NOTICE

Notice is hereby given that the **42nd Annual General Meeting** of the members of Nahar Industrial Enterprises Limited will be held on **Tuesday, the 29th day of September, 2026 at 11.45 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of both Standalone and Consolidated financial statements of the Company for the year ended on 31st March, 2026 as an Ordinary Resolution:**
   (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2026 and the Reports of Directors and Auditors thereon; and
   (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2026 and the Report of Auditors thereon.
2. To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as an **Ordinary Resolution.**
3. To appoint a director in place of Sh. Navdeep Sharma (DIN: 00454285), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment as an **Ordinary Resolution.**

SPECIAL BUSINESS:

4. **To approve the remuneration of cost auditor for the financial year 2026-27** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Khushwinder Kumar & Associates, Cost Accountants, Jalandhar (Firm Registration No 000102) who has been appointed by the Board of Directors of the Company as Cost Auditor to conduct the audit of the cost accounting records of the Company for the financial year ending 31st March, 2027, the company do hereby confirm and ratify the remuneration of Rs. 3,30,000/- (Rupees Three Lacs Thirty Thousand only) plus actual out-of-pocket expenses, as approved by the Audit Committee."

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

5. **To approve the payment of minimum remuneration to Mr. Kamal Oswal, Managing Director in case of no profits or inadequacy of profits** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to 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, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in continuation to Shareholders Special Resolution dated 26th September, 2022 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. Kamal Oswal (DIN : 00493213), Managing Director of the Company, as approved by the Shareholders vide their Special Resolution dated 26th September, 2022, as minimum remuneration in case of no profits or inadequacy of profits in any financial year during the period of two years commencing from 1st April, 2026 till the expiry of his current term i.e. up to 31st January, 2028 as set out in the Explanatory Statement annexed to the Notice convening this meeting even if the total remuneration payable is in excess of the limit specified in section 197 read with schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof."

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

6. **To seek approval of shareholders for sale of obsolete machineries and development of land of Arham Spinning Mills, a Unit of the company** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as a **Special Resolution:**

   "RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, Memorandum and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, as amended from time to time, (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the consents, approvals and permissions being obtained from the appropriate authorities to the extent applicable or necessary, the consent of the members of the company be and is hereby given to the Board of Directors of the Company for sale of obsolete / unused plant and machineries and for sale / lease / develop or otherwise dispose of land of Arham Spinning Mills, located at Bhiwadi, Distt. Alwar, Rajasthan to any Company, body corporate, firm or individual in joint venture / self-develop including any related party on such terms and conditions at mutually negotiated price, as the Board of Directors of the company may deem fit and proper in the interest of the Company and the proposed disposal does not constitute the sale, lease or disposal of an 'Undertaking' or 'Substantially the whole of an Undertaking' within the meaning of Section 180(1)(a) of the Companies Act, 2013 or Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the manner and method for sale/lease or unused obsolete machineries, to develop in joint venture/self-develop of land and to execute all necessary agreements, deeds and documents and subsequent modifications thereto, and to take such actions including delegate such authority and to give all such directions or to do all such acts, deeds, matters and things as may be necessary and/or expedient in the interest of the Company including without limitation to settle any questions, doubts that may arise in this regard, as it may in its absolute discretion deem fit and in the interest of the Company."

7. **To approve advancing/granting any loan or give guarantee or to provide security to all such person under section 185 of the Companies Act, 2013** and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to ratify and authorize the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/wholly owned subsidiary Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs. 100.00 Crores (Rupees One Hundred Crores Only) provided that such loans are utilized by the borrowing company for its business activities.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Director or Authorised Representative(s) of the Company, authorised to approve, decide, vary or modify the terms and conditions applicable for the aforesaid loan, Guarantee and to do all such acts, deeds, matters and things as they may, in their absolute discretion deem necessary, desirable or expedient and things in connection therewith and incidental thereto as the Board in its absolute discretion deem fit in order to give effect to this resolution and all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

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

"RESOLVED THAT pursuant to the provision of Section 4 and 13 and other applicable provisions, If any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as may be enacted from time to time), subject to the necessary approval of statutory authorities, if any, required consent and approval of the Members be and is hereby accorded for amendment of Main Objects clause of Memorandum of Association of the Company by inserting following Sub-clause 10 (a) to 10 (c) after Sub-clause 9 in the Clause III (A) of Memorandum of Association of the

Company:-

10 (a) To carry on the business of generating, developing, establishing, operating and maintaining solar power plants and other renewable energy projects; to generate, produce, and supply electricity from solar energy; and to transmit, distribute, supply, and sell such electricity to electricity boards, utilities, or private/public entities, Intermediaries in Power Transmission/ Distribution, Companies, Industrial Units, or to all types of users / consumers of Energy and to trade, deal in, import, export, install, repair, maintain, and service all kinds of solar energy systems, equipment, devices, and components.

(b) To carry on the business of consultants, advisors, auctioneers for all type of solar energy/renewal energy plants and to undertake research and development in the field of solar energy and other allied fields.

(c) To acquire concessions or licenses granted by or to enter into contracts with, the Government of India, any State Government, Municipal, Local Authority or other Statutory bodies, Companies or any other person for the development, erection, installation, establishment, construction, operation and maintenance of Solar Power Plants and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire / lease, carry out and run all necessary Plants, equipment, sub-stations, workshops, generators, machinery, transmission facilities, electrical equipment, accumulators, repair shops, wires, cables, lamps, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar/renewal Energy.

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

By Order of the Board of Directors
sd/-

Place : Ludhiana	**Mukesh Sood**
Date : 14th August, 2026	**Company Secretary**

NOTES:

1. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022, General Circular No. 09/2023 dated 25.09.2023 and General Circular No. 09/2024 dated 19.09.2024, and after due examination, the Ministry of Corporate Affairs, Government of India vide General Circular No. 03/2025 dated 22.09.2025 decided to allow companies to conduct their AGMs through VC or OAVM, till further orders, in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020. Pursuant to the said circulars of MCA and other circulars of SEBI and applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 42nd AGM of the Company shall be conducted through VC/ OAVM. Central Depository Services (India) Limited ('CSDL') will be providing facility for voting through remote evoting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 17.
2. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the notice.
3. The information required to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, regarding the Directors who are proposed to be appointed/re-appointed is given in the Explanatory Statement and forms part of the notice.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is

being sent only through electronic mode to those Members whose email addresses are registered with the company/RTA/ Depositories. A letter providing the web-link for accessing the Annual report, including the exact path, is being sent to those members who have not registered their email address with the Company. However, hard copy of full annual report will be sent to the shareholder who request for the same.

Members may note that the Notice will also be available on the Company's website at www.owmnahar.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on website of the e-voting agency i.e. Central Depository Services (India) Limited at www.evotingindia.com.

6. For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs /Company / RTA, we urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/ update your address, Email id or Bank Mandate etc, you can do the same.

7. Mandatory furnishing/ updating of PAN, KYC details and Nomination by holders of physical securities (Equity Shares)

SEBI vide its Circular No. SEBI/HO/MIRSD/PoD-1/P/CIR/2023/70 dated May 17, 2023 has mandated for furnishing/updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company. Therefore, you are requested to note the following and provide the desired information:

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

1. The Registrar & Transfer Agent (RTA) / Company shall not process any service requests or complaints received from the holder(s)/claimant(s), till PAN, Nomination, Contact details, Bank Account details and Specimen Signatures are registered.

2. The dividend shall be made only through electronic mode. No physical dividend warrants will be issued.

3. The Security holder / claimant may provide the documents / details to the RTA for various service requests by way of 'In person verification' (IPV) or post or electronic mode with e-sign; unless otherwise prescribed in the Companies Act, 2013 or the Rules issued there under or in SEBI Regulations or Circulars issued there under. The shareholders are requested to forward the duly filled in documents along with the related proofs as mentioned above to the Company at its Registered Office or Registrar and Transfer Agent at the below mentioned address at the earliest:

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

Further, as an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for:

1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Subdivision /Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition.

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

8. Institutional / Corporate members are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

9. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2026 to 29th September, 2026 (both days inclusive) for the purpose of AGM.

10. The documents referred to in the Explanatory Statement are open for inspection at the registered office of the Company on any working day (except Saturday and Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.

11. Members are informed to send all documents and communications pertaining to equity shares to M/s. Alankit Assignments Limited, RTA Division, Alankit House, 1E/13, Jhandewalan Extension, New Delhi – 110055, Registrar & Transfer Agent (RTA) for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.

12. Pursuant to provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (the IEPF Rules), all shares in respect of which dividend has not been claimed by the shareholders of the Company for seven consecutive years, have already been transferred by the Company in the name of INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY, MINISTRY OF CORPORATE AFFAIRS (IEPF). Members are hereby informed to claim their shares and unclaimed / unpaid dividend from the IEPF authority by complying with their requirements.

13. Members seeking any information with regard to the accounts at the time of the meeting are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to keep the relevant information ready.

14. DEMATERIALISATION OF SHARES: SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that with effect from April 1, 2019 except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. In light of same shareholders holding equity shares in physical form are requested to convert their physical shares in Dematerialized form to avoid hassle in transfer of shares.

Securities and Exchange Board of India (SEBI) vide Circular No.SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97, dated July 2, 2025, has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process or otherwise, for a period of six months from July 07, 2025 till January 06, 2026.

Further SEBI vide Circular No. HO/38/13/11(2)2026-MIRSD-POD/ I/3750/2026 January 30, 2026 for the purpose of Ease of Doing Investment – Special Window for Transfer and Dematerialisation of Physical Securities and in order to further facilitate the investors to get rightful access to their securities, SEBI has decided to open another special window for transfer and dematerialisation (“demat”) of physical securities which were sold/purchased prior to April 01, 2019. This window shall remain open for a period of one year from February 05, 2026 to February 04, 2027. This Special window shall also be available for such transfer requests which were submitted earlier and were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise.

15. **CONSOLIDATION OF MULTIPLE FOLIOS:** Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self attested copy of PAN card and Aadhaar card to the Registrars and Share Transfer Agent (RTA) of the Company /Company at its Registered Office, to enable them to consolidate all such multiple folios into one single folio.

16. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.

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

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

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

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

Type of shareholders:

Individual Shareholders holding securities in demat mode with CDSL

1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.

2) After successful login the Easi / Easiest, user will be able to see the e-Voting Menu. On clicking the voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/KARVY/MUFG INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is available at https://www.cdslindia.com/myeasi/Registration/Easi Registration

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting service providers.

Individual Shareholders holding securities in demat mode with NSDL

1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

3) Visit the e-Voting website of NSDL. Openweb browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository website wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your

vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 (CDSL)
Individual Shareholders holding securities in Demat mode with CDSL

Helpdesk details
Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at Toll free No. 1800225533

Login type (NSDL)
Individual Shareholders holding securities in Demat mode with NSDL

Helpdesk details
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at Toll free No. 18001020990 and 1800224430

A. Procedure and instructions for remote e-voting:

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of SS-2 issued by ICSI, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 42nd Annual General Meeting of the Company.

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

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

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

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

(i) The voting period begins on 26.09.2026 (09.00 a.m.) and ends on 28.09.2026 (05.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22.09.2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the evoting website www.evotingindia.com during the voting period.

(iv) Click on “Shareholders” module.

(v) Now Enter your User ID

a) For CDSL: 16 digits beneficiary ID,

b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

Or

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST eservices, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) in the PAN Field. • If the sequence number is less than 8 digits; enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on cut-off date may obtain details of sequence number from the company /RTA.
Dividend Bank Details OR Date of Birth	• 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. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank Details field as mentioned in instructions (v).

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN 260828038 for the relevant NAHAR INDUSTRIAL ENTERPRISES LIMITED on which you choose to vote.

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option 'YES' or 'NO' as desired. The option 'YES' implies that you assent to the Resolution and option 'NO' implies that you dissent to the Resolution.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii)You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

(xx) Note for Non-individual Shareholders and Custodian:-

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

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

i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to the Company at the Email ID i.e. share@owmnahar.com or RTA at Email ID i.e. rta@alankit.com

ii) For Individual Demat shareholders – Please update your Email ID & Mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

iii) The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

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

i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVSN of Company will be displayed.

ii) The participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective Network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.

iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at Email id i.e. share@owmnahar.com up to 22.09.2026. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting. These queries will be replied to by the company suitably by email.

iv) Members are requested to not to share the Login details (User Id & Password) with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID and Password for attending AGM through VC/ OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned herein.

v) For convenience of the Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 11.30 a.m. IST. The link for joining the AGM shall be kept open until 12.15 p.m. IST i.e. 30 minutes after the start of AGM.

vi) Any person who acquires shares of the Company and becomes the member of the Company after the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he/she can use his / her existing user id and password.

C. Procedure and instructions for Members for evoting during the AGM

i) The procedure to be followed for e-voting on the day of the AGM will be the same as mentioned above for remote e-voting.

ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote evoting.

iii) Only those Members, who are present at the AGM through VC /OAVM and have not casted their vote on the resolutions through remote evoting and are otherwise not barred from doing so, shall be eligible to vote through e-voting during the AGM.

iv) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending AGM.

v) Shareholders who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

IV. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-voting system, you can write an email to helpdesk.

evoting@cdslindia.com or contact at Toll Free No. 1800225533.

V. All grievances connected with the facility for voting by electronic means may be addressed to Manager, 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 contact at Toll free No. 1800225533.

VI. A copy of this notice has been placed on the website of the Company and the website of CDSL.

D. General Instructions

i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date (record date) of 22.09.2026.

ii) The Scrutinizer after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. www.owmnahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

iii) The voting result will be announced by the Chairman or any other person authorized by him within two working days of the conclusion of AGM.

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

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Khushwinder Kumar & Associates, Cost Accountants, Jalandhar as Cost Auditors to conduct the audit of the cost accounting records of the Company for the financial year ending 31.3.2027 at such remuneration, as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.3.2027.

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

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

Item No. 5

The Shareholders approved the re-appointment of Mr. Kamal Oswal as Managing Director of the Company for a period of five years w.e.f. 1st February, 2023 at a remuneration specified in the Special Resolution, which was approved by them at the 38th Annual General Meeting held on 26th September, 2022. The present term of employment would expire on 31st January, 2028.

Presently, textile industry is facing a challenging period because of prevailing Geo-Political situation and strained relation among several countries. The Industry is facing the problem of waning demand because of weak environment and prevailing global scenario.

Although the company has earned a net profit of Rs. 53.97 Crores for the year ended 31st March, 2026. 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 26th September, 2022 to Mr. Kamal Oswal, as the 'Minimum Remuneration' during the period till the expiry of his current term i.e. up to 31st January, 2028 in case the Company has no profits or its profits are inadequate in any year.

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 minimum remuneration by way of salary, perquisites and commission to Mr. Kamal Oswal as already approved by Shareholders on 26th September, 2022 vide their Special Resolution as Minimum Remuneration during the period till the expiry of his current term i.e. up to 31st January, 2028.

Sh. Kamal Oswal (DIN: 00493213), aged 63 Years, a Commerce Graduate is a renowned industrialist having 42 years of experience in the industry. He is also the Managing Director of Oswal Woollen Mills Limited. He is holding 1294 equity shares in the Company and was first appointed in the Company on 27.09.1983. He also serves as Director of various other Group Companies.

Statement as required under section II of part II of the schedule V of the Companies Act, 2013 with reference to the Special Resolution as set out at Item No. 5 of the Notice.

I) General Information

1. **Nature of Industry:** Textile and sugar industry

2. **Date or expected date of commencement of commercial production:** The Company was incorporated on 27.09.1983 and is working since then.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus:** Not Applicable

4. **Financial performance based on given indicators:**

(Rs. In lacs)

Particulars	For the year ended 31.03.2026	For the year ended 31.03.2025
Total Revenue	140844.52	153008.40
Profit/ (Loss) before Tax	6903.18	2655.55
Profit/ (Loss) after Tax	5396.96	2047.20

5. **Foreign investment 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:**
Sh. Kamal Oswal (DIN: 00493213) is 63 Years of age. He is a commerce graduate and has 42 years of business experience in industry. He is also a Managing Director of M/s. Oswal Woollen Mills Ltd. and is drawing salary as per resolution passed by the shareholders of the company.

2. **Past remuneration:**
Remuneration paid for the year 2024-25 was Rs. 977.75 Lacs and for the year 2025-26 was Rs. 989.63 Lacs.

3. **Recognition of awards:** None

4. **Job profile and suitability:** Mr. Kamal Oswal joined the Company as one of its First Directors in the year 1983. He was first appointed as Managing Director of the company on 1st February, 1998 and is holding this position since then. He is overall responsible for operations of the Company under the supervision of the Board of Directors. He is having 42 years of experience in Industry. Under his leadership, the Company has become one of the largest integrated textile company of the Country. 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 28th September, 2022 by way of Special Resolution. The aforesaid proposed remuneration shall be paid as minimum remuneration in case of loss or inadequacy of profits in relevant year during his tenure commencing from 1st April, 2026 up to 31st January, 2028. The remuneration approved by the shareholders vide their Special Resolution dated 28th September, 2022 is given hereunder:

1. Salary : Rs. 60,00,000 p.m. in the scale of 60,00,000 – 5,00,000 – 80,00,000
2. Commission : 2% of the net profit
3. Perquisites as mentioned below :

a) **Housing:** Sh. Kamal Oswal shall be entitled to House Rent Allowance @ 60% 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 Sh. Kamal Oswal.

b) **Medical Reimbursement:** Reimbursement of medical expenses incurred (including medical insurance premium) on self and family subject to a ceiling of one month salary in a year. However, this medical entitlement can be accumulated for the period of five years.

c) **Leave Travel Concession:** Leave Travel Concession for self and family once in a year as per company's rules.

d) **Personal Accident Insurance:** Personal Accident Insurance of an amount the annual premium of which shall not exceed Rs. 20,000/- per annum.

e) **Car & Telephone:** Free use of company's car for official work as well as for personal purposes along with driver and telephone at company's cost.

f) **Club Membership:** Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.

g) **Provident Fund and Gratuity:** As per company's rules.

Other perquisites which the company may provide at a later date shall be as per the rules of the company.

Note: For the purposes of perquisites stated hereinabove family means the spouse, the dependent children and dependent parents of the appointee.

6. **Comparative remuneration profiles with respect to industry size of the Company, profile of the position and person:**

Considering the position held and the responsibility of the Managing Director as well as the enhanced business activities of the Company and its wholly owned subsidiaries and company's plans for growth, the proposed remuneration is commensurate with the industry standards and Board Level positions held in similar sized and similarly positioned businesses.

7. **Pecuniary relationships directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Sh. Kamal Oswal is one of the promoters of the company and is related to Sh. Jawahar Lal Oswal, Chairman, Sh. Dinesh Oswal, Director and Sh. Abhinav Oswal, Executive Director of the Company. Sh. Kamal Oswal has no pecuniary relationship directly or indirectly with the Company other than his remuneration drawn in the Company.

III) **Other information**

1. **Reason for loss or inadequate profit:**
The Textile industry is passing through a challenging period. The Company's profitability may get affected in the coming periods. The Company has earned a Net Profit of Rs. 5396.96 for the year ended 31st March, 2026.

2. **Steps taken or proposed to be taken for improvement:**
It is expected that with the recovery of economies and domestic demand coupled with Government initiatives will benefit the textile industry in the coming years. The management of the company is making all efforts to meet the prevailing concern by focusing its efforts on improving operational parameters and improvement in efficiency of both human and mechanical assets, to reduce the cost pressure.

3. **Expected increase in productivity and profits in measurable terms:**
Presently the textile industry is witnessing a challenging time because of prevailing Geo-Political situation, strained relation among several countries, global slowdown in economies and weak demand of textile products. Moreover, in anticipation of revival of global economy over medium term, Textile Scenario would change and the demand for Company's products is likely to pick up. The Company reported net profit of Rs. 5396.96 for the financial year 2025-26.

4. **Disclosures:**
All disclosures required under Section II of Part II of Schedule-V to the Companies Act, 2013 have been provided in the Explanatory Statement.

His Directorship / Designated Partner / Membership in Committees of the Board of various Companies/ LLPs are as under:-

Name of the Company	Designation	Committee Position	Status
Nahar Industrial Enterprises Ltd.	Managing Director	CSR Stakeholder Relationship	Chairman Member
Oswal Woollen Mills Ltd.	Managing Director	---	---
Nahar Spinning Mills Ltd.	Director	---	---
Nahar Poly Films Ltd.	Director	---	---
Nahar Capital & Financial Services Ltd.	Director	---	---
OWM Poly Yarn Ltd.	Director	---	---
Oswal Leasing Ltd.	Director	---	---
Nahar Industrial Infrastructure Corpn. Ltd.	Director	---	---
Nagdevi Trading & Investment Co. Ltd.	Director	CSR	Member
Abhilash Growth Fund Pvt. Ltd.	Director	CSR	Member
Nahar Growth Fund Pvt. Ltd.	Director	---	---
Oswal Logipark Pvt. Ltd.	Director	---	---
Logipark Patna Pvt. Ltd.	Director	---	---
Logipark Ghaziabad Pvt. Ltd.	Director	---	---
Bhubaneswar Logipark Pvt. Ltd.	Director	---	---
OWM Renew LLP	Designated Partner	---	---
OWM Logipark GZB LLP	Designated Partner	---	---
KMRA Associates LLP	Designated Partner	---	---
OWM Logipark Varanasi LLP	Designated Partner	---	---
Crownstar Ltd (U.K.)	Director	---	---

Mr. Kamal Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Jawahar Lal Oswal, Director/Chairman and Mr. Dinesh Oswal, Director, Mr. Abhinav Oswal, Executive Director (Whole Time Director) of the company being relatives of Mr. Kamal Oswal may be deemed to be concerned or interested in the aforesaid resolution as set out at Item No. 5 of the notice. The other relatives of Mr. Kamal 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 passing of Special resolution set out at Item No. 5 of the Notice for approval of the members.

Item No. 6

Due to non-viable operations of the spinning unit of the company i.e. Arham Spinning Mills, Village Udaipur, Khijuriwas and Thada, Bhiwadi, District Alwar, Rajasthan all manufacturing and commercial operations of this unit has discontinued and closed with effect from 14.05.2026. The useful machineries of this unit to be re-located within the company's existing spinning facilities and the obsolete machineries to be disposed of. The sale proceeds resulting from the transaction would be utilized for general corporate purposes and meeting the working capital requirements of the Company.

The approval of the members of the Company is being sought for Sale of obsolete/unused machineries, Sale / Lease, development of land located at Village Udaipur, Khijuriwas, Thada Bhiwadi, District Alwar, Rajasthan as a matter of good corporate governance and abundant caution as set out at Item No. 6 of the Notice on such terms and conditions as the Board of Directors of the company may deem fit and proper in the interest of the Company. The transaction does not involve sale/ lease or disposal of the Undertaking and whole of undertaking of the company as defined under section 180(a) of the companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) and consequently provisions of Regulation 37A of the SEBI LODR are not applicable.

The Board recommends the passing of Special resolution set out at Item No. 6 of the Notice for approval of the members.

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

Item No. 7

During the course of business, the Company may have to render support for the business requirements of its Subsidiary/wholly owned subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested (collectively referred to as the “Entities”), from time to time.

The Board of Directors seek consent of the Members by way of a Special Resolution pursuant to Section 185 of the Act (as amended by the Companies (Amendment) Act, 2017) for making loan(s) or providing financial assistance or providing guarantee or securities in connection with the loans taken or to be taken by the Entities, from its internal resources/accruals and/or any other appropriate sources as permitted, for the business activities, including working capital requirements and capital expenditure as may be required from time to time.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Entities.

The above proposal is in the interest of the Company and the Board recommends the passing of the Special Resolution set out at Item No. 7 for approval of the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Item No. 8

The Company is presently engaged in the business of textile and Sugar and proposes to venture into solar energy in line with its business strategy and market opportunities. The renewable energy sector, particularly solar energy has witnessed significant growth in recent years and offers substantial business opportunities. Therefore, it is considered thought fit and appropriate to make suitable amendments in the clause III of the Memorandum of Association of the company to reflect the proposed business activities of the company in the Main object clause by inserting Sub-clauses 10 (a) to 10 (c) after existing Sub-clause 9 as set out in the Special Resolution forming part of the Notice.

The proposed clause allows the Company to undertake the development, establishment, operation, and maintenance of solar power plants and other renewable energy projects; to generate, produce, and supply electricity from solar energy; and to transmit, distribute, supply, and sell such electricity to utilities, electricity boards, and other entities. It also covers trading, installation, repair, maintenance, and servicing of solar energy systems, equipment, devices, and components.

The Board of Directors are of the opinion that the proposed amendment is in the best interests of the Company and its Members and recommends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

A copy of the existing Memorandum of Association together with the proposed amendments shall be available for inspection by the Members at the Registered Office of the Company during business hours on all working days up to the date of the Annual General Meeting and shall also be available for inspection during the meeting.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors
sd/-
Place : Ludhiana **Mukesh Sood**
Date : 14th August, 2026 **Company Secretary**

ANNEXURE TO THE NOTICE

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

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relationship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Dinesh Gogna (DIN: 00498670) Non-Executive Director Age: 73 years Qualification: B.A., LLB.	More than 47 years of experience in the field of Corporate Finance and Taxation	Nahar Industrial Enterprises Ltd.	Audit Stakeholders Relationship CSR	Member Chairman Member	Nil	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : Appointed First Director of the company in terms of Articles of Association Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Spinning Mills Ltd.	Audit Share Transfer CSR	Member Member Member				
		Nahar Poly Films Ltd.	Share Transfer Audit CSR Stakeholders Relationship	Member Member Member Member				
		Oswal Woollen Mills Ltd.	Audit Shareholders	Member Member				
		Monte Carlo Fashions Ltd.	Stakeholders Relationship Audit Nomination & Remuneration CSR Share Transfer	Chairman Member Member Member Member				
		Girnar Investment Ltd.	--	--				
		Oswal Leasing Ltd.	--	--				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR Risk Management Investment	Member Member Member Member				
		Crown Star Ltd. (U.K.)	--	--				
		Parshav Investment & Trading Company Ltd.	--	--				

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Navdeep Sharma (DIN: 00454285) Non-Executive Director Age: 67 years Qualification: B.A., LLB	More than 43 years of experience in the field of Taxation	Nahar Industrial Enterprises Ltd.	--	--	1	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 12.08.2015 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Industrial Infrastructure Corpn. Ltd.	--	--				
		Vanaik Investors Ltd.	--	--				
		Nagdevi Trading & Investment Co. Ltd.	CSR	Member				
		J L Growth Fund Ltd.	--	--				
		Kovalam Invest-ment & Trading Co. Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member Member				
		Palam Motels Ltd.	--	--				
		Vanaik Green Energy Ltd.	--	--				
		Nahar Financial and Investment Ltd.	--	--				
		Abhilash Growth Fund Pvt. Ltd.	CSR	Member				
		Nahar Growth Fund Pvt. Ltd.	--	--				
		Monica Growth Fund Pvt. Ltd.	--	--				
		Ruchika Growth Fund Pvt. Ltd.	--	--				
		Logipark Morad-abad Pvt. Ltd.	--	--				
		Logipark Jorhat Pvt. Ltd.	--	--				
		Logipark Bhagalpur Pvt. Ltd.	--	--				
		Sunvritti Power Pvt. Ltd.	--	--				

By Order of the Board of Directors

sd/-

Place : Ludhiana
Date : 14th August, 2026

Mukesh Sood
Company Secretary