latest available address/email-id. Members are again requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 373, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Spinning Mills 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.ownahar.com/spinning/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. September 25, 2024. Members seeking to inspect such documents can send an email to secnsm@ownahar.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 secnsm@ownnahar.com or 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 AREAS 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, 2024 (9:00 a.m.) and ends on 24th September, 2024 (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, 2024, 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 CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting



	<p>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 & 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</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 home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once</p>

	<p>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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 & 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 abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000

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.
- 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 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:

	For Physical Shareholders and other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric <ul style="list-style-type: none"> PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.
Dividend Bank Details OR 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"> 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).

- 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 for NAHAR SPINNING MILLS LIMITED i.e. 240813021 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 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.
 - 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 and to the Company at secnsm@owmnahar.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, 2024 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 or contact at toll free no. 1800 21 09911.

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 or call on toll free no. 1800 21 09911.
- (ix) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Mr. Brij Sharma,
Company Secretary and Compliance Officer
373, Industrial Area-A, Ludhiana – 141003
CIN: L17115PB1980PLC004341
Phone: 0161-2600701 to 705
E-mail: secnsm@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 secnsm@owmnahar.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 secnsm@owmnahar.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.ownnahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
31. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 44th Annual General Meeting i.e. 25th September, 2024.
32. A person who is not a Member as on the cut off date i.e. 18th September, 2024 should treat this Notice for information purposes only.

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

The following statement sets out all material facts relating to the Special Business mentioned under Item No. 5 to Item No.7 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 29th May, 2024 on the recommendation of Audit Committee, approved the appointment of M/s Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) at a remuneration of Rs. 2.05 Lakhs (Rupees Two Lakhs 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 2024-25.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors, as recommended by the Audit Committee and approved by

the Board of Directors has to be ratified by the shareholders of the Company.

Accordingly, consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to M/s. Ramanath Iyer & Co., Cost Accountants (Firm Registration No. 000019) for financial year 2024-25.

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

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

ITEM NO. 6

Mr. Jawahar Lal Oswal has been associated with the company as Director/Chairman since 1992. Since then, the Company has been utilizing his textiles knowledge, business experience and leadership without any consideration. To give due recognition to his expert advice and guidance which is of professional nature, the Board, on the recommendation of Nomination and Remuneration Committee and Audit Committee has decided, subject to the approval of Members at the ensuing Annual General Meeting to pay to Mr. Jawahar Lal Oswal an amount @0.50 per cent of export sales for a period of three years from 1st October, 2024 to 30th September, 2027. In addition to the said payment, Mr. Jawahar Lal Oswal shall continue to be entitled to payment of sitting fees for attending the meetings of the Board of Directors, as approved by the Board of Directors for Non-Executive Directors of the Company.

The said payment will be paid to Mr. Jawahar Lal Oswal even if it exceeds one percent of the Net Profits of the Company in accordance with Section 197 and 198 of the Companies Act, 2013.

Wherein any financial year during his directorship, the Company has no profits or its profits are inadequate, the Company may pay the above payment to Mr. Jawahar Lal Oswal, as the minimum amount for a period not exceeding 3 (three) years as may be permitted subject to the requisite approvals, if any.

Further, pursuant to Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members of the Company, is also being sought for above payment to Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company, in the eventuality of it exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, for the financial year 2024-25.

Listed Companies (other than Nahar Spinning Mills Limited) in which Sh. Jawahar Lal Oswal holds Directorship of Board, Chairmanship and



Membership of Board Committees as on 31st March, 2024:

Directorship of Board:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Monte Carlo Fashions Limited	Chairman/ Managing Director
2	Nahar Capital and Financial Services limited	Director/Chairman
3	Nahar Poly Films Limited	Director/Chairman
4	Nahar Industrial Enterprises Limited	Director/Chairman

Chairmanship of Board Committees: Nil

Membership of Board Committees: Nil

Shareholding in the Company: He holds 90374 Equity Shares of Rs.5/- each

Disclosure of relationship between Directors inter-se: Mr. Jawahar Lal Oswal is the father of Mr. Kamal Oswal, Director and Mr. Dinesh Oswal, Managing Director of the company and Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers.

Mr. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Dinesh Oswal, Managing Director and Mr. Kamal Oswal, Director of the company, being relatives of Mr. Jawahar Lal Oswal may be deemed to be concerned or interested in the aforesaid resolution. The other relatives of Mr. Jawahar Lal Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the company.

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

The Board recommends the Special Resolution set out at Item No.6 of the accompanying Notice for your approval.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

(1) Nature of Industry

The Company is mainly engaged in the manufacturing of Yarn and Garments under the main head Textile Industry.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 16th December, 1980 and is working since then.

(3) In case of new companies expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus.

Not Applicable, as the company is an existing Company operating its Spinning/Garment Plants successfully.

(4) Financial performance based on the given indicators

(Rs. In lakhs)

	FY 2023-24	FY 2022-23
Gross Revenue	306556.84	284122.64
Profit/(Loss) before Tax	(5551.92)	15468.25
Net Profit/(Loss) for the period	(5108.42)	11079.25

(5) Foreign investments or Collaborators, if any

The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Jawahar Lal Oswal is 80 years of age and holds a Bachelor's Degree in Commerce. He has more than 60 years of rich experience in the textile and woollen industry. He is serving as Chairman & Managing Director of M/s. Monte Carlo Fashions Ltd. and holds the position of Chairman on the Board of various other Group Companies.

(2) Past Remuneration (last two years)

(Amount in Rs.)

Particulars	Financial year (2023-24)	Financial Year (2022-23)
Salary	-----	-----
Perquisite and Allowances	-----	-----
Advisory fee	9,13,83,539.00	46,006,548.00
Retirement Benefits	-----	-----
Sitting Fees	40,000.00	30,000.00
Total	9,14,23,539.00	4,60,36,548.00

(3) Recognition or Awards

Under the dynamic leadership of Mr. Jawahar Lal Oswal, the Company has been awarded several export Awards and trophies by the TEXPROCIL and Apparel Export Promotion Council and the Government of India. The company has awarded **TEXPROCIL Gold Plaque** for Highest Exports of "Processed Yarns" in Category I and **Silver Trophy** for Second Highest Exports of Cotton Yarn- "Counts 50s and below" in Category III for the year 2022-23.

During the financial year 2023-24, company has also been awarded '**Northern Region Export Excellence Award**' by the Hon'ble Minister of State for Commerce & Industry; Consumer Affairs, Food & Public Distribution and Textiles. The company has also been accorded the status of '**Four Star Export House**' by the Government of India, Ministry of Commerce and Industry for a period of five years effective from 23.08.2023 to 23.08.2028 as per Foreign Trade Policy, 2023.

(4) Job profile and his suitability

Mr. Jawahar Lal Oswal is a Non-Executive



Director/Chairman of the Company. His association started with the Company as Director of the Company in the year 1992. He was appointed as a Chairman by the Board and is continuing as a Non-Executive Chairman as on date. As a Non-Executive Chairman, Mr. Jawahar Lal Oswal has been serving as mentor for the Board, Managing Director and Senior Management especially in devising export sales and promotion strategies. He provides feedback and counsel to the Managing Director and Senior Management on key issues. He has played a pivotal role in charting the Company's strategy for expanding its operations in the Global Markets. Having regard to his textile knowledge and business experience, he is the best suited person for the job.

(5) Payment Proposed

The remuneration proposed has already been given in the Special Resolution at Item No. 6 of the accompanying Notice of Annual General Meeting. However in case of inadequacy of profits, the said remuneration will be paid as minimum remuneration.

(6) Comparative payment profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Considering the size of the Company, the profile of Mr. Jawahar Lal Oswal and the industry benchmarks, the payment proposed to be paid to him commensurate with the payment being made to persons at similar level in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Jawahar Lal Oswal belongs to promoter category. He is also a relative to Mr. Dinesh Oswal, Managing Director and Mr. Kamal Oswal, Director of the Company. Besides the payment proposed and sitting fees for attending Board Meeting, Mr. Jawahar Lal Oswal, does not have any other pecuniary relationship with the Company or with the Managerial Personnel.

III. OTHER INFORMATION:

(1) Reasons for loss or inadequate profits

Textile industry is facing a very difficult and challenging period because of prevailing Geo-Political situation, sharp increase in the prices of raw cotton and waning global demand. This impacted company's performance during the year and the company has suffered a loss of Rs. 51.08 Crores for the year ended 31st March, 2024.

(2) Steps taken or proposed to be taken for improvement

The management expect that with the improvement

in Global Demand and fall in the prices of raw cotton, things will move for better, for the textile industry. The management is continuously modernizing and upgrading its technology to maintain its core competence and convert it into the competitive edge over others.

(3) Expected increase in the productivity and profits in the measurable terms.

Currently, it is not feasible to predict with accuracy the expected increase in the productivity and profits in the measurable term. However with the improvement in the economic activity at the Global and Domestic level, Management expect that the company's profitability will improve in coming periods. With the improvement in business cycle, the textile industry is expected to perform reasonably well in the coming period.

IV. DISCLOSURES:

The Company has provided all the disclosures in Corporate Governance Report as required under Section II of Part II of Schedule V of the Companies Act, 2013.

ITEM NO. 7

The Shareholders approved the re-appointment of Mr. Dinesh Oswal as Managing Director of the Company for a period of five years w.e.f. 1st January, 2022 at remuneration specified in the Special Resolution, which was approved by them at their meeting held on 29th September, 2021.

Presently, textile industry is facing a very difficult and challenging period because of prevailing Geo-Political situation, ongoing conflict in Europe, Middle east and Strained relation among several countries. The Industry is facing the problem of waning demand because of weak environment and prevailing global scenario.

The company has suffered a loss of Rs. 51.08 Crores for the year ended 31st March, 2024. The position is still not clear so because of prevailing scenario, shareholders' approval has been sought to pay the remuneration as set out in the special resolution dated September 29, 2021 to Mr. Dinesh Oswal, as the 'Minimum Remuneration' for a period of 2 (two) years commencing from January 1, 2025 till the expiry of his current term i.e. upto December 31, 2026, in case the Company has no profits or its profits are inadequate.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, in case of no profits or inadequate profits as calculated under section 198 of the Act, the Company may pay remuneration to the managerial person in excess of the ceiling limits as specified in the Schedule V subject to the approval of shareholders by way of Special resolution.

Having regard to above, the Board on the recommendation of Nomination and Remuneration



Committee, Audit Committee hereby seeks your approval for payment of Remuneration to Mr. Dinesh Oswal as already approved by Shareholders on 29th September, 2021 vide their Special Resolution as Minimum Remuneration for two years commencing from January 1, 2025 till the expiry of his current term i.e. upto December 31, 2026.

Mr. Dinesh Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Jawahar Lal Oswal, Director/Chairman and Mr. Kamal Oswal, Director, of the company being relatives of Mr. Dinesh Oswal may be deemed to be concerned or interested in the aforesaid resolution. The other relatives of Mr. Dinesh Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the company.

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

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for your approval.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

(1) Nature of Industry

The Company is mainly engaged in the manufacturing of Yarn and Garments under the main head Textile Industry.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 16th December, 1980 and is working since then.

(3) In case of new companies expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus.

Not Applicable, as the company is an existing Company operating its Spinning/Garment Plants successfully.

(4) Financial performance based on the given indicators

	(Rs. in Lakhs)	
	FY 2023-24	FY 2022-23
Gross Revenue	306556.84	284122.64
Profit/(Loss) before Tax	(5551.92)	15468.25
Net Profit/(Loss) for the period	(5108.42)	11079.25

(5) Foreign investments or Collaborators, if any

The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company.

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Dinesh Oswal is 59 years of age. He is commerce graduate and is having more than 40 years of business experience in textile industry and financial matters. He is also a Managing Director of M/s. Nahar Capital and Financial Services Limited.

(2) Past Remuneration (last two years) (Amount in Rs.)

Particulars	Financial year (2023-24)	Financial Year (2022-23)
Salary	14,88,70,023.00	13,93,52,705.00
Perquisite and Allowances	-----	-----
Commission/bonus	-----	3,32,00,000.00
Retirement Benefits	-----	-----
Total	14,88,70,023.00	17,25,52,705.00

Note: Mr. Dinesh Oswal was paid remuneration during the year 2023-24 and 2022-23 as approved by the Shareholders vide their Special Resolution dated September 29, 2021.

(3) Recognition or Awards

Under the able & dynamic leadership of Sh. Dinesh Oswal, Managing Director, Company has been awarded several export Awards and trophies by the TEXPROCIL and Apparel Export Promotion Council and the Government of India. The company has awarded **TEXPROCIL Gold Plaque** for Highest Exports of "Processed Yarns" in Category I and **Silver Trophy** for Second Highest Exports of Cotton Yarn- "Counts 50s and below" in Category III for the year 2022-23.

During the financial year 2023-24, company has also been awarded '**Northern Region Export Excellence Award**' by the Hon'ble Minister of State for Commerce & Industry; Consumer Affairs, Food & Public Distribution and Textiles. The company has also been accorded the status of '**Four Star Export House**' by the Government of India, Ministry of Commerce and Industry for a period of five years effective from 23.08.2023 to 23.08.2028 as per Foreign Trade Policy, 2023.

(4) Job profile and his suitability

Mr. Dinesh Oswal was reappointed as Managing Director of the company by the members for a period of five years w.e.f. 1st January, 2022, vide their resolution dated 29th September, 2021. He is overall responsible for operations of the Company under the supervision of the Board of Directors. He is having more than 40 years of experience in Textile Industry. Mr. Dinesh Oswal joined the Company as Director, in the year 1985. Under his able and dynamic leadership, Company has become one of the largest integrated Spinning Mills of the Country. The



Company's Operating income which was 153 million in the year 1985 has risen to Rs. 30656 Million in the year 2024. Likewise exports has also risen to Rs. 1625.16 Crores for the year ended 31st March, 2024. Mr. Dinesh Oswal has played a pivotal role in charting the Company's strategy for expanding its operations in the Global as well as Domestic Markets. Having regard to his textile knowledge, Business experience and leadership to the executive team, he is the best suited person for the responsibilities entrusted to him by the Board of Directors.

(5) Remuneration Proposed

Remuneration proposed is already approved by the Shareholders at their Meeting held on 29th September, 2021 by way of Special Resolution. In case of company has no profits or its profit are inadequate, the said remuneration will be paid as 'Minimum Remuneration'. The remuneration approved by the shareholders vide their Special Resolution dated 29th September, 2021 is given hereunder:

Salary (Scale)	: Rs.70,00,000.00- 5,00,000.00-90,00,000.00/- per month.
Commission	: 2% of the Net Profit.
Perquisites	: Following perquisites shall be allowed in addition to salary and commission.

i) Housing

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

EXPLANATION

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

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

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

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

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

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

vii) Gratuity: Gratuity paid shall not exceed half month's salary for each completed year of service subject to maximum limit as per Payment of Gratuity Act, 1972.

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

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

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

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Considering the size of the Company, the profile of Mr. Dinesh Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Dinesh Oswal belongs to promoter category. He is also a relative to Mr. J.L. Oswal, Chairman/Director and Mr. Kamal Oswal, Director of the Company. Besides the remuneration proposed, Mr. Dinesh Oswal, does not have any other pecuniary relationship with the Company or with the managerial personnel.

III. OTHER INFORMATION:

• Reasons for loss or inadequate profits

Textile industry is facing a very difficult and challenging period because of prevailing Geo-Political situation, sharp increase in the prices of raw cotton and waning global demand. This impacted company's performance during the year and the company suffered a loss of Rs. 51.08 Crores for the year ended 31st March, 2024. The situation is still not clear.

• Steps taken or proposed to be taken for improvement

The management expect that with the improvement in Global Demand and fall in the prices of raw cotton, things will move for better, for the textile industry. The management is continuously modernizing and upgrading its technology to maintain its core competence and convert it into the competitive edge over others.

• Expected increase in the productivity and profits in the measurable terms.

Currently, it is not feasible to predict with accuracy the



expected increase in the productivity and profits in the measurable term. However with the improvement in the economic activity at the Global and Domestic level, Management expect that the company's profitability will improve in coming periods. With the improvement in business cycle, the textile industry is expected to perform reasonably well in the coming periods.

IV. DISCLOSURES:

The Company has provided all the disclosures in Corporate Governance Report as required under Section II of Part II of Schedule V of the Companies Act, 2013.

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

As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the particulars of Directors who are proposed to be appointed/re-appointed are given below:

1. Name	Mr. Jawahar Lal Oswal
Age	80 Years
Qualification	Graduate
Expertise	Having more than 60 years of experience in Corporate Finance and Taxation

Listed Companies (other than Nahar Spinning Mills Limited) in which Mr. Jawahar Lal Oswal holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2024:

Directorship of Board:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Monte Carlo Fashions Limited	Chairman/ Managing Director
2	Nahar Capital and Financial Services limited	Director/Chairman
3	Nahar Poly Films Limited	Director/Chairman
4	Nahar Industrial Enterprises Limited	Director/Chairman

Chairmanship of Board Committees:

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Monte Carlo Fashions Ltd.	Corporate Social Responsibility Committee

Membership of Board Committees: Nil

Listed entities from which the Director has resigned

in the past three years: Nil

Shareholding in the Company: 90374 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. Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers.

2. Name	Mr. Satish Kumar Sharma
Age	71 Years
Qualification	MBA
Expertise	Having more than 42 years of experience in Corporate Affairs and Marketing

Listed Companies (other than Nahar Spinning Mills Limited) in which Mr. Satish Kumar Sharma holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2024:

Directorship of Board:

Sr. No.	NAME OF THE COMPANY	STATUS
1	Nahar Poly Films Limited	Executive Director
2	Nahar Capital And Financial Services Limited	Director

Chairmanship of Board Committees: Nil

Membership of Board Committees:

Sr. No.	NAME OF THE COMPANY	COMMITTEE
1	Nahar Capital And Financial Services Limited	Stakeholder's Relationship Committee
2	Nahar Capital And Financial Services Limited	Audit Committee

Listed entities from which the Director has resigned in the past three years: Nil

Shareholding in the Company: 21425 Equity Shares of Rs.5/- each

Disclosure of relationship between Directors inter-se: Nil

BY ORDER OF THE BOARD

Dated: 12th August, 2024

REGISTERED OFFICE:

373, Industrial Area-A,
Ludhiana -141003 (India)

CIN: L17115PB1980PLC004341

E-mail: secnsm@owmnahar.com

BRIJ SHARMA

(COMPANY SECRETARY)

Mem. No. FCS 2458