

Regd. Office & Corporate Office : 376, Industrial Area-A, Ludhiana - 141 003 (INDIA)  
Phones : 91-161-2600701 to 705, 2606977 to 980 Fax : 91-161-2222942, 2601956.  
E-mail : secnel@owmnahar.com Website : www.owmnahar.com  
CIN No. : L17115PB1988PLC008820

NPFL/SD/2025-26/

August 29, 2025

<b>Corporate Relations Department</b> The BSE Limited 25 <sup>th</sup> Floor, P.J. Towers, Dalal Street, Mumbai – 400 001	<b>Corporate Listing Department</b> The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400 051
<b>SCRIP CODE: 523391</b>	<b>SYMBOL: NAHARPOLY</b>

**SUB: NOTICE OF 37<sup>TH</sup> ANNUAL GENERAL MEETING**

Dear Sir,

Pursuant to the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Notice of 37th Annual General Meeting of the Company scheduled to be held on Thursday, the 25th day of September, 2025 at 11:30 A.M. through Video Conferencing/Other Audio Visual Means (OAVM) in compliance with Section 96 of the Companies Act, 2013 read with MCA Circulars.

The same has also been uploaded on Company's Website i.e. [www.owmnahar.com](http://www.owmnahar.com).

This is for the information of the general public as well as members of the Exchange.

Thanking You.  
Yours faithfully,

**FOR NAHAR POLY FILMS LIMITED**

**Priya**  
**(COMPANY SECRETARY)**  
Encl. as above



**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **THIRTY-SEVENTH ANNUAL GENERAL MEETING (AGM)** of the members of **M/S NAHAR POLY FILMS LIMITED ("the Company")** will be held on **Thursday, the 25th day of September, 2025 at 11:30 A.M.** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

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

- (i) To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.
- (ii) To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the Reports of the 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 31<sup>st</sup> March, 2025.

**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. DINESH OSWAL (DIN: 00607290) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

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

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

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

**"RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force), the Cost Auditors M/s. Khushwinder Kumar & Associates (Firm Registration No. 000102), New Delhi appointed by the Board to conduct the audit of the Cost Records of the Company for the financial year 2025-26 at a remuneration of Rs. 55000/- (Rupees Fifty Five

Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred, be and is hereby ratified."

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

**ITEM NO: 6-TO APPROVE THE RE-APPOINTMENT OF MR. SATISH KUMAR SHARMA (DIN: 00402712) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and the rules framed thereunder and all other applicable provisions, if any, of the Companies Act, 2013 and 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 on the recommendation of Nomination and Remuneration Committee and approval of Board of Directors, the consent and approval of the members be and is hereby accorded to re-appoint Mr. Satish Kumar Sharma (DIN: 00402712), Executive Director of the Company, who has already attained the age of 70 years, for a period of three years w.e.f. 1st August, 2026 to 31st July, 2029 on the remuneration and perquisites set out below:

- A. Salary :** Rs. 1,18,500/- per month
- B. Management Allowance :** Rs. 56,500/- per month
- C. Perquisites and other allowances:**
  - a) House Rent Allowance:** Will be paid @30% of the salary.
  - b) Medical Reimbursement:** Expenses incurred for Mr. Satish Kumar Sharma and his family subject to ceiling of one month's salary in a year.
  - c) Exgratia / Bonus:** As per company's rule.
  - d) Provident Fund:** Company's contribution to provident fund shall be in accordance with rules and regulations of the company.
  - e) Gratuity:** As per rules of the company payable at the rate of half month's salary for each completed year of service.
  - f) Leave with wages:** As per company's rule.
  - g) Car and Telephone:** Provision of car for use of company's business and telephone at residence will be provided by the company. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.
  - h) Other perquisites:** Other perquisites will be provided as per company's rule."

**"RESOLVED FURTHER THAT** consent and approval of



members be and is hereby also accorded for re-appointment of Mr. Satish Kumar Sharma (DIN: 00402712), as an Executive Director of the Company under Section 196(3) of the Companies Act, 2013, as he has already attained the Age of 70 Years."

**"RESOLVED FURTHER THAT** wherein any Financial Year, the Company has no Profits or its profits are inadequate, the Company may pay Mr. Satish Kumar Sharma, remuneration by way of salary, perquisites and other allowances not exceeding the ceiling limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and are hereby authorised to alter and vary the terms and conditions of appointment and /or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**ITEM NO: 7-TO INCREASE BORROWING LIMIT OF THE COMPANY**

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

**"RESOLVED THAT** in supersession of earlier resolution dated 30th day of September, 2014 passed at the Annual General Meeting and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of Companies Act, 2013, if any, read with the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), consent and approval of the members of the company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall also include a committee thereof) to borrow any sum and sums of money from time to time in rupee currency and/or foreign currency, as they may deem necessary or expedient for the purpose of business of the Company, upon such terms and conditions as the Board may in its absolute discretion think fit, notwithstanding the monies to be borrowed, together with monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) at any time, will or may exceed from the aggregate of the paid up Share Capital of the Company, it's Free Reserves and Security Premium, not set apart for any specific purpose, provided that such total

amount up to which monies may be borrowed and outstanding at any time shall not exceed the sum of Rs. 1000 Crores (Rupees One Thousand Crores) only."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board Directors of the company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, proper and desirable."

**ITEM NO.8-TO CREATE CHARGES/MORTGAGES ON THE ASSETS OF THE COMPANY FOR SECURING THE LOAN AVAILED/TO BE AVAILED BY THE COMPANY**

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

**"RESOLVED THAT** in supersession of resolution dated 30th day of September, 2014 passed at the Annual General Meeting and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of Companies Act, 2013, if any, read with the rules made thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) the consent and approval of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board' which expression shall also include committee thereof) for the creation of mortgage and/or charge in addition to the mortgages/charges created/to be created by the Company in such form and manner and with such ranking and at such times and on such terms as the Board may determine on all or any of the movable and immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company for securing the borrowings and financial assistance not exceeding Rs. 1000 Crores (Rupees One Thousand Crores) only by way of loans (in foreign currency and/or rupee currency) and the securities and/or other debt instruments issued/to be issued by the Company from time to time together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment charges and expenses including any increase as a result of devaluation/revaluation/fluctuations in the rates of exchange and all other moneys payable by the Company in terms of loan agreement(s), Heads of agreement(s), or any other document entered into/to be entered into between the Company and the Lender(s)/Agent(s) in respect of the said loan/borrowing/financial assistance."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors of the company be and are hereby authorized, for and on behalf of the company, to finalise, settle and execute such documents / deeds / writings / papers / agreements as



may be required and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

**ITEM NO: 9- TO APPOINT M/S P.S. BATHLA & ASSOCIATES, AS THE SECRETARIAL AUDITOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla and Associates, Peer Reviewed Company Secretary in Practice, Ludhiana having Certificate of Practice Number 2585, be and are hereby appointed as Secretarial Auditor of the Company for a period of five consecutive years commencing from financial year 2025-26 till financial year 2029-30 on such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor.”

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

**BY ORDER OF THE BOARD**

**PRIYA  
(COMPANY SECRETARY)  
MEMBERSHIP NO. A67573**

**Dated: 31<sup>st</sup> July, 2025**

**Regd. Office:**

**376, Industrial Area-A,**

**Ludhiana -141003(India)**

**CIN: L17115PB1988PLC008820**

**E-mail: [secnel@owmnahar.com](mailto:secnel@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. 09/2024 dated September 19, 2024 (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, 2025. In**

**compliance with aforesaid MCA Circulars, the 37th 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. 26. The 37th 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 here to and form part of this Notice.
4. Pursuant to MCA Circulars and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR) Regulations), the facility to appoint proxy to attend and cast vote for the members is not applicable for this AGM as this AGM would be conducted through VC / OAVM 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 authorized 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 (LODR) Regulations, the Notice calling the AGM alongwith Annual Report for the year 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ 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 Notice and Annual Report 2024-25 has been uploaded on the website of the Company at [www.owmnahar.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. The AGM Notice is also disseminated on the website of CDSL (agency



for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

7. The Register of Members and Share Transfer Register of the Company shall remain closed from 6th September, 2025 to 10th September, 2025 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2025.
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 5th September, 2025 or Register of Beneficial Owners, maintained by the Depositories at the close of 5th September, 2025.  

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. Dinesh Oswal (DIN: 00607290), Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
11. The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the

Institute of Company Secretaries of India, regarding the Directors who are proposed to be appointed/re-appointed, is given hereto and form part of the Notice.

12. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2016-17 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2017-18 is to be transferred to Investor Education and Protection Fund in November, 2025. Shareholders who have not encashed their dividend warrants relating to said period are requested to claim the amount from the Company at the earliest.
13. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend was remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: [http://www.ownnahar.com/nahar\\_polyfilm/pdf/pertaining-to-fy-2016-17.pdf](http://www.ownnahar.com/nahar_polyfilm/pdf/pertaining-to-fy-2016-17.pdf).
14. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. Concerned members/investors are advised to access the web link: <https://www.mca.gov.in/content/mca/global/en/foportal/fologin.html> for lodging claim in e-Form IEPF-5 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. **SPECIAL WINDOW FOR RE-LODGE MENT OF TRANSFER REQUESTS:** SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025, opened an one time special window from July 07, 2025 to January 06, 2026 for physical shareholders, where the original share



transfer requests were lodged prior to April 01, 2019 and were returned or rejected due to deficiencies in documentation, process or any other reason, to submit re-lodgement requests. The shares re-lodged for transfer will be processed only in dematerialized form during this window.

Eligible shareholders may submit their transfer requests alongwith the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, 4E/2, Alankit House, Jhandewalan Extension, New Delhi – 110055 (Tel. 011-42541234), within the stipulated period.

17. **ELECTRONIC CREDIT OF DIVIDEND:** 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, 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.

In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details alongwith 9 digit MICR code of their Bank to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.

18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. As per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, it is mandatory for all the holders of physical securities in listed company to furnish/ update PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details 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. Members are again requested to forward the duly filled in Forms along with the related proofs to the Company at its

Registered Office at 376, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of the Company at [https://www.owmnaahar.com/nahar\\_polyfilm/kyc\\_update.php](https://www.owmnaahar.com/nahar_polyfilm/kyc_update.php).

21. SEBI vide its Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023 has established a common Online Dispute Resolution Portal (Smart ODR) to raise disputes arising in the Indian Securities Market. After exhausting the option for resolution of the grievance with the RTA/Company directly and through SCORES portal, the investors can initiate dispute resolution through the ODR Portal i.e. <https://smartodr.in/login>.
22. 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 dematerialized at the earliest.
23. 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, 2025. Members seeking to inspect such documents can send an email to [secnel@owmanahar.com](mailto:secnel@owmanahar.com).
24. 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.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secnel@owmanahar.com](mailto:secnel@owmanahar.com) or [rt@alankit.com](mailto:rt@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.

26. **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, 2025 (9:00 a.m.) and ends on 24th September, 2025 (5:00p.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, 2025, 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	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



	<p>Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and My Easi New (Token).</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider, 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 cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>		<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/Idea sDirectReg.jsp">https://eservices.nsd.com/SecureWeb/Idea sDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</p>	<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000

**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:

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

- g. After entering these details appropriately, click on “SUBMIT” tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. **Click on the EVSN 250812017 for relevant <NAHAR POLY FILMS> on which you choose to vote.**
- k. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- n. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- p. If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (vi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 secnel@owmanahar.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2025 may follow the same instructions as mentioned above for e-Voting.
- (viii) 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. 18002109911.
- (ix) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:
- Ms. Priya**  
Company Secretary and Compliance Officer  
376, Industrial Area-A, Ludhiana – 141003  
Phone: 0161-5066265  
E-mail: gredressalnpl@owmanahar.com
- 27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM ARE AS UNDER:**
- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secnel@owmanahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secnel@owmanahar.com. 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:**

28. 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.
29. 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.
30. 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.
31. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.ownahar.com](http://www.ownahar.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
32. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 37th Annual General Meeting i.e. 25<sup>th</sup> September, 2025.
33. A person who is not a Member as on the cut off date i.e. 18<sup>th</sup> September, 2025 should treat this Notice for information purposes only.

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

The explanatory statement sets out all material facts relating to the Special Business mentioned under Item No. 5 to Item No. 9 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 28th May, 2025 on the recommendation of Audit Committee, approved the appointment of M/s. Khushwinder Kumar & Associates (Firm Registration No. 000102) at a remuneration of Rs. 55000/- (Rupees Fifty Five Thousand Only) plus applicable taxes and Reimbursement of out of pocket expenses incurred for conducting the Cost Audit of the Cost records of the Company for the financial year 2025-26.

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

Accordingly, consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out at the Item No. 5 of the Notice for ratification of remuneration payable to M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for financial year 2025-26.

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

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

**ITEM NO: 6**

The Shareholders vide resolution dated 24<sup>th</sup> August, 2022 re-appointed Mr. Satish Kumar Sharma, as an Executive Director of the company with effect from 1st August, 2023 for period of 3 years. His tenure as Executive Director is expiring on 31st July, 2026. The Board keeping in view the overall growth of the Company under his able and dynamic leadership and on the recommendation of Nomination and Remuneration Committee (subject to the approval of the shareholders), has decided to re-appoint Mr. Satish Kumar Sharma, as Executive Director of the Company for a further period of 3 years commencing from 1st August, 2026.

Mr. Satish Kumar Sharma is aged about 72 years. He is MBA and having enriched experience of more than 51 years of experience as Corporate Executive. Having regard to his vast knowledge and experience, it would be in the interest of the company to reappoint him as an Executive Director of the Company under the category of the Key Managerial Personnel.

In accordance with the provisions of Section 196 (3) read with Schedule V of the Companies Act, 2013, no Company shall appoint a person who has attained the



age of 70 years, as Managing Director, Whole-time Director or Manager unless his appointment is approved by a special resolution. Mr. Satish Kumar Sharma, Executive Director of the Company, has already attained the age of seventy years, accordingly shareholder's approval is being sought by way of special resolution, for his reappointment as an Executive Director under section 196 read with Schedule V of the Companies Act., 2013.

The Board is of the opinion that his continued association would be of immense beneficial to the Company. Accordingly it is desirous for availing his services as an Executive Director. The terms and conditions of appointment as set out in the draft agreement to be entered into between the Company and Mr. Satish Kumar Sharma is available for inspection at the Registered Office of the Company. The Resolution as given in the notice may also be treated as an abstract of terms of Contract of Appointment under the provisions of Section 190 of the Companies Act, 2013.

None of the Directors except Mr. Satish Kumar Sharma, Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution at Item No. 6 for approval of the Members by way of Special Resolution.

Brief resume of Mr. Satish Kumar Sharma, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

**THE STATEMENT AS REQUIRED UNDER SECTION II, PART II OF THE SCHEDULE V OF THE COMPANIES ACT, 2013 IS AS UNDER:**

**I. General Information**

**(1) Nature of industry:**

The Company is mainly engaged in manufacturing of BI-AXIALLY ORIENTED POLYPROPYLENE FILMS (BOPP FILMS). The BOPP Films are mainly used in flexible packaging and sold in the domestic and international markets.

**(2) Date or expected date of Commencement of Commercial production:**

The BOPP Films Project was fully implemented

in the year 2010 and commenced operations on 20th May, 2010 and since then it is working.

**(3) In case of new Companies, expected date of Commencement of activities as per project approved by the financial institution appearing in prospectus:**

Not Applicable, as the Company is an existing company operating in manufacturing of BI-AXIALLY ORIENTED POLYPROPYLENE FILMS (BOPP FILMS).

**(4) Financial Performance based on given indicators:**

	Rs. in Lacs	
	FY- 2024-25	FY 2023-24
Gross Revenue	66330.20	59724.65
Profit Before Tax	5236.03	(1145.69)
Net Profit for the period	3636.14	(848.91)

**(5) Foreign Investments or Collaborators, if any**

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

**II. Information about the appointee**

**a) Background Details:**

Mr. Satish Kumar Sharma is of 72 years of age. He has done Master Degree in Business Administration. He has 51 years of experience as Corporate Executive.

**b) Past Remuneration:**

	Amt. in Rs.	
	FY 2024-25	FY 2023-24
<b>Remuneration</b>	25,45,306	25,89,014

**III. Recognition or Awards**

Under his able and dynamic leadership, Mr. Satish Kumar Sharma, Executive Director, the Company has witnessed impressive financial growth and stability. His continue association will be beneficial for the Company.

**IV. Job profile and sustainability:**

Mr. Satish Kumar Sharma was re-appointed as Executive Director of the company by the members for a period of three years w.e.f. 1st August, 2023 to 31<sup>st</sup> July, 2026, vide their resolution dated 24<sup>th</sup> August, 2022. He is having more than 51 years of experience in Industry. Mr. Satish Kumar Sharma becomes director of the Company, in the year 2007. Having regard to his 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.

**V. Remuneration Proposed:**

The remuneration proposed has 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.

**VI 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. Satish Kumar Sharma, 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.

**VII. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any**

Mr. Satish Kumar Sharma is not related to any Director of the Company. Besides the remuneration proposed, Mr. Satish Kumar Sharma does not have any other pecuniary relationship with the Company or with the Managerial Personnel.

**III. Other Information****I. Reasons for loss or inadequate profits:**

The Company has earned a Net Profit of Rs. 3636.14 Lakhs for the year ended 31st March, 2025.

**II. Steps taken or proposed to be taken for improvement:**

Company is continuously monitoring market trends, customer needs and competitor activities and adapting strategies accordingly. Further, it streamlines its operations and optimizes cost to maintain Competitiveness.

**III. 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.

**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 members of the Company at the Annual General Meeting held on 30th day of September, 2014, had accorded, by way of special resolution, their approval to the Board of Directors of the Company, for borrowing monies on behalf of the Company, from time to time up to

an aggregate amount of Rs. 500.00 Crores (Rupees Five Hundred Crores) only, notwithstanding the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed from the aggregate of the paid up share capital of the Company and its free reserve and securities premium not set apart for specific purpose.

However, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company can exercise such powers only with the approval of Members of the Company by way of Special Resolution. The Board of Directors in their meeting held on 31<sup>st</sup> July, 2025 decided for installing third line of Bopp Films which will be financed by way of term loan and internal accruals. Accordingly, consent and approval of the shareholders is being sought for increasing the said borrowing limit from Rs. 500.00 Crores (Rupees Five Hundred Crores) to Rs. 1000.00 Crores (Rupees One Thousand Crores) only.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution. The Board recommends the Special Resolution set out at Item No. 7 of the Notice for your approval.

**ITEM NO: 8**

Since the borrowings of the Company are generally required to be secured by way of creation of mortgage and/or charge and/or hypothecation and/or pledge and/or assignments and/or lien on all or any other movable and/or immovable properties of the Company both present and/or future. The members of the Company at the Annual General Meeting held on the 30<sup>th</sup> day of September, 2014, had accorded by way of special resolution their approval to the Board of Directors of the Company for securing the borrowings and financial assistance not exceeding Rs. 500 crores (Rupees Five Hundred Crores) only. Now, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the consent of the shareholders is sought for authorizing the Board to create mortgage and/or charge and/or hypothecation and/or pledge over the property of the Company, both present and future to secure the borrowings or financial assistance upto an aggregate amount not exceeding Rs. 1000.00 Crores (Rupees One Thousand Crores) only.

None of the Directors, Key Managerial Personnel of the Company and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for your approval.

**ITEM NO: 9****Information pursuant to Regulation 36(5) of the**

**Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment of Secretarial Auditors is required to be approved by the Shareholders of the Company at the Annual General Meeting. The term of appointment of Secretarial Auditor cannot be more than one term of five (5) consecutive years in case of an individual as Secretarial Auditor.

The Board of Directors at their meeting held on May 28, 2025, based on recommendations of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc. have approved the appointment of M/s. P.S. Bathla & Associates, Peer Reviewed Company Secretary in Practice (CP No. 2585), as Secretarial Auditor of the Company for an audit period of five consecutive years commencing from FY 2025-26 till FY 2029-30 subject to approval of the shareholders of the Company. The recommendation is based on various factors like fulfillment of eligibility criteria, capability, knowledge, expertise and experience in conducting the secretarial audit, audit methodology and reputation of M/s. P.S. Bathla & Associates.

The appointment of Secretarial Auditor shall be in terms of the amended Regulation 24A of the Listing Regulations and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates is a Fellow Member of the Institute of Company Secretaries of India with over 42 years of experience in dealing the matters relating to Corporate Laws, SEBI Regulations etc. His expertise includes conducting Secretarial Audits, Advisory Services and Compliance Audits etc. He has been conducting the secretarial audit of the Company since financial year 2014-15.

Mr. P.S. Bathla, proprietor of M/s. P.S. Bathla & Associates has provided his consent and confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024. The services to be rendered by M/s. P.S. Bathla & Associates as Secretarial Auditors are within the purview of above said regulation and SEBI circular.

The remuneration to be paid to Secretarial Auditor during the term shall be as mutually agreed between the Board

of Directors and Secretarial Auditor, from time to time.

None of the other Directors or Key Managerial Personnel of the Company or their relatives, in any way, may be deemed to be concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval of the Members.

**Information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings regarding particulars of Director seeking re-appointment****ITEM NO:3**

<b>1. Name</b>	Mr. Jawahar Lal Oswal
<b>Age</b>	81 Years
<b>Category</b>	Non- Executive Director
<b>DIN</b>	00463866
<b>Qualification</b>	Graduate.
<b>Expertise</b>	Having Business experience of more than 61 years of experience in Textile and Woollen Industry.

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Jawahar Lal Oswal holds Directorship as on 31st March 2025**

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

**Chairmanship/Membership of Board Committees:**

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

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

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

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

**No. of Board Meetings attended during the year: 4**

**Terms & Conditions of appointment / reappointment:** Re-appointment as a Non-Executive Director liable to retire by rotation



**Remuneration drawn for FY 2024-25:** Sitting Fees of Rs. 40,000/-

**Details of Remuneration sought to be paid:** He shall be paid a fee for attending meetings of the Board

**ITEM NO: 4**

<b>2. Name</b>	Mr. Dinesh Oswal
<b>Age</b>	59Years
<b>Category</b>	Non- Executive Director
<b>DIN</b>	00607290
<b>Qualification</b>	Graduate
<b>Expertise</b>	Having Business experience of more than 39 years in the industry.

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Dinesh Oswal holds Directorship as on 31st March 2025**

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

**Chairmanship /Membership of Board Committees:**

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

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

**Shareholding:** 148024 Equity Shares of Rs. 5/- each

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

**No. of Board Meetings attended during the year:** 4

**Terms & Conditions of appointment / reappointment:** Re-appointment as a Non-Executive Director liable to retire by rotation

**Remuneration drawn for FY 2024-25:** Sitting Fees of Rs. 40,000/-

**Details of Remuneration sought to be paid:** He shall be paid a fee for attending meetings of the Board

**ITEM NO: 6**

<b>3. Name</b>	Mr. Satish Kumar Sharma
<b>DIN:</b>	00402712
<b>Age</b>	72 Years
<b>Qualification</b>	Management in Business Administration
<b>Expertise</b>	51 years of enriched experience as Corporate Executive

**Listed Companies (other than Nahar Poly Films Limited) in which Mr. Satish Kumar Sharma holds Directorship, Chairmanship and Membership of Board:**

**Directorship of Board:**

S.No	Name of the company	Status
1	Nahar Spinning Mills Limited	Director
2	Nahar Capital and Financial Services Limited	Director

**Chairmanship/Member of Board Committees:**

S.No	Name of the company	Committee	Status
1	Nahar Spinning Mills Limited	Stakeholder's Relationship Share Transfer Committee	Member Member
2	Nahar Capital and Financial Services Limited	Audit Committee Stakeholder's Relationship	Member Member

**Shareholding in the Company:** 2091 Equity Shares of Rs. 5/- each

**Listed Companies from which person resigned from Last Three years:** NIL

**Disclosure of relationship between Directors inter-se:** Mr. Satish Kumar Sharma is not related to any Director of the Company. Further, no Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**No. of Board Meetings attended during the year:** 4

**Terms & Conditions of appointment / reappointment:** Re-appointment as an Executive Director

**Remuneration drawn for FY 2024-25:** Rs. 25,45,306/-

**Details of Remuneration sought to be paid:** He shall be paid remuneration as per details mentioned in item no. 6.

**BY ORDER OF THE BOARD**

**PRIYA  
(COMPANY SECRETARY)  
MEMBERSHIP NO. A67573**

**Dated: 31<sup>st</sup> July, 2025**

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