



The Nahar Group

26th ANNUAL REPORT 2013-2014



Nahar

POLY FILMS LIMITED

BOARD OF DIRECTORS

Sh. Jawahar Lal Oswal

Sh. Dinesh Oswal
Sh. Kamal Oswal
Sh. Dinesh Gogna
Sh. Satish Kumar Sharma
Sh. Komal Jain
Dr. (Mrs.) H.K. Bal
Prof. Kanwar Sain Maini
Dr. Suresh Kumar Singla
Dr. Yash Paul Sachdeva
Dr. Amrik Singh Sohi
Dr. Vijay Asdhir

Chairman

Director
Director
Director
Executive Director
Director
Independent Director
Independent Director
Independent Director
Independent Director
Additional Director

CHIEF FINANCIAL OFFICER

Sh. Rakesh Kumar Jain

COMPANY SECRETARY

Sh. Atul Sud

REGISTERED OFFICE

376, Industrial Area-A,
Ludhiana-141 003, Punjab

BANKERS

Oriental Bank of Commerce
Bank of Maharashtra

AUDITORS

M/s. Gupta Vigg & Co.,
Chartered Accountants
101, Kismat Complex,
G.T. Road, Miller Ganj,
Ludhiana-141 003.

26th ANNUAL GENERAL MEETING

Day : Tuesday
Date : 30th September, 2014
Time : 11.30 A.M.
Place : At the Premises of
Nahar Industrial Enterprises
Limited, Focal Point, Ludhiana

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**NOTICE**

Notice is hereby given that the **Twenty Sixth Annual General Meeting** of the Members of **Nahar Poly Films Limited** will be held on **Tuesday, the 30th day of September, 2014 at 11:30 a.m.** at the premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Independent Auditors thereon.
2. To appoint a Director in place of Sh. Komal Jain (DIN 00399948), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sh. Dinesh Oswal (DIN 00607290), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors of the Company and fix their remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Gupta Vigg & Co., Chartered Accountants (Firm Registration No. 001393N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board in consultation with the Auditors.”

SPECIAL BUSINESS

5. **To appoint Prof. Kanwar Sain Maini (DIN 00454686) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act,

2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Prof. Kanwar Sain Maini (DIN 00454686) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2017.”

6. **To appoint Dr. Amrik Singh Sohi (DIN 03575022) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Amrik Singh Sohi (DIN 03575022) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2017.”

7. **To appoint Dr. (Mrs.) Harbhajan Kaur Bal (DIN 00008576) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and



Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. (Mrs.) Harbhajan Kaur Bal (DIN 00008576) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2017.”

8. **To appoint Dr. Suresh Kumar Singla (DIN 00403423) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Suresh Kumar Singla (DIN 00403423) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2017.”

9. **To appoint Dr. Yash Paul Sachdeva (DIN 02012337) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment

thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Yash Paul Sachdeva (DIN 02012337) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term up to the conclusion of the 29th Annual General Meeting of the Company in the calendar year 2017.”

10. **To appoint Dr. Vijay Asdhir (DIN 06671174) as an Independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Vijay Asdhir (DIN 06671174) who was appointed as an Additional Director of the Company w.e.f. 30th October, 2013 and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3 (three) consecutive years for a term upto the conclusion of 29th Annual General Meeting of the Company in the calendar year 2017.”

11. **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 the resolution passed by the members at their Annual General Meeting held on 30th September, 2010, and pursuant to the provisions of section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, consent and approval 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 or 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 the 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 the monies, already borrowed by the company (apart from temporary loans obtained from the Company's banker in the ordinary course of business) at any time, may exceed from the aggregate of the paid up Share Capital of the Company and its Free Reserves i.e. reserves not set apart for any specific purpose, provided that the total amount up to which monies may be borrowed by the Board of Directors shall not exceed the sum of Rs.500 crores (Rs. Five Hundred Crores) only."

12. 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 the resolution passed by the members at their Annual General Meeting held on 30th September, 2010, and pursuant to the provisions of section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment 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 a committee thereof) for 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 or financial assistance not exceeding Rs.500 crores (Rs. Five Hundred Crores) by way of loan(s) (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 and expenses including any increase as a result of devaluation/ revaluation/ fluctuation 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) and Trustee(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 be and is hereby authorized 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."

13. To adopt new Articles of Association of the Company containing regulations in conformity with 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 the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company."

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

BY ORDER OF THE BOARD

PLACE : LUDHIANA

ATUL SUD

DATED: 11th August, 2014 (Company Secretary)

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING. THE BLANK FORM IS ENCLOSED.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form a part of this Notice.
4. The Register of the Members and Share Transfer Register of the Company shall remain closed from 15th September, 2014 to 20th September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
5. Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividends up to the financial year 2005-2006 have been transferred to Investor Education and Protection Fund. Further unpaid dividend for the year 2006-2007 is to be transferred to Investor Education and Protection Fund pursuant to section 205C of the Companies Act, 1956 in November, 2014. Shareholders who have not encashed their dividend warrants relating to the said period are requested to claim the amount from the Company at the earliest.
6. Members holding shares in physical form are requested to immediately notify change in their address/Bank details to the Company's Share Transfer Agent M/s. Alankit Assignments Limited or to the Company's Registered Office at 376, Industrial Area- A, Ludhiana- 141003.

Members holding shares in electronic form are requested to notify change in their address/Bank details to their Depository Participants before 13th September, 2014.
7. Since the Company's shares are in compulsory demat trading, to ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
8. Copies of Annual Report 2014 are being sent by

electronic mode to all the members whose email addresses are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of Annual Report 2014 are being sent by permitted mode.

9. Members seeking any information with regard to Annual Accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the information ready.
10. Members are requested to bring their attendance slip along with their copy of Annual Report along with them to the meeting.
11. The documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on any working day (except Sunday and holiday) between 10.00 A.M. to 12.00 Noon upto the date of Annual General Meeting.
12. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13).
13. The information required to be provided under clause 49 of the Listing Agreement entered into with Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed are annexed hereto and form part of the Notice.
14. The Register under section 189 (4) of the Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.
15. In compliance with the provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electrically.
16. **Instructions for Voting through electronic mode:-**
 - 1 Members may choose to cast their vote electronically by logging on to the e-voting website (www.evotingindia.com)
 - 2 Click on "Shareholders" tab.
 - 3 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.
- 4 Next enter the Image Verification as displayed and Click on Login.
- 5 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.
- 6 If you are a first time user, follow the steps given below:-

	For members holding shares in Demat and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 Client id/Folio Number in the PAN field. • In case the Folio Number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Folio Number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by the member on the cut off date in the Dividend Bank details field as mentioned in Note 5.</p>

- 7. After entering these details appropriately, click on "SUBMIT" tab.
- 8. 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 used by the demat holders for voting for resolution 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.

- 9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of ensuing Annual General Meeting of the Company.
- 10. Click on the EVSN for <NAHAR POLY FILMS LIMITED> to vote.
- 11. 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 YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- 13. 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.
- 14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 16. If Demat account holders has forgotten the same password then Enter the User Id and the image verification code and click on Forgot Password & enter the details as prompted by the system.

17. Note for Institutional Shareholders

- a) Institutional shareholders (i.e. Other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity



should be emailed to:
helpdesk.evoting@cdslindia.com.

- c) After receiving the login details, 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.
 - d) A scanned copy of the Board Resolution / Power of Attorney issued in favour of the Custodian should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - e) The list of accounts should be e-mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to:
helpdesk.evoting@cdslindia.com.

Other instructions:

19. The login ID and password for e-voting along with process, manner and instruction for e-voting is being sent to the members who have not registered their e-mail IDs with the Company. Those members who have registered their email IDs with the Company / Depository Participant will be forwarded the login ID and password for e-voting along with process, manner and instructions via email by Company.
20. The e-voting period shall commence on 24th September, 2014 (9.00 a.m. onwards) and ends on 26th September, 2014 (6.00 p.m.). During this period, members of the Company holding shares either in physical form or in dematerialised form, as on the cut off date i.e. 13th September, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
21. Vote on a resolution, once cast, cannot be changed subsequently.
22. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut off date i.e. 13th September, 2014.
23. Mr. P.S. Bathla, Practising Company Secretary (Membership No. FCS 4391), will act as a Scrutinizer to the e-voting process in a fair and transparent manner.
24. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the Chairman of the Company.
25. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer, Mr. P.S. Bathla, Practising Company Secretary, SCO-6, 3rd Floor, Feroze Gandhi Market, Ludhiana-141001 not later than 26th September, 2014 (6.00 p.m.). The members can also cast their votes at the Annual General Meeting of the company to be held on 30th September, 2014.
26. Ballot Form received after this date will be treated as invalid.
27. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
28. The results shall be declared on or after the AGM of the Company. Results alongwith Scrutinizer's Report shall be placed on the website of the Company i.e. www.owmnahar.com and on the website of CDSL within two days of the passing of the resolutions at the 26th Annual General Meeting.

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

Pursuant to section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned under item nos. 5 to 13 of the accompanying Notice:

ITEM NO. 5

Prof. Kanwar Sain Maini is a Non-executive Independent Director of the Company. He joined the Board of Directors on 30th June, 2001. He is Post Graduate in Commerce. He is an eminent educationist and having more than 33 years of experience in teaching Management and Administration. He retired as Head of Commerce Department (Post Graduate), Govt. College, Ludhiana. He is Co-Author of many books of Book Keeping & Accountancy and Business



Statistics. He is also associated with Institute of Chartered Accountants of India and Institute of Company Secretaries of India.

Prof. Kanwar Sain Maini is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Prof. Kanwar Sain Maini, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended his appointment, as Independent Director for a term of three years upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

The Company has received from Prof. Kanwar Sain Maini (i) consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Prof. Kanwar Sain Maini fulfill the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement for appointment as Independent Director and he is independent of the Management. Copy of the draft letter for his appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail services of Prof. Kanwar Sain Maini as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for approval of the shareholders of the Company.

None of the Directors except Prof. Kanwar Sain Maini, Key Managerial Personnel or their relatives, may be deemed to be concerned or interested in the Resolution.

ITEM NO. 6

Dr. Amrik Singh Sohi is a Non-executive Independent Director of the Company. He joined the Board of Directors on 30th July, 2011. He is M.Sc. and Ph.D. He is an eminent educationist and having more than 36 years of experience in Teaching and Entomology Research. He retired from Punjab Agriculture University, Ludhiana as Sr. Entomologist (Professor). He was a member of the state level team for evaluation of Bt. Cotton trials in Punjab for the year 2001-02. He has rich experience of reaserch of industrial projects in Bt. Cotton Hybrids in Punjab. Now, he is working as a Consultant in PGR Cell, Sri Rattan Tata Trust, Mumbai.

Dr. Amrik Singh Sohi is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. Amrik Singh Sohi, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended his appointment, as Independent Director for a term of three years upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

Dr. Amrik Singh Sohi does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received from Dr. Amrik Singh Sohi (i) consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Amrik Singh Sohi fulfill the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement for appointment as Independent Director and he is independent of the Management. Copy of the draft letter for his appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office



of the Company during the normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail services of Dr. Amrik Singh Sohi as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for approval of the shareholders of the Company.

None of the Directors except Dr. Amrik Singh Sohi, Key Managerial Personnel or their relatives, may be deemed to be concerned or interested in the Resolution.

ITEM NO. 7

Dr. (Mrs.) Harbhajan Kaur Bal is a Non-executive Independent Director of the Company. She joined the Board of Directors on 28th September, 1992. She is Post Graduate and Ph.D. in Statistics. She is an eminent educationist and retired as head of Business Management Department from Punjab Agriculture University, Ludhiana. She has more than 32 years of experience in Teaching Management & Administration.

Dr. (Mrs.) Harbhajan Kaur Bal is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. (Mrs.) Harbhajan Kaur Bal, being eligible and offered herself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing her candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended her appointment as Independent Director for a term of three years upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

Dr. (Mrs.) Harbhajan Kaur Bal does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

The Company has received from Dr. (Mrs.) Harbhajan Kaur Bal (i) consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that she is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of

independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. (Mrs.) Harbhajan Kaur Bal fulfill the conditions for her appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement for appointment as Independent Director and she is independent of the Management. Copy of the draft letter for her appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

The Board considers that her continued association would be of immense benefits to the Company and it is desirable to continue to avail services of Dr. (Mrs.) Harbhajan Kaur Bal as an Independent Director. Accordingly, the Board recommends the resolution in relation to her appointment as an Independent Director for approval of the shareholders of the Company.

None of the Directors except Dr. (Mrs.) Harbhajan Kaur Bal, Key Managerial Personnel or their relatives, may be deemed to be concerned or interested in the Resolution.

ITEM NO. 8

Dr. Suresh Kumar Singla is a Non-executive Independent Director of the Company. He joined the Board of Directors on 31st July, 2002. He is M.A. (Economics & Statistics) and Ph. D. in Statistics. He is an eminent educationist and has retired from the post of Professor in the Business Management Department, Punjab Agriculture University, Ludhiana. Presently, he is a Director of GNA-Institute of Management and Technology, Phagwara. He is a Management expert having wide knowledge and experience of more than 33 years.

Dr. Suresh Kumar Singla is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. Suresh Kumar Singla, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended his appointment as Independent Director for a term of three years upto the conclusion of



29th Annual General Meeting in the calendar year 2017. Dr. Suresh Kumar Singla does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received from Dr. Suresh Kumar Singla (i) consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Suresh Kumar Singla fulfill the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement for appointment as Independent Director and he is independent of the Management. Copy of the draft letter for his appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail services of Dr. Suresh Kumar Singla as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for approval of the shareholders of the Company.

None of the Directors except Dr. Suresh Kumar Singla, Key Managerial Personnel or their relatives, may be deemed to be concerned or interested in the Resolution.

ITEM NO. 9

Dr. Yash Paul Sachdeva is a Non-executive Independent Director of the Company. He joined the Board of Directors on 31st January, 2008. He is MBA, Ph. D. (Business Administration). He is an eminent educationist and having more than 32 years of experience in the field of Business Management. Presently, he is working as a Professor in the Business Administration Department of Punjab Agriculture University, Ludhiana.

Dr. Yash Paul Sachdeva is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which

came into effect from April 1, 2014, Dr. Yash Paul Sachdeva, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended his appointment, as Independent Director for a term of three years upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

Dr. Yash Paul Sachdeva does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received from Dr. Yash Paul Sachdeva (i) consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Yash Paul Sachdeva fulfill the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement for appointment as Independent Director and he is independent of the Management. Copy of the draft letter for his appointment as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefits to the Company and it is desirable to continue to avail services of Dr. Yash Paul Sachdeva as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for approval of the shareholders of the Company.

None of the Directors except Dr. Yash Paul Sachdeva, Key Managerial Personnel or their relatives, may be deemed to be concerned or interested in the Resolution.

ITEM NO. 10

Dr. Vijay Asdhir is 67 years of age. He is M.Com, Ph.D and is having more than 33 years of experience in teaching and administration. He retired as Head of



Commerce Department (Post Graduate), Government College, Ludhiana. Presently, he is a Director of Khalsa Institute of management, Ludhiana.

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Sh. Vijay Asdhir as an Additional Director of the Company with effect from October 30, 2013.

In terms of the provisions of Section 161(1) of the Act, Sh. Vijay Asdhir would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Sh. Vijay Asdhir for the office of Director of the Company.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. Vijay Asdhir, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for 3 (three) years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

The Nomination and Remuneration Committee has recommended his appointment, as Independent Director for a term of three years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

Dr. Vijay Asdhir does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

The Company has received from Dr. Vijay Asdhir (i) consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) and Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Vijay Asdhir fulfill the conditions for his appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Agreement for appointment as Independent Director and he is independent of the Management. Copy of the draft letter for his appointment as an Independent Director would be available for inspection without any

fee by the members at the Registered Office of the Company during the normal business hours on any working day, excluding Saturday.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Sh Vijay Asdhir is appointed as an Independent Director. Accordingly, the Board recommends the resolution in relation to his appointment as an Independent Director for approval of the shareholders of the Company.

None of the Directors except Dr. Vijay Asdhir, Key Managerial Personnel or their relatives, may be deemed to be concerned or interested in the Resolution.

Brief resume of Sh Vijay Asdhir, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

ITEM NO. 11

The members of the company at the Annual General Meeting held on 30th day of September, 2010, had accorded by way of ordinary 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 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 it's free reserve not set apart for specific purpose.

However after the applicability of the provisions of Section 180(1) (c) of the Companies Act, 2013, a company can borrow monies exceeding the aggregate of its paid up Share capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) with the approval of Members of the Company by way of Special Resolution. The Board accordingly recommends the special resolution mentioned at item no. 11 of this notice for your approval.

Pursuant to applicable provisions of Companies Act, 2013 none of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution.



ITEM NO.12

The members of the company at the Annual General Meeting held on 30th September, 2010, had accorded by way of ordinary resolution their approval to the Board of Directors of the company for the creation of mortgage and/or charge in addition to the mortgages/charges created/to be created by the company on the all or any of the moveable and immovable properties of the company , both present and future and/or on whole or any part of the undertaking(s) of the company together with the power to take over the management of the business and concern of the company in certain events for securing the borrowings and financial assistance not exceeding Rs. 500 crores (Rupees Five Hundred Crores)

However after the applicability of the provisions of section 180(1)(a) of the Companies Act, 2013 a company can create mortgage and/or charge and /or hypothecation and/or pledge over the property of the company exceeding the aggregate of its paid up capital and free reserves (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) only with the approval of Members of the Company by way of Special Resolution.

The Board accordingly recommends the special resolution mentioned at item no. 12 of this notice for your approval.

Pursuant to applicable provisions of Companies Act, 2013 none of the directors and key managerial personnel of the company and their relatives are concerned or interested, financially or otherwise in the resolution.

Item No. 13

The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. The draft Article of Association shall be placed before the meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 13 of the Notice.

The Board commends the Special Resolution set out at

Item No. 13 of the Notice for approval by the shareholders.

Information pursuant to Corporate Governance Clause of the Listing Agreement regarding Director seeking appointment/re-appointment.

As required under the listing agreement, the particulars of Directors who are proposed to be appointed/re-appointed are given below

- | | |
|----------------|---|
| 1. Name | : Sh. Komal Jain |
| Age | : 59 Years |
| Qualification | : M.A |
| Expertise | : Having Business experience of more than 38 years in the Industry. |

His Directorships/membership in the committee of the Board in other Companies:

Name of the Company	Committee	Status
1. Girnar Investments Ltd	--	--
2. Sankheshwar Holding Co. Ltd	--	--
3. Vanaik Investors Ltd	--	--
4. Bermuda Insurance Brokers Pvt. Ltd	--	--
5. White Tigers Breweries & Distilleries Ltd	--	--
6. Sidhant and Mannat Company Limited	--	--
7. Simran and Shanaya Company Limited	--	--
8. Nahar Workwear Pvt Ltd	--	--

- | | |
|----------------|---|
| 2. Name | : Sh. Dinesh Oswal |
| Age | : 47 Years |
| Qualification | : Commerce Graduate |
| Expertise | : Having Business experience of more than 29 years in the Industry. |

His Directorships/membership in the committee of the Board in other Companies:

Name of the Company	Committee	Status
1. Nahar Spinning Mills Limited	--	--
2. Oswal Woollen Mills Limited	--	--
3. Nahar Capital and Financial services Limited	--	--
4. Nahar Industrial Enterprises Limited	--	--
5. Nahar Industrial Infrastructure Corp. Limited	--	--
6. Vardhman Investments Limited	--	--
7. Vanaik Investors Limited	--	--
8. Atam Vallabh Financiers Limited	--	--
9. Crown Star Limited (U.K)	--	--
10. Abhilash Growth Fund Pvt. Limited	--	--
11. Sankheshwar Holding Co. Ltd	--	--
12. Palam Motels Limited	--	--

- | | |
|----------------|---|
| 3. Name | : Prof. K.S. Maini |
| Age | : 75 Years |
| Qualification | : M.Com |
| Expertise | : Having more than 31 years experience in Teaching Commerce, Management Administration. |



His Directorships/membership in the committee of the Board in other Companies:

Name of the Company	Committee	Status
1. Nahar Spinning Mills Ltd.	Audit	Chairman
2. Nahar Industrial Enterprises Ltd.	Stakeholders Relationship Nomination & Remuneration	Member Chairman
3. Oswal Woollen Mills Ltd.	Audit	Chairman
4. Nahar Capital & Financial Services Limited	Shareholders Nomination & Remuneration	Chairman Member
4. Name	: Dr. A.S.Sohi	Chairman
Age	: 67 Years	
Qualification	: M.sc., Ph.D	
Expertise	: Having more than 36 years experience in teaching an Entomology Research	

His Directorships/membership in the committee of the Board in other Companies:

Name of the Company	Committee	Status
1. Nahar Capital and Fin. Ser. Ltd.	Shareholders Relationship	Chairman
2. Nahar Spinning Mills Ltd.	Nomination & Remuneration	Member
	Shareholders Relationship	Member
3. Nahar Industrial Enterprises Ltd.	--	--
5. Name	: Dr. (Mrs.) H.K. Bal	
Age	: 75 Years	
Qualification	: M.A. and Ph.D (Stats)	
Expertise	: Having more than 30 years experience in Teaching Management and Administration.	

Her Directorships/membership in the committee of the Board in other Companies:

Name of Company	Committee	Status
1. Nahar Spinning Mills Limited.	Shareholder Relationship Nomination & Remuneration	Chairperson Member
2. Nahar Capital & Financial Services Limited	Nomination & Remuneration	Member
3. Nahar Industrial Enterprises Limited	Audit	Member
	Nomination & Remuneration	Member
4. Oswal Woollen Mills Limited	Remuneration	Member
5. Sportking India Limited	Nomination & Remuneration	Member
	Audit	Member
6. Name	: Dr. Suresh Kumar Singla	
Age	: 65 Years	
Qualification	: M.A. (Stats.&Eco.) & Ph.D(Stats.)	
Expertise	: Having more than 32 years experience in Teaching Business Management and Administration.	

His Directorships/membership in the committee of the Board in other Companies:

Name of Company	Committee	Status
1. Oswal Woollen Mills Ltd.	Audit	Chairman
	Shareholders Relationship	Member
2. Nahar Capital & Financial Services Ltd.	Shareholders Relationship	Chairman
	Audit	Member
	Nomination & Remuneration	Chairman
3. Monte Carlo Fashions Ltd.	Audit	Chairman
	Nomination & Remuneration	Member
4. Nahar Spinning Mills Limited.	Audit	Member
	Nomination & Remuneration	Chairman
7. Name	: Dr. Yash Paul Sachdeva	
Age	: 52 Years	
Qualification	: MBA, Ph.D	
Expertise	: Having more than 27 years experience in Teaching Business Management and Administration.	

His Directorships/membership in the committee of the Board in other Companies:

Name of Company	Committee	Status
1. Nahar Capital and Financial Services Limited	--	--
2. Nahar Industrial Enterprises Limited	Stakeholders Relationship Nomination & Remuneration	Member Member
3. Cotton County Retail Limited	Audit	Member
4. Oswal Spg. & Weaving Mills Limited	Remuneration	Member
5. Monte Carlo Fashions Limited	Stakeholders Relationship Nomination & Remuneration	Member Chairman
	Audit	Member
6. Nahar Spinning Mills Limited	--	--
8. Name	: Dr. Vijay Asdhir	
Age	: 67 Years	
Qualification	: M.Com & Ph.D	
Expertise	: Having more than 33 years experience in Teaching Business Management and Administration.	

His Directorships/membership in the committee of the Board in other Companies:

Name of Company	Committee	Status
1. Ludhiana Stock Exchange Ltd	--	--

BY ORDER OF THE BOARD

**PLACE : LUDHIANA
DATED: 11th August, 2014**

**ATUL SUD
(Company Secretary)**

**DIRECTORS REPORT**

To

The Members,

Your directors have pleasure in presenting the **TWENTY SIXTH ANNUAL REPORT** on the affairs of the Company for the year ended **31st March, 2014**.

FINANCIAL PERFORMANCE

Your Company's Financial Performance during the year under review, is summarised below:

(Rs. In crores)

PARTICULARS	CURRENT		PREVIOUS	
		YEAR		YEAR
Profit before Finance Cost & Depreciation		28.65		19.83
Less: Finance Cost	13.89		15.73	
Depreciation	14.47	28.36	14.59	30.32
Profit/ Loss(-) before Tax		0.29		-10.49
(i) Current Tax		0.00		0.00
(ii) Deferred Tax		0.00		(3.80)
Profit/Loss for the period		0.29		-6.69

OPERATIONAL REVIEW

During the year under review, the Company earned an operational revenue of Rs.330.38 crores as against 239.54 crores in the previous year showing an impressive increase of 37.92% over the previous year. On financial front, the company improved its performance and earned a Profit before Interest and Depreciation of Rs. 28.65 crores as against 19.83 crores in the previous year thereby showing an impressive increase of 44.47% over the previous year. After providing Rs. 13.89 crores towards finance cost and Rs. 14.47 crores towards depreciation, it earned a profit of Rs.0.29 crores as against loss of Rs 6.69 crores suffered during the last year.

The company also improved its export performance and achieved a export turnover of Rs. 47.90 cores showing an impressive increase of 78.66% over the previous year. The company is exporting its products to Nigeria, United Kingdom, United Arab Emirates, Bangladesh, Turkey, Oman Tanzania, Nepal, Slovakia Republic etc. The continuous efforts are being made to develop new export markets which will definitely enable the company to improve its performance.

DIVIDEND

Due to inadequacy of profits, your Directors do not recommend any dividend for the year ended 31st March, 2014.

The amount of unclaimed dividend for the year 2005-06 of Rs. 17,45,320.00 (Rs. Seventeen Lacs Forty Five

Thousand Three Hundred Twenty only) for the year 2005-06, pursuant to Section 205-C of the Companies Act, 1956 has been transferred to the Investor Education and Protection Fund. Further unpaid dividend for the year 2006-2007 is to be transferred to Investor Education and Protection Fund pursuant to section 205C of the Companies Act, 1956 in November, 2014. Shareholders who have not en-cashed their dividend warrants relating to the said period are requested to claim the amount from the Company at the earliest.

DIRECTORS

Pursuant to section 149 of the Companies Act, 2013, Sh. Komal Jain and Sh. Dinesh Oswal, will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

Pursuant to section 149, 152 read with Schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement Prof. K.S. Maini, Dr. Amrik Singh Sohi, Dr. (Mrs.) Harbhajan Kaur Bal, Dr. Suresh Kumar Singla and Dr. Y.P. Sachdeva, Directors of the Company, who were appointed as directors liable to retire by rotation, are proposed to be appointed as Independent Directors for the fixed term of three years upto the conclusion of 29th Annual General Meeting in the calendar year 2017.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, Shri Vijay Asdhir was appointed as an Additional Director, designated as an Independent Director w.e.f. October 30, 2013 and his term expires at the Annual General Meeting. The Company has received requisite notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director along with the requisite deposit. In terms of section 149 and other applicable provisions of the Companies Act, 2013, Dr. Vijay Asdhir, being eligible offers himself for appointment, is proposed to be appointed as an Independent Director for 3 (three) years commencing from this Annual General Meeting upto the conclusion of 29th Annual General Meeting in the calendar year 2017. The necessary resolutions for the appointment of the directors have been proposed in the accompanying Notice.

In terms of clause 49 of the Listing Agreement with the Stock Exchanges, the details of Directors to be appointed/re-appointed are contained in the accompanying Notice of the forthcoming Annual General Meeting.

GREEN INITIATIVE

The Ministry of Corporate Affairs(MCA) vide Circular No.



17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies. Your Company has decided to join the MCA in its environmental friendly initiative.

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

LISTING OF SECURITIES

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

1. The Bombay Stock Exchange Ltd., 25th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001
2. The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No.C/1, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051

The company has paid listing fee to both the Stock Exchanges for the financial year 2014-2015.

DEMATERIALIZATION OF SHARES.

As the members must be aware that Company's securities are tradable compulsorily in electronic form w.e.f. 8th May 2000. Your company has already established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) to facilitate the holding and trading of securities in electronic form. As on date 92.52% of the Share Capital has been de-materialized by the members of the Company.

Annual custodian fee for the financial year 2014-2015 has also been paid to the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Further as per SEBI circular No. D & CC/FITTC/CIR-15/2002 DATED 27TH December, 2002, Company has appointed M/s Alankit Assignments Ltd., as Registrar for Share Transfer and Electronic connectivity. Accordingly all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all

communication in respect of share transfer, demat/remat, change of address etc. to our registrar at below mentioned address:

M/s. Alankit Assignments Ltd.

(Unit : Nahar Poly Films Ltd.)

Alankit House,
2E/21, Jhandelwala Extension
NEW DELHI-110055

Telephone No.: (011) 23541234

Fax No. : (011) 41540064

E-mail Address: rta@alankit.com

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

The shareholder (s) who have not gone in for dematerialization of shares till date, are requested to opt for dematerialization of the shares at the earliest.

AUDIT COMMITTEE

As required under Section 177 of the Companies Act, 2013, the board has already constituted an independent and qualified Audit committee, consisting of three non executive Directors under the chairmanship of Sh. Suresh Kumar Singla, Prof K.S. Maini and Sh. Dinesh Gogna as members. The committee held four meetings during the year under review.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Pursuant to Section 135 of the Companies Act, 2013, your Board of Directors in its meeting held on 29th May, 2014 has constituted Corporate Social Responsibility Committee consisting of Sh. Dinesh Oswal, Director of the Company as Chairman and Dr. S.K. Singla and Sh. Dinesh Gogna, Directors as members. The Committee has been constituted to:-

1. Formulate and recommend the Board a CSR Policy which shall indicate the activities to be undertaken by the Company as laid down in Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.
2. Recommend the amount of expenditure to be incurred on the CSR activities.
3. Monitor the Company's CSR Policy and implementation of CSR projects from time to time.

DIRECTORS RESPONSIBILITY STATEMENT

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

The Directors Confirm:

- i) that in preparation of the annual accounts, the



applicable accounting standards had been followed alongwith proper explanations relating to material departures.

- ii) that they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii) that they had taken proper and sufficient care for maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting any fraud and other irregularities.
- iv) that they had prepared the Annual Accounts on a going concern basis.

AUDITORS & AUDITOR'S INDEPENDENT REPORT

M/s Gupta Vigg & Co., the Auditors of your Company shall be retiring at the conclusion of the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. The company has obtained from auditors, a certificate as required under Section 139 of the Companies Act, 2013 to the effect that their reappointment, if made, would be within the limits specified under section 141(3)(g). The Audit Committee has recommended their re-appointment.

The Independent Auditor's report of the auditors is self explanatory and does not require any explanation from the Board.

COST AUDITORS

The Company appointed M/S. Khushwinder Kumar & Associates, House No. S-200, Basant Vihar Colony, Noorwala Road, Ludhiana- 141008 a qualified Cost Accountant as Cost Auditors for the year 2013-14. The Government of India, Ministry of Corporate Affairs, Cost Audit Branch, New Delhi have approved their appointment. The Cost Audit Report for the BOPP Films for the year ended 31st March, 2014 would be submitted to the Ministry of Corporate Affairs, Cost Audit Branch, in accordance with the requirements of Law.

We would like to inform you that the Ministry of Corporate Affairs vide Notification dated 30th June, 2014 notified Companies (Cost Records and Audit) Rules, 2014, pursuant to which, the Company's business activities has been excluded from the preview of Cost Audit requirement.

PUBLIC DEPOSITS

During the year, the company has neither accepted nor intend to accept any Public Deposit. There are no

outstanding/ unclaimed deposits from the public

PARTICULARS OF EMPLOYEES

None of the employee is in receipt of emoluments in excess of the limits prescribed under the Companies (Particulars of employees) Rules, 1975.

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

Particulars with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange earning and outgo as required under section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Report of the Board of Directors) Rules 1988, is enclosed as per Annexure - I and forms part of this report.

REPORT ON THE CORPORATE GOVERNANCE

Your Company continues to follow the principles of good Corporate Governance. The Company has already constituted several committees of directors to assist the Board in good Corporate Governance. The Corporate Governance Report along with Auditors Certificate regarding compliance of the conditions of the Corporate Governance as stipulated in clause 49 of the Listing Agreement of the Stock Exchange, is attached herewith as annexure-II and forms part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis Report for the year under review as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India is enclosed as per Annexure III and forms part of this Report.

INDUSTRIAL RELATIONS

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

ACKNOWLEDGMENT

The board of directors of the company wish to place on record their thanks and appreciation to all workers, staff members and executives for their contribution to the operations of the company. The Directors are thankful to the bankers, financial institutions for their continued support to the company. The directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the management of the company.

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA

JAWAHAR LAL OSWAL

DATED : 11th August, 2014

(CHAIRMAN)



ANNEXURE-I

INFORMATION AS PER SECTION 217(1) (e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

I. CONSERVATION OF ENERGY

- a) Measures taken for conservation of energy:
The growth of the industry and its rapid industrialization is putting tremendous pressure on the available energy resources. As such the need of the hour is to conserve energy and maximize output. Energy conservation is an ongoing process in our organization and the Company has taken following steps for the same:
1. The factory building has been designed to make use of natural lighting for the day time operation which save energy.
 2. The company has imported state of the art manufacturing facility from Bruckner of Germany. These machines consume low energy and save considerably in terms of electricity consumption.
 3. All the drives for main equipments of the plant are direct drives without gear boxes which reduce the power transmission losses.
 4. The Company is in the process of implementing of PET coke thermic fluid heater which will reduce the energy cost as compared to present furnace oil thermic fluid heater. The project is under process and it is expected to be implemented shortly.
- a) Additional investment & proposal for reduction of consumption of energy
The company will take necessary measures as may be required from time to time for conservation of energy.
- b) Impact of measures, consequent to (a) and (b) above
The above measures will result in energy saving and consequent reduction in cost of production.
- c) Total energy consumption and energy consumption per unit of production as per form A of the Annexure in the rules in respect of industries specified in the schedule thereto.

FORM A

	CURRENT YEAR	PREVIOUS YEAR
A. POWER & FUEL CONSUMPTION		
1. Electricity		
a) Purchased		
Units (Kwh)	23281872	20685720
Total amount (Rs.)	137784308	113790205
Rate per Unit (Rs.)	5.92	5.50
b) Own Generation		
Through Diesel Generator		
Units produced (KWH)	NIL	NIL
Total amount (Rs.)	NIL	NIL
Cost per unit (Rs.)	NIL	NIL
(c) Own Generation through turbine		
Units produced (KWH)	Nil	Nil
Total amount (Rs.)	Nil	Nil
Cost per Unit (Rs.)	Nil	Nil
2. Steam Coal Used in Boiler		
Quantity (in Tonnes)	Nil	Nil

Total Cost (Rs.)	Nil	Nil
Cost per unit (Rs.)	Nil	Nil
3. Furnace Oil (Only Boiler)		
Quantity (in liters)	828791	782157
Total cost (Rs.)	36033353.43	32784071
Rate/P.U.(Ltr.)	43.48	41.91
4. Other/Internal Generation		
Rice Husk (Qty. in tones)	Nil	Nil
Total Cost (Rs.)	Nil	Nil
Rate/Tonne (Rs.)	Nil	Nil
B. CONSUMPTION PER UNIT/KG OF PRODUCTION		
1. Electricity per unit/kg	1.09	1.15
2. Furnace Oil per kg	0.04	0.04
3. Coal	Nil	Nil
4. Other	Nil	Nil

II. TECHNOLOGY ABSORPTION

FORM B

A. Research & Development (R & D):

i) Specific areas in which Research and Development carried out by the Company.

The company is in the process of setting up a Research and Development Department which will be focused on productivity, quality and waste reduction.

ii) Benefits derived as a result of above R & D:

The company expect product improvement in quality and quantity.

iii) Future Plans:

The Company shall continuously take steps for innovation and renovation of products including new product developments.

iv) Expenditure on R & D:

a) Capital (Rs.)	Nil
b) Recurring (Rs.)	Nil
c) Total (Rs.)	Nil

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

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

Benefits derived as result of above efforts:

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

Information regarding Technology imported during the last five years: NIL

III. FOREIGN EXCHANGE EARNINGS AND OUTGO

- (I) Activities relating to Exports, initiative taken to increase exports, Development of New Export Markets for products and export plans.
- During the financial year 2013-2014 the Company was not only able to retain its old customers but was also able to explore new markets. At present the Company is exporting its products to Nigeria, United Kingdom, United Arab Emirates, Bangladesh, Turkey, Oman, Tanzania, Nepal, Slovak Republic etc.

(II) Total Foreign Exchange used and earned :-

a) Foreign Exchange outgo (Rs.)	173521381.00	160103128.00
b) Foreign Exchange earned (Rs.)	453095030.00	254794831.00

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA
DATED : 11th August, 2014

JAWAHAR LAL OSWAL
(Chairman)



**ANNEXURE - II
CORPORATE GOVERNANCE REPORT**

This report of Corporate Governance form part of the Annual Report.

Company’s philosophy on Corporate Governance

Your company continues to practice the principle of good Corporate Governance. It is company’s firm belief that good Corporate Governance is key to success of business. The company’s philosophy envisage an attainment of highest level of the transparency and accountability in its operations so that company’s goal of creation and maximization of wealth of the shareholders could be achieved. Clause 49 of the Listing Agreement with stock exchanges incorporate certain mandatory disclosure requirements with regard to Corporate Governance Rules, we are pleased to report the following:-

I. BOARD OF DIRECTORS

1. The Board of the Company is well structured with adequate blend of professional executive and Independent Directors.
2. The present strength of the Board is of Twelve Directors The Board Comprises of Executive and Non executive Directors. Sh. J.L. Oswal is a non Executive Chairman & Sh. Satish Kumar Sharma, is an Executive Director. Thus the post of Chairman and Executive Director are held by different persons.
3. Since Sh. J.L. Oswal is Non Executive Promoter chairman, at least one half of the Board should comprise of Independent directors as per Corporate Governance Rules read with SEBI Circular No. SEBI/CFD/DIL/CG/1/2008/08/04 Dated 08.04.2008. The Company has already restructured its Board to comply the said

requirement. Presently Company’s Board consists of 12 (Twelve) Directors out of which 6 are independent directors, namely Dr. (Mrs.) H.K. Bal, Prof. K.S. Maini, Dr. S.K. Singla, Dr. Yash Paul Sachdeva, Dr. Amrik Singh Sohi and Dr. Vijay Asdhir. Thus the company has complied the Corporate Governance Rules regarding composition of Board of Directors.

4. During the year the Board met four times on 30.05.2013, 30.07.2013, 30.10.2013 and 05.02.2014 during the period April, 2013 to March, 2014 with clearly defined agenda circulated well in advance of each meeting. The maximum interval between the two board meetings is not more than four months.
5. None of the directors is a member of more than 10 (ten) board level committees or is Chairman of more than 5 (five) such Board level committees as required under clause 49 of the Listing Agreement & none of director is a director in more than Twenty companies as prescribed under the Companies Act, 2013.
6. Non Executive Directors are paid a sitting fee of Rs.5000/- per meeting of the Board.
7. Sh. Jawahar Lal Oswal is the father of Sh. Kamal Oswal and Sh. Dinesh Oswal. Sh. Kamal Oswal and Sh. Dinesh Oswal are brothers. No other director is related to any other Director of the Company within the meaning of Section 2(77) of the Companies Act, 2013.
8. Participation of Non Executive Directors has been active in the board meetings. Attendance record of directors in the Board meetings and the Annual General Meeting during the year 2013-2014 is as under:

Name of Director	Category of Directors	No. of other Directorship (excluding private company)	No. of Committe membership		No. of Board Meeting attended	AGM Attendance (held on 30.09.2013)	No. of Shares held
			Member	Chairman			
Mr. Jawahar Lal Oswal	Non Executive Promoter	9	--	--	4	No	Nil
Mr. Dinesh Oswal	Non Executive Promoter	10	--	--	4	Yes	105273
Mr. Kamal Oswal	Non Executive Promoter	10	1	--	4	Yes	31500
Mr. Dinesh Gogna	Non Executive	8	5	2	4	Yes	700
Dr. (Mrs.) H.K. Bal	Non Executive Independent	5	2	2	4	Yes	Nil
Mr. S.K. Sharma	Executive Director	2	3	--	4	Yes	Nil
Prof. K.S. Maini	Non Executive Independent	4	3	4	4	Yes	28
Dr. Suresh Kumar Singla	Non Executive Independent	4	4	3	4	Yes	Nil
Dr. Yash Paul Sachdeva	Non Executive Independent	6	4	--	4	Yes	Nil
Sh. Komal Jain	Non Executive	6	1	--	4	Yes	175
Dr. Amrik Singh Sohi	Non Executive Independent	3	2	1	3	Yes	Nil
Dr. Vijay Asdhir**	Non Executive Independent	1	--	--	2	Yes	Nil

** Dr. Vijay Asdhir was appointed as Additional Director by the Board on 30.10.2013



9. Code of Conduct: The Company is committed to conduct its business in accordance with applicable laws, rules and regulations and highest standards of transparency. Accordingly, the company has laid down a code of conduct for all its Board Members and Senior Managerial Personnel and they are complying the said code of conduct. The code of conduct is also available on company's website i.e. www.ownahar.com.
10. The Company ensures compliance of various statutory requirements by all its business units.
11. All the Statutory Registers that are required to be maintained, particularly, Register of Directors Shareholding, Register of Investments etc. are properly maintained and continuously updated.

II. AUDIT COMMITTEE

The board has already constituted an independent and qualified Audit committee as per Section 177 of the Companies Act, 2013. The committee consisting of three Non-Executive Directors under the chairmanship of Sh. Suresh Kumar Singla, Prof K.S. Maini and Sh. Dinesh Gogna are the two other members of the Audit Committee. Dr. S.K. Singla is a retired Prof.-cum-Head of Department of Business Management, Punjab Agricultural University, Ludhiana. He is having 32 years of experience in teaching Finance and Management and at present he is working as a director in Guru Nanak Auto Institute of Management and Technology. Sh. Dinesh Gogna is also a senior corporate executive having 37 years of experience in Corporate Finance, taxation, Financial and Accounting matters. Likewise Prof. K.S. Maini who is Post Graduate in Commerce, is well versed with Accounting and Financial Matters. Mr. Atul Sud is the secretary of the Committee. The Finance Advisor is the permanent invitee of the company. The statutory auditors and internal auditors are also invited to attend the meetings, as per relevant provisions of the applicable laws/rules, as and when felt necessary.

The terms of reference of the Audit Committee is as per clause-49 of the Listing Agreement with the Stock Exchanges, SEBI Guidelines and Section 177 of the Companies Act, 2013. During the financial year 2013-14, the committee met four times i.e. on 30.05.2013, 30.07.2013, 30.10.2013, and 05.02.2014 and at these meetings, the quarterly un-audited financial results as well as the financial statement during the year ended 31st March, 2013 were reviewed and examined by the members of the audit committee before recommendation of the same to the Board of Directors for their perusal and adoption.

The attendance record of the audit committee meeting is as under:

Name of the Member	No. of meetings held Upto 31.03.2014	No. of meetings attended
Sh. S.K. Singla	4	4
Sh. Dinesh Gogna	4	4
Prof. K.S. Maini	4	4

Sh. S.K.Singla, Chairman of the Audit Committee attended the last Annual General Meeting of the company held on 30th September, 2013 and replied/clarified the queries raised at the Annual General Meeting.

III. NOMINATION & REMUNERATION COMMITTEE

The Board has already constituted a remuneration Committee in its meeting held on 31.07.2002 under the Chairmanship of Sh S.K. Singla and Sh. Komal Jain and Dr.(Mrs.) H.K. Bal as members. Now, pursuant to Section 178(1) of the Companies Act, 2013 the Board has reclassified the name of the Remuneration Committee to Nomination & Remuneration Committee.

The broad term of reference of the Remuneration Committee is to ensure that the company's remuneration policies in respect of Managing Director/Working Directors, Senior Executives are competitive so as to recruit and retain best talent in the company and to ensure appropriate disclosure of remuneration paid to said persons.

The committee met two times during the year under review i.e. on 30.05.2013 and 30.07.2013. The attendance record of the meeting held is as follows:

Name of the Member	No. of meetings held Upto 31.03.2014	No. of meetings attended
Sh. S.K. Singla	2	2
Sh. Komal Jain	2	2
Dr. (Mrs. H.K. Bal)	2	2

The details of remuneration paid to Executive Director/Director(s) for the year ended 31st March, 2014 is as under:

	Salary (Rs.)	Sitting Fee (Rs.)
Sh. Jawahar Lal Oswal		20,000.00
Sh. Kamal Oswal		20,000.00
Sh. Dinesh Oswal		20,000.00
Sh. Dinesh Gogna		20,000.00
Sh. Satish Kumar Sharma		1740953.00
Sh. Komal Jain		20,000.00
Dr. (Mrs.) H.K. Bal		20,000.00
Prof. K.S, Maini		20,000.00
Dr. S.K. Singla		20,000.00
Dr. Yash Paul Sachdeva		20,000.00
Dr. Amrik Singh Sohi		15,000.00
Dr. Vijay Asdhir		10,000.00

IV. SHAREHOLDERS' / INVESTORS' GRIEVANCES COMMITTEE

The Company is already having Shareholders



Grievance Committee consisting of three Non Executive Directors under the Chairpersonship of Dr. (Mrs.) H.K. Bal, Sh. A.S. Sohi and Sh. Komal Jain are two other members of the committee. Sh. Atul Sud, Company Secretary is the compliance officer of the company. Now, pursuant to Section 178(5) of the Companies Act, 2013 the Board has reclassified the name of the Shareholder's Grievance Committee to Stakeholder Relations Committee. The committee look into the complaints/grievances of shareholders in respect of transfer of shares, non-receipt of dividend/share certificates, Demat problems etc. The committee met 4 times during April, 2013 to March, 2014 i.e. 30.05.2013, 30.07.2013, 30.10.2013 and 05.02.2014. The attendance record of the meeting held is as under:

Name of the Member	No. of meetings held Upto 31.03.2014	No. of meetings attended
Dr. (Mrs.) H.K. Bal	4	4
Sh. Komal Jain	4	4
Sh. A.S. Sohi	4	2

The Company has been quick in the redressal of the grievances of the shareholders and has attended to most of the investors correspondence/grievances within a period of 15 to 30 days from the date of receipt of the same. The details regarding the same are as under:

No. of complaints received during the year: 16
 No. of complaints resolved during the year: 16
 No. of complaints pending as on 31.03.2014 : Nil

V. SHARE TRANSFER COMMITTEE

The company has also constituted a share transfer committee comprising 5 members under the Chairmanship of Sh. Dinesh Oswal. The committee is responsible for approving the transfer and transmission of securities, dematerialization of shares, issuance of duplicate share certificates and other shareholders related issues. The committee met 12 times during the period April, 2013 to 31st March, 2014 i.e. 30.04.2013, 30.05.2013, 29.06.2013, 31.07.2013, 31.08.2013, 30.09.2013, 30.10.2013, 30.11.2013, 31.12.2013, 31.01.2014, 28.02.2014 and 15.03.2014. The attendance of the members is as follows:-

Name of the Member	No. of meetings held Upto 31.03.2014	No. of meetings attended
Sh. Dinesh Oswal	12	12
Sh. Kamal Oswal	12	12
Sh. Dinesh Gogna	12	12
Sh. Komal Jain	12	12
Sh. Atul Sud	12	12

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

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

VI. VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2013, the Company has established a Vigil Mechanism for its directors and employees to report the genuine concerns or grievances and for providing adequate safeguards against victimisation of persons who use such mechanism.

The Audit Committee shall oversee the working of the Mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. In case of repeated frivolous complaints being filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand them.

VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Board of Directors in their meeting held on 29th May, 2014 has constituted the Corporate Social Responsibility Committee as per provisions Section 135 read with Schedule VII of the Companies Act, 2013, consisting of Sh. Dinesh Oswal, as Chairman and Dr. S.K. Singla and Mr. Dinesh Gogna, as members of the Committee.

The terms and reference of the Committee include:-

1. Formulate and recommend the Board a CSR Policy which shall indicate the activities to be undertaken by the Company as laid down in Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.
2. Recommend the amount of expenditure to be incurred on the CSR activities.
3. Monitor the Company's CSR Policy and implementation of CSR projects from time to time.

VIII. GENERAL BODY MEETINGS

I) The details of the last three Annual General Meetings are as under:-

Financial year	Location	Date	Time
2010-2011	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana	20.09.2011	10.30 A.M.



2011-2012	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana	29.09.2012	10.45 A.M.
2012-2013	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana	30.09.2013	10.45 A.M.

Half yearly and Annual Results are also displayed on the website of the company i.e. www.owmnahar.com. Whenever any official news is released, the same is also displayed on the aforesaid Website of the company. The Quarterly & Annual Financial Statement, alongwith Balance Sheet, Profit & Loss Account, Directors Report, Auditors Reports, Cash Flow Statements, Corporate Governance Reports, Report On Management Discussions and Analysis and share holding pattern etc. can also be retrieved by investors from the website of Bombay Stock Exchange Ltd. & National Stock Exchange of India Limited. Likewise whenever any presentation about company's working is made to Financial Institution Investors or to the analyst, the same is displayed on company's Website.

II) Special Resolutions passed in the previous three Annual General Meetings:**2010-11**

No Special Resolution was passed.

2011-12

No Special Resolution was passed.

2012-13

No Special Resolution was passed.

III) Special Resolution passed last year through postal ballot.

No special resolution was passed.

IV) Proposal of Special Resolution through postal ballot.

Presently, No Special resolution is proposed to be conducted through postal ballot.

IX. DISCLOSURES

- I) There have been no materially significant related party transactions that may have potential conflict with the interest of the company at large. Transactions with related party are disclosed in Note No. 29 of the Notes on Financial Statements.
- II) The company continues to comply with the requirement of Stock Exchange, SEBI or any statutory authority on all matters related to capital market during the last three years. No penalty or structures have imposed on the company by the said authorities relating to the above.
- III) The company does not have any whistle blower policy as of now but no personnel is being denied any access to the Audit Committee.
- IV) The company complied with not only the mandatory requirements but has also complied with non mandatory requirements in respect of Remuneration committee.

X. MEANS OF COMMUNICATION

The company's quarterly/yearly results in the format prescribed by the Stock Exchanges are approved and taken on record by the Board within the prescribed time frame and sent immediately to all Stock Exchanges on which the company's equity shares are listed. These results are published in leading newspapers i.e Business Standard/ Financial Express in English and Punjabi Desh Sewak in vernacular. The Company's Quarterly,

XI. GENERAL SHAREHOLDERS INFORMATION

1. **Annual General Meeting** : September 30, 2014
Date, Day, Time & venue : Tuesday at 11.30 A.M.
Premises of Nahar Industrial Enterprises Limited, Focal Point, Ludhiana.
2. **Financial Calendar** : The Financial year of the company covers 1st April to 31st March
3. **Date of Book Closure** : 15th September, 2014 to 20th September, 2014
4. **Dividend Payment** : Because of the Inadequacy of profits no dividend has been declared for the year Ended 31st March, 2014
a) Unclaimed/Unpaid Dividend: All unclaimed/unpaid dividend up to the financial year ended March 31, 2006 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205 C of the Companies Act, 1956.
Further the dividend for the financial year ended 31st March, 2007 will be transferred to the said Fund in November, 2014. All the members who have not encashed their dividend warrants for the aforesaid year may approach the company for obtaining duplicate dividend warrants/revalidation of dividend warrants.
- b) Change of Address:** Members may kindly note that the R & T Agent and/ or Company will not entertain requests for noting of change of address/ bank details/ ECS Mandate in case of accounts with demat holding. For this purpose, the Shareholders should approach their depository Participants.
5. **Listing of Equity Shares** : The National Stock Exchange of India Ltd (NSE) "Exchange Plaza", Bandra-Kurla Complex, Bandra (East) Mumbai.
The Bombay Stock Exchange Limited (BSE), 1st



Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001.

The listing fees payable to BSE and NSE for 2014-2015 have been paid in full by the company.

6. Stock Code :

For trading at NSE-NAHARPOLY

For trading at BSE-523391

7. For Dematerialization ISIN Number INE308A01027

The Annual Custodian Fees for the Financial Year 2014-15 have been paid to National Security Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

8. Dedicated e-mail for investor Grievances

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

9. Compliance Officer

Mr. Atul Sud, Company Secretary is a compliance officer of the company.

10. Registration/ updation of e-mail address

The Ministry of Corporate Affairs vide Circular No.17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. The Companies can now send various notices and documents, including Annual Report, to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are having Demat A/c or send the same to the Company via e-mail at "**secnel@owmnahtar.com OR gredressalnpl@owmnahtar.com**".

XII. MARKET PRICE DATA

The month wise High, Low stock prices during the financial year 2013-2014 are as follows

Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April, 2013	17.50	14.00	17.75	12.90
May, 2013	16.00	14.00	16.00	13.75
June, 2013	15.92	14.01	15.20	13.70
July, 2013	14.56	13.00	14.90	12.30
August, 2013	13.80	10.35	12.50	10.80
September, 2013	11.60	9.51	12.60	11.05
October, 2013	12.18	10.00	12.20	10.55
November, 2013	13.70	11.50	13.30	11.90
December, 2013	13.07	11.17	13.10	12.00
January, 2014	13.49	11.60	13.65	11.40
February, 2014	13.00	9.57	12.85	9.40
March, 2014	10.60	9.30	10.50	9.25

Source: Data has been taken from the Website of the Bombay Stock Exchange and National Stock Exchange of India Ltd. The company does not have any other sources for verification of data.

XIII. PERFORMANCE IN COMPARISON TO BSE SENSEX:-

Comparison between Nahar Poly Films Limited closing price variation and BSE Sensex variation in percentage is as under.

Financial Year	Share Prices of the Company				BSE Sensex			
	Highest (Rs.)	Lowest (Rs)	Closing (Rs)	%age change over last month's closing	Highest	Lowest	Closing	%age change over last month's closing
2013-14								
April, 2013	17.50	14.00	14.20	-7.79	19622.68	18144.22	19504.18	3.55
May, 2013	16.00	14.00	15.00	5.63	20443.62	19451.26	19760.30	1.31
June, 2013	15.92	14.01	15.00	0.00	19860.19	18467.16	19395.81	-1.84
July, 2013	14.56	13.00	13.50	-10.00	20351.06	19126.82	19345.70	-0.26
August, 2013	13.80	10.35	10.40	-22.96	19569.20	17448.71	18619.72	-3.75
Sept, 2013	11.60	9.51	10.70	2.88	20739.69	18166.17	19379.77	4.08
Oct, 2013	12.18	10.00	11.55	7.94	21205.44	19264.72	21164.52	9.21
Nov, 2013	13.70	11.50	11.60	0.43	21321.53	20137.67	20791.93	-1.76
Dec, 2013	13.07	11.17	12.20	5.17	21483.74	20568.70	21170.68	1.82
January, 2014	13.49	11.60	12.18	-0.16	21409.66	20343.78	20513.85	-3.10
February, 2014	13.00	9.57	10.41	-14.53	21140.51	19963.12	21120.12	2.96
March, 2014	10.60	9.30	10.49	0.77	22467.21	20920.98	22386.27	5.99

Source:-Data has been taken from the Website of the Bombay Stock Exchange Ltd. The company does not have any other sources for verification.

XIV.Registrar and Transfer agents

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

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

XV. Share Transfer System

The company has constituted share transfer committee consisting of five members, namely Sh. Dinesh Oswal, Sh. Kamal Oswal, Sh. Dinesh Gogna and Sh. Komal Jain, Directors of the Company and Sh. Atul Sud, Company Secretary of the Company. The share transfer committee meets once/twice in a month to approve the transfer /transmission/transposition, issue of duplicate share certificates and duly transferred shares are generally despatched within the prescribed period under the Companies Act, 2013/Guidelines of the



Stock Exchanges.

As required under clause 47 (C) of the Listing Agreement entered into by the Company with the Stock Exchanges, a certificate is obtained every six month from a Practising Company Secretary with regard to inter alia, effecting transfer, transmission sub-division, consolidation, renewal & Exchange of equity shares with in fifteen days of their lodgement. The Certificates are forwarded to BSE & NSE where the equity share are listed.

XVI. Nomination facility

Individual shareholders holding physical shares can nominate any person for the shares held by them. This will save the nominee from going through the lengthy process of getting the shares later on transmitted to his/her name. For further details, shareholders may write to the RTA of the Company.

XVII. Distribution of Shareholding as on March 31, 2014

As on March 31, 2014 your Company had 26749 shareholders having a total of 24587991 equity shares. The following is the distribution of Shareholding.

No. of shares held	No. of Share holders	%of Share holders	Aggregate shares held holding	%age share
1-500	24295	90.82	3384943	13.77
501-1000	1685	6.30	1090982	4.44
1001-2000	403	1.51	569415	2.31
2001-3000	130	0.49	323382	1.32
3001-4000	56	0.21	194146	0.79
4001-5000	32	0.12	149861	0.61
5001-10000	80	0.30	560979	2.28
10000 and above	68	0.25	18314283	74.48
TOTAL	26749	100	24587991	100.00

XVIII. The Shareholding pattern as on March 31, 2014 as follows:

Shares held by	No. of Shares	% of holding
Banks and Mutual Funds	3324	0.01
Foreign holdings (FIIs, NRIs)	58653	0.24
Bodies Corporate	689905	2.81
Directors/Relatives of Directors	11409	0.05
General Public	6792753	27.62
Promoters	17031947	69.27
TOTAL	24587991	100.00

XIX. Dematerialisation of Shares

The Securities and Exchange Board of India (SEBI) has included company's scrip in compulsory demat settlement for all type of investors. Thus the dealing in company's equity shares can be in demat form

only. To facilitate holding and trading of securities in electronic form, your company has established connectivity with both the Depositories i.e National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The investors have an option to dematerialise their equity shares with either of the Depositories. As on 31st March, 2014 2,27,49,387 comprising of 92.52% of the total equity capital of the company have been dematerialised.

XX. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion date and likely impact on equity

The company does not have any outstanding GDRs / ADRs / Warrants or any Convertible Instruments which is likely to have any impact on the equity of the company.

XXI. Plant Location : VILLAGE SARA KIAN/
ITAYAKALAN
DISTT. RAISEN (M.P.)

XXII. Address for Correspondence : NAHAR TOWER
376, Industrial Area-A,
Ludhiana - 141 003 (Pb.)

Phone No. : 0161-2600701 to 2600705

Fax No. : 0161-2661180, 2222942

E-mail address : secnel@owmnahar.com

Website : www.owmnahar.com

XXIII. CEO/CFO Certification

As required under Clause 49 of the Listing Agreement, a Certificate duly signed by the Chief Financial Officer was placed at the meeting of Board of Directors held on 29th May, 2014.

XXIV. RECONCILIATION OF SHARE CAPITAL AUDIT

The Securities and Exchange Board of India has directed vide Circular No.D&CC/FITTC/CIR-16/2002 dated 31st December, 2002 that all issuer companies shall submit a certificate of capital integrity, reconciling the total share held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued/paid-up capital.

The said certificate duly certified by a Practicing Company Secretary is submitted to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of the each quarter.

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA JAWAHAR LAL OSWAL
DATED: 11th August, 2014 (Chairman)



ANNEXURE - III MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

Biaxially Oriented Polypropylene (BOPP) films are one of the highest growing segments in the global plastic films Industry. Because of its incredible properties, of being highly stable at a very wide range of temperatures and environment, it has become one of the Global Success stories in flexible plastic packaging. Further being highly Chemical resistant to fats/ oils particularly to vegetable origin, chemicals and many solvents has made it the first choice for the converters operating all over the world over and above other plastic substitutes available in the market. In India the demand for BOPP Films is increasing at a rate of 10-12% every year, and it is expected that it will continue to go on rising in the Coming years with the increase in per capita income and the growing preference for sophisticated and hygienic packaging.

Having regard to the immense opportunities for BOPP Films, your company diversified its activities in BOPP Films in 2010 and had put up an ultra modern plant with German technology with a capacity of 30000 tap in the state of Madhya Pradesh. During the financial year 2013-2014 the Company was not only able to retain its old customers but was also able to explore new Export markets. At present the Company is not only selling its goods products in the domestic market but also exporting to Nigeria, United Kingdom, United Arab Emirates, Bangladesh, Turkey, Oman, Tanzania, Nepal, Slovak Republic etc.

Opportunities and Threats

Growing income levels in India, coupled with rapid growth in the Retail Markets are bringing in a cultural shift. Indians who have always loved to eat freshly cooked foods are now moving towards all kinds of packaged foods such as biscuits, chips or snacks. This has enabled the flexible packaging industry to register a growth.

Moreover, lot of new application of BOPP Films, apart from conventional Tape/Textile and food packaging market, are emerging which will further improve the prospects of the industry.

Beside, the pricing advantage of BOPP Films over certain plastic films, will drive the market to shift to BOPP Films. The large converters have already started working in this direction. This will give further impetus to growth of flexible packaging and will translate into new business opportunities for the industry.

The Central Government to give boost to the Industry in it's Union Budget 2014-15, has reduced the excise duty on specified food processing and packaging machinery from 10 percent to 6 percent. This will enable the Industry to upgrade, modernize and increase their

capacities so as to compete in the global markets.

In India through flexible packaging segment is growing but the per capita consumption is still very low as compared to the developed countries like US and European Union. The growth of the organized retail market coupled with entry of global retail players will give further boost to the flexible packaging industry. Though the BOPP Films industry continued to witness growth on account of favorable demographic and market factors but it is not immune from normal business threats and challenges. The industry continues to be plagued by the problems of over capacity on short horizon over supply as well as increase in raw material pricing. In spite of the above, your management assure you that continuous efforts will be made to meet the challenges ahead and make the BOPP Films project a successful venture. Your management expects that with the recovery in economies of the world, there will be continued strong demand for the BOPP Films which in turn will provide opportunities to the BOPP Films industry to grow at a much faster rate.

Segment wise or product wise performance

The disclosure requirements of Accounting Standard 17, issued by the Institute of Chartered Accountants of India are not applicable as the main business activities of the company fall under single segment.

Future Outlook

The future outlook of the BOPP Films industry seems to be reasonably good as the growth driver of the yester years are still present in the Asian market especially India and China. This will give a further push to the demand for the BOPP Films. The phenomenal growth of retail segment coupled with economic growth of the country are expected to influence of flexible packaging industry favorably. Your company is looking at the future with optimism and shall be expanding its business activities into the new areas, in due course of time so that it can make use of available opportunities and emerge as fully integrated flexible packaging company.

Risk and Concerns

The company's main source of income will be from selling of flexible packaging material in plain and metalized form to further converters. Any adverse impact on the operations of the packaging converters may impact the company's revenues and its profitability. Likewise the business economic cycle can also affect the fortune of the company in both ways.

Besides the major component of cost involved in the making of flexible packaging is raw material. Any increase in the raw material prices and decrease in finished product prices may affect the financial performance of the company.

Internal Control Systems and their adequacy

The company has adequate internal control systems



and procedures which commensurate with the nature of its business and the size of its operations. The internal control system are adequate to ensure that all assets and resources of the company are safeguarded and protected against loss from unauthorized use or disposition and all transactions are authorised, recorded and reported correctly. The company also ensures compliance with all statutes and regulatory policies and guidelines.

Further the company is also having internal audit department which carries out audit work throughout the year. The main objective of such audit is to test the adequacy and effectiveness of internal control systems laid down by the Management and to suggest improvement in the systems.

Besides, an audit committee consisting of three non executive directors has been constituted. All the significant audit observation and follow up action thereon are taken care of by the audit committee. The audit committee met four times during the financial year under review.

Financial/ Operation Performance

During the year company has performed reasonably well. The company achieved an operative income of Rs.330.38 crores out of which Rs.47.90 crores is export turnover. The company earned a net profit of Rs.0.29

crores as against Loss in the previous year. The detailed performance has already been discussed in the Directors report under column operational review.

Human Resources/Industrial Relations

Beyond Balance Sheet lies company's singly biggest Asset Human Resources. The company is of firm belief that the Human Resources are the driving force that propels a company towards progress and success. The company has a team of able and experienced professionals to look after the affairs of the company. The company offers attractive compensation package to retain and motivate its professionals so that they can give their best. The total permanent employees strength of the company was 178 as on 31st March, 2014.

Cautionary Statement

Though the statement and views expressed in the above said report are on the basis of best judgment but the actual future results might differ from whatever is stated in the report.

FOR AND ON BEHALF OF THE BOARD**PLACE : LUDHIANA
DATED: 11th August, 2014****JAWAHAR LAL OSWAL
(CHAIRMAN)****EXECUTIVE DIRECTOR'S DECLARATION**

Pursuant to the requirement of Clause 49 of the listing agreement, I hereby confirm that all Board Members and Senior Management personnel (as defined in the above said Clause 49) of the company have affirmed compliance with Code of Conduct for Board & Senior Management Personnel' for the year ended 31st March, 2014.

**PLACE : LUDHIANA
DATED:11th August, 2014****S.K. SHARMA
(Executive Director)****CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members
Nahar Poly Films Limited

We have examined the compliance of conditions of Corporate Governance by Nahar Poly Films Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor Grievance received during the year ended 31st March, 2014 is un-attended/pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors' Grievance Committee.

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

**For Gupta Vigg & Co.,
Chartered Accountants
(F. Reg. No. 001393N)****PLACE : LUDHIANA
DATED:11th August, 2014****VIPAN KUMAR GUPTA
(Partner)
M.No. 502737**



INDEPENDENT AUDITOR'S REPORT

THE MEMBERS OF

M/s. NAHAR POLY FILMS LIMITED

LUDHIANA

We Report on the Financial Statements

We have audited the accompanying financial statements of M/s Nahar Poly Films Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with Accounting Standards notified under the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the statement of Profit & Loss, of the profit/loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003

("the Order") issued by the Central government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For GUPTA VIGG & CO.

Chartered Accountants

FRN 001393N

Place : Ludhiana

Dated : 29.05.2014

VIPAN KR GUPTA

(Partner)

M.No.:502737

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph (1) UNDER THE HEADING OF "Reporting on Other Legal and Regulatory Requirements" of our report of even date]

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) All the fixed assets have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- c) During the year, the Company has not sold substantial part of fixed assets.
- ii) a) As explained to us, Inventories have been physically verified by the management at reasonable intervals.
- b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- c) On the basis of our examination of inventory records, we



are of the opinion that the Company is maintaining proper records of the inventory. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to book records.

- iii) According to the explanations and information given to us, the Company has neither granted nor taken any loans from the parties covered in the Register maintained under section 301 of the Companies Act, 1956. Hence, the clause 4(iii)(a) to (g) of the Companies (Audit Report) Order, 2003 are not applicable in the case of the company.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and nature of its business with regards to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control.
- v) a) In our opinion and according to the information and explanations given to us, we are of the opinion that the transaction made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements required to be entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs.5.00 lacs or more in respect of each party.
- vi) According to the information and explanations given to us, the Company has not accepted any public deposits during the year and therefore, the provisions of Clause 4(vi) of the Order are not applicable to the Company.
- vii) The Company is having internal audit system commensurate with its size and nature of its business.
- viii) We have broadly reviewed the books of accounts and records of cost maintained by the company pursuant to the rules made by Central Government for maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- ix) a) According to the records of the Company, undisputed statutory dues including provident fund, investor education and protection fund, income tax, wealth tax, service tax and other material statutory dues applicable to the Company, if any, have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014, for a period of more than six months from the date they became payable.
b) According to the records of the Company, no dues of sales tax, income tax, custom duty, wealth tax, service tax, excise duty, cess and Service Tax which have not been deposited on account of any dispute with the

appropriate authorities except those mentioned below:

Sr. No.	Statute	Forum before whom pending	Amt. Rs.	Nature of dues
1	Income Tax Act.	Comm. Appeals	1304530	Income Tax

- x) The Company has no accumulated losses as at 31st March, 2014 and has not incurred any cash losses in the financial year covered under audit and in the immediate preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loan taken from any bank or financial institution.
- xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4(xii) of the order is not applicable to the company.
- xiii) The Company is not a chit fund or a nidhi mutual benefit fund/society. Accordingly, the provisions of Clause 4(xiii) of the Order are not applicable to the Company.
- xiv) In respect of dealing or trading in shares, securities, debentures and other investments, the Company is maintaining proper records and timely entries have been made therein. All the Investments have been held by the Company in its name.
- xv) The Company has not given any guarantee for loans taken by others from banks or financial institutions. Accordingly, the provisions of Clause 4(xv) of the Order are not applicable to the Company.
- xvi) The Company has not raised any term loan during the year. Accordingly, the provisions of Clause 4(xvi) of the Order are not applicable to the Company.
- xvii) No funds raised on short term basis have been used for long term basis.
- xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year. Accordingly, the provisions of Clause 4(xviii) of the Order are not applicable to the Company.
- xix) According to the information and explanations given to us, the Company has not issued debentures during the year. Accordingly, the provisions of Clause 4(xix) of the Order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the Company has not raised any money by way of public issue during the year. Accordingly, the provisions of Clause 4(xx) of the Order are not applicable to the Company.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N

Place : Ludhiana
Dated : 29.05.2014

VIPAN KR GUPTA
(Partner)
M.No.:502737

**CASH FLOW STATEMENT FOR THE PERIOD FROM 1ST APRIL, 2013 TO 31ST MARCH, 2014
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT**

		(In Rs.)
A. CASH FLOW FROM THE OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary items	2937319	
Adjustments for: -		
Depreciation	144718000	
Interest Expenditure	137284987	
Interest Received	-1298636	
Dividend	-19541492	
(Profit)/Loss on Sale of Investments	0	
(Profit)/Loss on sale of Fixed Assets	109795	
Operating profit before Working Capital changes		264209973
Adjustments for :		
(Increase)/Decrease in Trade & Other Receivables	-46088069	
(Increase)/Decrease in Inventories	14806245	
(Increase)/Decrease in Short Term Loans & Advances	-22702238	
(Increase)/Decrease in Security Deposit	- 9085395	
Increase/(Decrease) in Trade Payables & Short Term Others Liabilities	24131784	
Increase/(Decrease) in Working Capital Bank Borrowing	59234813	20297140
Cash generation from operating activities		284507113
Interest Paid on Working Capital and other		-25913887
Taxes (Paid)/Refund		-2542414
Net cash from operating activities		256050812
B. CASH FLOW FROM THE INVESTING ACTIVITIES		
Interest Received	1298636	
Dividend Received	19541492	
Purchase of Fixed Assets (incl Capital work in process, capital advances, & exp pending for capitalisation)	-50200638	
Sale of Fixed Assets	37072229	
Sale/Purchase of Investments	-11905	7699814
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of Long Term Borrowings	-159966885	
Interest Paid on Term Loans	-111371100	
Increase/Decrease in Other Long Term Liabilities	1888224	-269449761
Net Increase in Cash and Cash Equivalent		-5699135
Cash & cash equivalents as on 31/03/2013		9737526
Cash & cash equivalents as on 31/03/2014		4038391

Place : Ludhiana
Date : 29.05.2014

FOR AND ON BEHALF OF THE BOARD

RAKESH JAIN
Sr. Mgr. F&A

DINESH OSWAL
Director

S.K. SHARMA
Executive Director

AUDITOR'S CERTIFICATE

We have checked the above Cash Flow Statement of Nahar Poly Films Limited, derived from the audited financial statements for the year ended 31st March, 2014 with the books and records maintained in the ordinary course of business and found the same in accordance therewith.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N

Place : Ludhiana
Dated : 29.05.2014

VIPAN KR GUPTA
(Partner)
M.No.:502737



BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	Current Year	Previous Year
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	125776643	125776643
Reserves and surplus	2	1318262239	1315302010
		1444038882	1441078653
Non-current liabilities			
Long-term borrowings	3	623262081	783228966
Other Long Term Liabilities	4	1888224	-
		625150305	783228966
Current liabilities			
Short-term borrowings	5	402034220	342799407
Trade payables	6	49753297	42879028
Other current liabilities	7	230141839	212884324
		681929356	598562759
TOTAL		2751118543	2822870378
ASSETS			
Non-current assets			
Fixed assets	8		
Tangible assets		1069757917	1225965102
Intangible assets		83193	166390
Capital work-in-progress		8060503	124050
Non-Current Investments	9	964865237	964853332
Deferred tax assets (net)	10	8271023	8271023
Long-Term Loans and Advances	11	19752795	3098252
		2070790668	2202478149
Current assets			
Inventories	12	172775241	187581486
Trade receivables	13	312667324	266579255
Cash and cash equivalents	14	4038391	9737526
Short-term loans and advances	15	183152815	151365182
Other current assets	16	7694104	5128780
		680327875	620392229
TOTAL		2751118543	2822870378
Accounting Policies			
Notes on Financial Statement	1 to 31		

As per our Report of even date annexed
For GUPTA VIGG & COMPANY
Chartered Accountants
FRN 001393N

For & On behalf of the Board

Place : LUDHIANA
Date : 29.05.2014

VIPAN KR GUPTA
Partner
M.No.502737

RAKESH JAIN
Sr. Mgr. F&A

DINESH OSWAL
Director

S.K. SHARMA
Executive Director



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31.03.2014

Particulars	Note No.	Current Year	Previous Year
		₹	₹
Revenue from operations	17	3303850923	2395394453
Less: Excise Duty		-290688126	-219387763
Operating Income		3013162797	2176006690
Other income	18	21920830	17147166
		3035083627	2193153856
Expenses:			
Cost of materials consumed	19	2215290632	1667570495
Purchases of Stock-in-Trade		0	0
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	10474461	-83457409
Employee benefits expense	21	53167382	48666090
Finance costs	22	138880659	157325050
Depreciation and amortization expense	8	144718000	145895340
Other expenses	23	469615174	362054063
Total expenses		3032146308	2298053629
		2937319	-104899773
Tax expense:			
Current tax		0	0
Deferred tax		0	38028905
Profit (Loss) For The Period		2937319	-66870868
Earnings per equity share:	27		
Basic and Diluted		0.12	-2.72
Accounting Policies			
Notes on Financial Statements	1-31		

As per our Report of even date annexed
For GUPTA VIGG & COMPANY
Chartered Accountants
FRN 001393N

For & On behalf of the Board

Place : LUDHIANA
Date : 29.05.2014

VIPAN KR GUPTA
Partner
M.No.502737

RAKESH JAIN
Sr. Mgr. F&A

DINESH OSWAL
Director

S.K. SHARMA
Executive Director



1. **SIGNIFICANT ACCOUNTING POLICIES**

i) **ACCOUNTING CONVENTION**

The accounts are prepared on accrual basis under the historical cost convention in accordance with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956 and other relevant provisions of the said Act.

ii) **REVENUE RECOGNITION**

- a) **Sale of Goods:** Sale of goods is recognized at the point of dispatch of finished goods to the customers. Sales value is inclusive of excise duty wherever applicable paid on the clearance of finished goods.
- b) **Exports Benefits:** Revenue in respect of exports benefits being DEPB / Duty Drawback Scheme is recognized on post export bases.
- c) **Dividend Income:** Dividend income is recognized when the Company's right to receive payment is established.
- d) **Investment Income:** Profit/loss arising on sale of investments is considered at the time of sale/redemption.
- e) **Interest Income:** Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

iii) **FIXED ASSETS AND DEPRECIATION**

- a) **Tangible assets:** Tangible assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. Depreciation is charged on Straight Line bases as per the rates
- b) **Intangible Assets:-** Intangible assets are stated at cost less accumulated amount of amortization. Such asset are amortized on Straight Line Bases on the estimated useful life.

iv) **INVESTMENTS**

Long term investments are stated at cost. Diminution in value of investments, if any has not been considered being temporary in nature. Market value of Equity Mutual Funds is considered on NAV basis.

v) **INVENTORIES**

Inventories are valued at cost or net realizable value, whichever is lower. However to determine the cost, the following methods are adopted:-

- **Raw Material:** Moving weighted average cost.
- **Stores and Spares:** Moving weighted average cost.
- **Work-in-process:** Cost of raw material plus appropriate share of manufacturing expenses and other relevant overheads.
- **Finished Goods:** Cost of raw material plus conversion costs, packing cost and other overheads incurred to bring the inventories to their present condition and location.
- **Wastage and rejections:** At net realizable value.

vi) **EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD**

All the indirect expenses incurred during construction period upto the date of commencement of commercial production will be capitalized on various categories of fixed assets on proportionate bases.

vii) **RETIREMENT BENEFITS**

a) **Gratuity**

The Company has taken a Group Gratuity Policy from LIC of India to discharge its liability of Gratuity. The calculation of premium under the policy is made on the basis of actuarial valuation done by LIC.

b) **Provident Fund**

Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and is charged to Profit and Loss account.



viii) FOREIGN EXCHANGE TRANSACTIONS

- a) Gain or loss on foreign exchange transactions which are relating to fixed assets acquired from a country outside India are adjusted in the cost of relevant fixed asset. Other gains or losses on foreign exchange transactions are recognized in the Profit & Loss Account. Monetary assets and liabilities other than those covered by forward contracts have been valued at the exchange rates prevailing at the close of the financial year
- b) In respect of forward contracts, forward premium or discount arising at the inception of forward contract, any profit/loss arising on cancellation renewal of such contracts and exchange difference on such contracts if pertaining to fixed assets acquired from a country outside India only are adjusted in the cost of relevant fixed asset. Other premiums/discounts at inception of contracts and profit/loss on cancellation/renewal of contracts are recognized in profit & loss account in the year in which exchange rates change.

ix) EXCISE DUTY

Excise duty payable on finished goods, if any, is accounted for on clearance of goods from the factory. Cenvat in respect of excise duty paid on raw material, stores and capital goods is taken, if any, in accordance with the Cenvat Credit Rules 2004 as amended.

x) WARRANTY CLAIMS

As per the nature of business of the company, the question of warranty claims does not arise. The routine claims on account of quality or quantity logged with the company other than those which are disputed one, are accounted for as and when accepted by the company.

xi) ACCOUNTING FOR TAXES ON INCOME

The accounting treatment followed for taxes on income is to provide for Current Tax and Deferred Tax. Current tax is the amount of income tax determined to be payable in respect of taxable income for a period. Deferred Tax is the tax effect of timing differences.

xii) IMPAIRMENT OF ASSETS

At each Balance Sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts.

xiii) BORROWING COST

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as cost of relevant fixed asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

xiv) GOVERNMENT GRANTS / SUBSIDY

Government grants/subsidies are recognized, when there is a reasonable assurance that the company will comply with the conditions attached to them and the grants/subsidy will be received. The government grants/subsidy received for specific asset is reduce from the cost of asset.

xv) PROVISION AND CONTIGENT LIABILITIES

- a) Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if :
 - the company has a present obligation as a result of past event.
 - a probable outflow of resources embodying economic benefits is expected to settle the obligation and
 - the amount of the obligation can be reliably estimated.
- b) Contingent Liability is disclosed in case of :
 - a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
 - a possible obligation, unless the probability of outflow in settlement is remote.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2014**

The previous year figures have been regrouped/ reclassified, wherever necessary to confirm the current year presentation.

1.1 SHARE CAPITAL

Particulars	Current Year		Previous Year	
	Number	₹	Number	₹
AUTHORISED				
Equity Shares of ₹ 5/- each	90000000	450000000	90000000	450000000
ISSUED, SUBSCRIBED & PAID UP				
Equity Shares of ₹ 5/- each	24587991	122939955	24587991	122939955
Share Forefited Account		2836688		2836688
Total	24587991	125776643	24587991	125776643

1.2 Reconciliation of shares outstanding at the beginning and at the end of the reporting period.

Particulars	Equity Shares	
	Number	₹
Shares outstanding at the beginning of the year	24587991	122939955
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	24587991	122939955

1.3 The company is not having any holding as well as subsidiary company.**1.4 Name of Shareholders holding more than 5% shares of the company.**

Name of Shareholder	Current Year		Previous Year	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
M/s Nahar Capital & Financial Services Limited	12087671	49.161	12087671	49.161
M/s Nahar Industrial Enterprises Limited	1264720	5.144	1264720	5.144

- 1.5 a) The company has not issued any shares in pursuance to contract(s) without payment being received in cash during five year immediately preceding the date as at which the Balance Sheet is prepared.
- b) The company has not issued any fully paid up Bonus Shares during five year immediately preceding the date as at which the Balance Sheet is prepared.
- c) The company has not bought back any Shares during five year immediately preceding the date as at which the Balance Sheet is prepared.

1.6 Aggregate value of calls unpaid

Unpaid Calls	₹
By Directors	NIL
By Officers	NIL

1.7 Shares Forfeited

Number of shares	349336
Amount	2836688

The above shares are forfeited in financial year 2006-07 upon non payment of calls.

**2. Reserves & Surplus**

Particulars	Current Year	Previous Year
	₹	₹
Securities Premium Account	447800146	447800146
General Reserve		
Opening Balance	867303390	933303390
(+/-) Current Year Transfer	-	-66000000
Closing Balance	867303390	867303390
Surplus:		
Opening Balance	198474	957851
Add: Profit (Loss) for the year	2937319	-66870868
Add: Income Tax Adjustments for prior periods	22910	111491
Add/(Less): Transfer To/Form General Reserve	-	66000000
Balance c/f to Balance Sheet	3158703	198474
Total	1318262239	1315302010

3. Long Term Borrowings

Particulars	Current Year	Previous Year
	₹	₹
Term loans		
From banks*		
- Oriental Bank of Commerce	402569000	517586306
- Bank of Maharashtra	220693081	265642660
Total	623262081	783228966

*The Term loan is secured by way of first charge (on pari passu basis) on factory land and building and hypothecation of Plant and Machinery and other movable / immovable fixed assets acquired / to be acquired under the project of BOPP plant at Mandideep, Bhopal. It is further secured by Second pari pasu charge on current assets of the company. The Term Loan is personally guaranteed by a Director of the Company and corporate guarantee of Rs. 25.00 crores (Oriental Bank of Commerce) and Rs. 15.00 Crores (To Bank of Maharashtra) given by M/s. Nahar Spinning Mills Ltd.

The above Term Loans are repayable in 32 equal quarterly installments starting from 31-12-2010.

4. Other Long Term Liabilities

Particulars	Current Year	Previous Year
	₹	₹
Trade Payables	1888224	-
Total	1888224	-

5. Short Term Borrowings

Particulars	Current Year	Previous Year
	₹	₹
Working Capital Loans from banks	402034220	342799407
Total	402034220	342799407

Working capital facilities under consortium arrangement are secured by way of first pari pasu charge on Current Assets, second pari pasu charge on fixed assets including equitable mortgage of factory land and building of the company and is personally guaranteed by director of the company.


6. Trade Payables

Particulars	Current Year	Previous Year
	₹	₹
Sundry Creditors	49753297	42879028
Total	49753297	42879028

There are no Micro & Small enterprises covered under Micro, Small and Medium Scale Development Act 2006, to whom the company owes dues, which are outstanding for more than 45 days, hence no disclosure has been given. This information has been determined to the extent such parties, which have been identified by the company.

7. Other Current Liabilities

Particulars	Current Year	Previous Year
	₹	₹
Current maturities of long-term debt	176882008	174056000
TDS Payables	896751	633726
Statutory Liabilities	1716646	1451027
Other Liabilities	28108392	22531331
Advance from customers	19552727	9341629
Security Deposits	22466	22897
Due to Directors	110748	72676
Unpaid dividends	2852101	4775038
Total	230141839	212884324

8. Fixed Assets

Particulars	Gross Block				Depreciation				Net Block	
	As on 01.04.13	Additions 2013-14	Sales/ Adj	As on 31.03.14	As on 01.04.13	Additions 2013-14	Sales/ Adj	As on 31.03.14	As on 31.03.14	As on 31.03.13
A TANGIBLE ASSETS										
LAND & BUILDING										
- LAND	17653165	0	0	17653165	0	0	0	17653165	17653165	
- BUILDING	230995708	5045353	0	236041061	20092617	7276530	0	27369147	208671914	210903091
SUB TOTAL	248648873	5045353	0	253694226	20092617	7276530	0	27369147	226325079	228556256
PLANT & MACHINERY										
- MACHINERY	1383703464	20485845	42656132	1361533177	393171461	136447098	6255070	523363489	838169688	990532003
- VEHICLES	3301299	0	1238160	2063139	820488	284298	457198	647588	1415551	2480811
- OTHER EQUIPMENTS	5196123	71325	0	5267448	1593753	560609	0	2154362	3113086	3602370
SUB TOTAL	1392200886	20557170	43894292	1368863764	395585702	137292005	6712268	526165439	842698325	996615184
FURNITURE & FIXTURES										
- FURNITURE & FIXTURES	1327769	7119	0	1334888	534107	66268	0	600375	734513	793662
SUB TOTAL	1327769	7119	0	1334888	534107	66268	0	600375	734513	793662
TOTAL (TANGIBLE ASSETS)	1642177528	25609642	43894292	1624308859	416462017	144634803	6712268	554134961	1069757917	1225965102
B INTANGIBLE ASSETS										
- SOFTWARE	415981	0	0	415981	249591	83197	0	332788	83193	166390
TOTAL (INTANGIBLE ASSETS)	415981	0	0	415981	249591	83197	0	332788	83193	166390
C CAPITAL WIP										
- BUILDING UNDER CONSTRUCTION									3311927	0
- MACHINERY UNDER INSTALLATION									4748576	124050
TOTAL (CWIP)									8060503	124050
TOTAL CURRENT YEAR	1642593509	25609642	43894292	1624308859	416462017	144718000	6712268	554467749	1077901613	1226255542
TOTAL PREVIOUS YEAR	1637726041	6014216	1146748	1642593509	270745151	145895339	178473	416462017	1226255542	1368673901



- a) There are no intangible assets under development as on 31.03.2013 as well as on 31.03.2014.
- b) At each Balance Sheet date, an assessment is made whether any indication exists that an asset has been impaired. If any such indication exists, an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount is provided in the books of accounts.
- c) In respect of new unit, the expenditure incurred during construction period up to the date of commencement of commercial production is allocated to the relevant fixed assets.
- d) All the indirect expenses incurred during construction period upto the date of commencement of commercial production will be capitalized on various categories of fixed assets on proportionate bases.
- e) No borrowing cost has been capitalized during the current as well as in previous financial year.

9. Non Current Investments

Particulars	Current Year	Previous Year
	₹	₹
Other Investments		
Investment in Equity instruments	964865237	964853332
Total	964865237	964853332

9.1

Particulars	Current Year	Previous Year
	₹	₹
Aggregate amount of quoted investments (Market value of ₹ 1125954387/- ,Previous Year Market value of ₹ 771281763/-)	963902509	963890604
Aggregate amount of unquoted investments (Previous Year ₹ 962728)	962728	962728

9.2 Details of Other Investments

Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity / Others	No. of Shares/ Units		Quoted / Un-quoted	Partly Paid/ Fully paid	Extent of Holding (%)		Amount (₹)		Whether stated at Cost	If Answer to Column (9) is 'No' - Basis of Valuation
		C. Year	P. Year			C. Year	P. Year	C. Year	P. Year		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Investment in Equity Instruments											
M/s. Nahar Capital & Financial Services Limited	Associate	6611632	6611332	Quoted	Fully paid	39.481	39.480	367315960	367304055	Yes	N.A.
M/s. IDFC Limited	Others	5000	5000	Quoted	Fully paid	-	-	170000	170000	Yes	N.A.
M/s. Nahar Spinning Mills Limited	Associate	6902244	6902244	Quoted	Fully paid	19.138	19.138	381415718	381415718	Yes	N.A.
M/s. Nahar Industrial Enterprises Limited	Associate	2708800	2708800	Quoted	Fully paid	6.706	6.706	215000830	215000830	Yes	N.A.
M/s. Palm Motels Limited	Others	655	655	Unquoted	Fully paid	-	-	962729	962729	Yes	N.A.
Total								964865237	964853332		

**10. Deferred Tax Asset (Net of Liability)**

Particulars	Current Year	Previous Year
	₹	₹
Deferred Tax Liability		
Timing difference on account of Depreciation, change in rate of Tax etc.	123066729	123066729
Deferred Tax Asset		
Timing Difference on account of c/f of unabsorbed depreciation	130460603	130460603
Timing Difference on account of Allowances under section 43B	877149	877149
Net deferred Tax Asset	8271023	8271023

Deferred tax asset on current year profit/loss is not considered.

11. Long Term Loans & Advances

Particulars	Current Year	Previous Year
	₹	₹
Capital Advances	10631500	3062352
Security Deposits	9121295	35900
Total	19752795	3098252

12. Inventories

Particulars	Current Year	Previous Year
	₹	₹
a. Raw Materials and components	35149083	42312660
b. Work-in-progress	55672971	67805923
c. Finished goods	57680414	56345036
d. Waste/Scrap Material	459776	136662
e. Stores and spares	23812997	20981205
Total	172775241	187581486

13. Trade Receivables

Particulars	Current Year	Previous Year
	₹	₹
Trade receivables outstanding for a period less than six months from the date they are due for payment		
- Unsecured, considered good	310624779	262715791
	310624779	262715791
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
- Unsecured, considered good	1365581	3392986
- Unsecured, considered doubtful	676965	470478
Total	312667325	266579255

No trade receivables stated above include debts due by directors, Other officers of the company, firm in which director is a partner or private company in which director is a member. (Previous Year Same).

**14. Cash and cash equivalents**

Particulars	Current Year	Previous Year
	₹	₹
a. Balances with banks		
This includes:		
- In Current Accounts	472181	4381309
- Earmarked Balances (eg/- unpaid dividend accounts)	2852100	4775037
- Margin money FDR [#]	171214	159357
b. Cash on hand	542896	421823
Total	4038391	9737526

Fixed deposits with banks includes deposits of 1.71 Lacs (Previous year 1.59 Lacs) with maturity of more than 12 Months)

15. Short-term loans and advances

Particulars	Current Year	Previous Year
	₹	₹
MODVAT / Cenvat Credit Unutilised	60418045	98931859
Others Unsecured, considered good	122734770	52433323
Total	183152815	151365182

No Short-term loans and advances stated above include debts due Directors, Other officers of the company, firms in which director is a partner or private company in which director is a member. (Previous year Same)

16. Other Current Assets

Particulars	Current Year	Previous Year
	₹	₹
Advance Taxes (Net of Provisions)	7694104	5128780
Total	7694104	5128780

17. Operating Income

Particulars	Current Year	Previous Year
	₹	₹
Operating Income:		
Export Sales	479029037	268068661
Domestic Sales	2705270227	2068073297
	3184299264	2336141958
Less:		
Excise Duty	-290688126	-219387763
Net Sales	2893611138	2116754195
Export Incentives	9956848	7010894
OPERATING INCOME	2903567986	2123765089
Other Operating Income:		
Sales Miscellaneous	6714589	5025321
Profit from Commodity Dealing	-	45436500
Others	102880222	1779780
	109594811	52241601
Total	3013162797	2176006690

**17.1 Detail of Sales**

Particulars	Current Year	Previous Year
	₹	₹
EXPORT SALES		
- Direct Export of BOPP Film	479029037	268068661
Local Sales		
- Deemed Export of BOPP Film	69100357	79000032
- BOPP Film	2596747640	1922668161
- BOPP Other (Incl.Waste)	39422230	66405104
- Other (Misc.Scrap)	6714589	5025321
Total	3191013853	2341167279

18. Other Income

Particulars	Current Year	Previous Year
	₹	₹
Dividend Income (From Longterm Investments)	19541492	9974498
Interest Gross	1298635	1108696
Profit on Sale of Investments	-	2783768
Profit on Sale of Fixed Assets	343089	-
Misc. Receipts	427748	1080455
Prior Period Items	309866	1084449
Exchange Rate Difference	-	1115300
Total	21920830	17147166

19. Cost of Raw Material Consumed

Particulars	Current Year	Previous Year
	₹	₹
Opening Stock of Raw Material	42312660	27626238
Raw Material Purchases (Net of Sales)	2208127055	1682256917
Closing Stock of Raw Material	35149083	42312660
Raw Material Consumed	2215290632	1667570495

19.1 Detail of Raw Material Consumed

Particulars	Current Year	Previous Year
	₹	₹
PP Raisens and Additives	2215290632	1667570495

20. Change in Inventories of Finished Goods, Work in Progress and Stock in Trade

Particulars	Current Year	Previous Year
	₹	₹
OPENING STOCK		
- Finished Goods	56481699	9014590
- Work in Progress	67805923	31815623
	124287622	40830213
CLOSING STOCK		
- Finished Goods	-58140190	-56481699
- Work in Progress	-55672971	-67805923
(Increase) /Decrease in Finished Goods & WIP Stock	10474461	-83457409


20.1 Detail of Opening and Closing Stock of Goods Produced and Traded in

Particulars	Current Year	Previous Year
	₹	₹
OPENING STOCK		
BOPP Films	56345036	6902605
Waste	136663	2111985
CLOSING STOCK		
BOPP Films	57680414	56345036
Waste	459776	136663

21. Employee Benefits Expenses

Particulars	Current Year	Previous Year
	₹	₹
Salary Wages And Bonus	44878043	41039899
Contribution To PF,ESI, Group Insurance & Gratuity	4476646	4619041
Employee Welfare Exp.	3812693	3007150
TOTAL	53167382	48666090

21.1 The Employee's Gratuity fund scheme is managed by LIC. The following Table set out the funded status of the gratuity plan recognized as per the company's financial statement as at 31.03.2014

S.No.	Particulars	Current Year	Previous Year
		₹	₹
1	Assumptions		
	Discount Rate	8%	8%
	Salary Escalation	7%	7%
	Mortality Table (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
2	Reconciliation of Opening and Closing balances of defined benefit obligation:		
	Present value of obligations as at the beginning of the year	4675938	3546088
	Interest Cost	374075	283687
	Current Service Cost	570100	737045
	Benefit Paid	-	-
	Acturial (gain)/(Loss) on obligations	-92281	109118
	Present value of obligations as at the end of the year	5527832	4675938
3	Reconciliation of Opening and Closing balances of plan assets:		
	Fair value of plan as at the beginning of year	4759901	3630051
	Returns on plan asset	438859	334741
	Contributions	413035	795109
	Benefit Paid	-	-
	Acturial (gain)/(Loss) of Plan Asset	-	-
	Fair value of plan as at the end of year	5611795	4759901
4	Reconciliation of fair value of assets and obligations:		
	Present Value of obligations as at the end of year	5527832	4675938
	Fair value of plan as at the end of year	5611795	4759901
	Net Asset/(Liability) recognized in the Balance Sheet	-83963	-83963
5	Expenses Recognized in statement of Profit & Loss		
	Current Service Cost	570100	737045
	Interest Cost	374075	283687
	Expected return on plan asset	-438859	-334741
	Net Acturial (gain)/loss recognised in the year	-92281	109118
	Expenses Recognized in statement of Profit & Loss	413035	795109


22. Financial Expenses

Particulars	Current Year	Previous Year
	₹	₹
Interest expense		
- Interest To Banks		
- On Working Capital	18786999	7361659
- On Term Loans	111371100	143834748
- Interest to Others	7126888	6006980
Other borrowing costs	1595672	121663
Total	138880659	157325050

23. Other Expenses

Particulars	Current Year	Previous Year
	₹	₹
MANUFACTURING EXPENSES (A)		
Power And Fuel	174244742	146787589
Dyes & Chemicals	392473	348406
Machinery Repair And Maintenance	41572535	11576157
Other Manufacturing Expenses	2765390	1660564
Total (A)	218975140	160372716
SELLING EXPENSES (B)		
Advertisement	-	17360
Brokerage/Commission On Sale	4119658	3165001
Export Development And Sale Promotion	129797	76168
Packing & Forwarding Charges	157922728	112922561
Foreign Travelling Expenses (Others)	868756	374611
Rebate & Discount	58089147	65381977
Commission On Export Sales	5816737	1696797
Other Selling Expenses	158991	165589
Total (B)	227105814	183800064
EXCISE DUTY ON CLOSING STOCK (C)	50577	9281
ADMINISTRATIVE EXPENSES (D)		
Vehicle Maintenance	1009883	1188101
Conveyance	960142	702336
Rent	168540	161799
Fees And Taxes	1614381	629829
Insurance	5968845	4376533
Legal And Professional Expenses	1445727	1064111
Printing And Stationery	518712	444906
Postage And Telegraph	304547	331962
Miscellaneous Expenses	1691093	1906533
Directors Sitting Fees	205000	219102
Travelling Expenses		
Directors	102586	500
Others	938783	1241215
Auditors Remuneration		
Audit Fees	194720	181180
Tax Audit Fees	38990	36235
Certification Charges	3488	2138
Other Expenses	6300	3887
Telephone Expenses	697419	744908
Share Department Exp	218202	220502
Total (D)	16087358	13455776



OTHER EXPENSES (E)		
Building Repair & Maintenance	115737	749797
General Repair & Maintenance	1759468	1054251
Loss On Sale Of Fixed Assets	452884	113158
Amount Written Off	623798	915393
Previous Year Expenses	558976	242677
Previous Year Income Written Back	-	33221
Security Transaction Tax	13	21090
Bank Charges	3232455	1286639
Exchange Rate Difference	651554	-
Fines & Penalties	1400	-
Total (E)	7396285	4416226
Total (A to E)	469615174	362054063

24. Value of Imported and Indigenous Raw Materials, Stores, Spare Parts and Components Consumed

Particulars	Current Year ₹	% Age of Cons.	Previous Year ₹	% Age of C ons.
Raw Material				
- Imported	146547844	6.62%	150063161	9.00%
- Indigenous	2068742788	93.38%	1517507334	91.00%
Spare Parts, Stores and Components				
- Imported	48378685	33.87%	2263723	2.19%
- Indigenous	94458957	66.13%	101093556	97.81%

25. CIF Value of Imports

Particulars	Current Year ₹	Previous Year ₹
Raw Materials	140958849	147214316
Stores and Spares	27913199	8214839

26. Expenditure in Foreign Currency

Particulars	Current Year ₹	Previous Year ₹
Travelling	239790	242309
Commission on Export Sales	3215022	595287
Subscription Expenses	259185	215786

**27. Earning Per Share**

The calculation of Earnings per Share (EPS) as disclosed in the Balance Sheet Abstract has been made in accordance with Accounting Standard (AS)-20 on 'Earnings per Share' issued by the Institute of Chartered Accountants of India.

Particulars	Current Year	Previous Year
	₹	₹
BASIC AND DILUTED		
Earning per share has been computed as under:		
BASIC		
a) Profit after Taxation	29,60,229	(667,59,377)
b) Number of weighted average shares outstanding	245,87,991	245,87,991
c) Earning per share (face value Rs. 5/- per share)	0.12	(2.72)
DILUTED		
a) Profit after Taxation	29,60,229	(667,59,377)
b) Number of weighted average shares outstanding	245,87,991	245,87,991
c) Earning per share (face value Rs. 5/- per share)	0.12	(2.72)

28. Earning In Foreign Exchange

Particulars	Current Year	Previous Year
	₹	₹
FOB value of Exports	4530,95,030	2544,15,812

29. Related Party Disclosure:

Detail of transactions entered into with related parties during the period as required by Accounting Standard 18 on 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India are as under:

Sr. No.	Particulars	* Associates		Key Management Personnels & Their Relatives	
		Current Year ₹	Previous year ₹	Current Year ₹	Previous year ₹
1.	Inter Corporate Deposits Received	1450,00,000	925,00,000	-	-
2.	Inter Corporate Deposits repaid back	1450,00,000	925,00,000	-	-
3.	Interest Paid	70,87,466	59,47,602	-	-
4.	Fixed Assets Sold	446,13,393	-	-	-
5.	Misc. Sales	47,987	16,467	-	-
6.	Directors Sitting Fee	-	-	60,000	55,000
7.	Directors Remuneration	-	-	17,40,953	15,31,968
8.	Rent Paid	1,68,540	1,61,799	-	-
9.	DEPB Purchased	317,44,037	360,87,282	-	-
10.	DEPB Sold	45,588	3,15,910	-	-
11.	Closing Balance	-	-	-	-
	- Debtors/Receivables	1,96,565	2,36,494	-	-
	- Crs./Payable	-	-	-	-

*** Associates**

Nahar Spinning Mills Ltd., Nahar Capital & Financial Services Ltd., Nahar Industrial Enterprises Ltd., Oswal Woollen Mills Ltd., Vanaik Spinning Mills Ltd., Abhilash Growth Fund (P) Ltd., Atam Vallabh Financers Ltd., Bermuda Insurance Brokers Pvt. Ltd., Kovalam Investments & Trading Co. Ltd., Ludhiana Holdings Ltd., Monica Growth Fund (P) Ltd., Nagdevi Trading & Investment Co. Ltd., Nahar Growth Fund (P) Ltd., Neha Credit & Investment (P) Ltd., Ogden Trading & Investment Co.(P) Ltd., Ruchika Growth Fund (P) Ltd., Sankeshwar Holding Co. Ltd., Vanaik Investors Ltd., Vardhman Investments Ltd., J.L. Growth Fund Ltd., Jawahar Lal & Sons, Monte Carlo Fashions Ltd., Hug foods (P) Ltd., Simran & Shanaya Co.Ltd., Sidhant & Mannat Co.Ltd.

Key Management Personnel

Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Sh. Kamal Oswal and Sh. S.K. Sharma.

Relatives of Key Management Personnel

Mrs. Abhilash Oswal, Mrs. Ruchika Oswal, Mrs. Manish Oswal, Mrs. Ritu Oswal and Mrs. Monika Oswal.

30. Contingent Liabilities**PROVISION AND CONTINGENT LIABILITIES**

- a) Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if :
- the company has a present obligation as a result of past event.
 - a probable outflow of resources embodying economic benefits is expected to settle the obligation and
 - the amount of the obligation can be reliably estimated.
- b) Contingent Liability is disclosed in case of :
- a present obligation arising from a past event when it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or
 - a possible obligation, unless the probability of outflow in settlement is remote.

Particulars	Current Year	Previous Year
	₹	₹
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	Nil	Nil
(b) Guarantees	Nil	Nil
(c) Other money for which the company is contingently liable	Nil	Nil
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	97,26,960	89,27,689
(b) Uncalled liability on shares and other investments partly paid	Nil	Nil
(c) Letter of Credit outstanding in favour of Suppliers of Goods (Net of Advances)	157,52,822	237,50,128
(d) Other commitments (specify nature)	Nil	Nil
	254,79,782	326,77,817

WARRANTY CLAIMS

As per the nature of business of the company, the question of warranty claims does not arise. The routine claims on account of quality or quantity logged with the company other than those which are disputed one, are accounted for as and when accepted by the company.



31. GENERAL

- 1) Material events occurring after the balance sheet date are taken into cognizance.
- 2) Prior period and extra ordinary items of changes in account policies having material impact on the financial affairs of the Company (if any) are disclosed.
- 3) The accounts of the company have been prepared on going concern basis.
- 4) In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary courses of business at least equal to that stated in the Balance Sheet.
- 5) The company has only one reportable business segment and therefore no separate disclosure is required in accordance with Accounting Standard (AS)-17 on "segment reporting" notified by the Company (Accounting Standards) Rules, 2006.
- 6) Some balances of Sundry Creditors, Advances and Sundry Debtors are subject to their confirmation.
- 7) During the current year, the company has recognized Sales tax incentive of Rs.614.34 Lacs of previous two years period. Earlier the company's management was of the opinion that the income on account of sales tax incentive receivable from state government should be recognized only at the time of actual receipt by the company, since the amount accrues and available only after the assessment of the respective financial years and is being allowed to be set off against the subsequent year Liability of sales tax. Now as per the opinion expressed by our experts, we are recognizing this income on year to year basis. The current year income is accounted in last quarter.
- 8) Other operating income includes commodity dealing income of Nil, Previous Year Rs.4,54,36,500.
- 9) Previous year figures has been regrouped/reclassified to confirm the current year classification.

As per our Report of even date annexed
For GUPTA VIGG & COMPANY
Chartered Accountants
FRN 001393N

For & On behalf of the Board

Place : LUDHIANA
Date : 29.05.2014

VIPAN KR GUPTA
Partner
M.No.502737

RAKESH JAIN
Sr. Mgr. F&A

DINESH OSWAL
Director

S.K. SHARMA
Executive Director

NAHAR POLY FILMS LTD

Registered office: 376, Industrial Area – A, Ludhiana – 141003
CIN: L17115PB1988PLC008820

BALLOT FORM

(Please read the instructions before completing the Form)

Sr. No. _____

Name and Registered Address of the Sole/ First named Member :

Names of the Joint Member(s), if any :

Registered Folio No. / DP ID No. / Client ID No. :

No. of shares held :

I/We hereby exercise my/our vote(s) in respect of the following Resolutions as set out in the Notice dated August 11, 2014 of the Company by conveying my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark (✓) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We assent to the Resolution (AGAINST)
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.			
2	To appoint a director in place of Mr. Komal Jain (DIN 00399948), who retires by rotation and being eligible offers himself for re-appointment.			
3	To appoint a director in place of Sh. Dinesh Oswal (DIN 00607290), who retires by rotation and being eligible offers himself for re-appointment.			
4	To appoint Auditors and fix their remuneration			
5	To appoint Prof. Kanwar Sain Maini (DIN 00454686) as an Independent Director			
6	To appoint Dr. Amrik Singh Sohi (DIN 03575022) as an Independent Director			
7	To appoint Dr. (Mrs.) Harbhajan Kaur Bal (DIN: 00008576) as an Independent Director			
8	To appoint Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director			
9	To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director			
10	To appoint Dr. Vijay Asdhir (DIN 06671174) as an Independent Director			
11	To approve Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013			
12	To provide security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company			
13	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013			

Signature of the Member
or
Authorised Representative

Place:

Date:

Notes :

- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- (ii) Last date for receipt of Ballot Form: 26th September, 2014 (6:00 pm).
- (iii) Please read the instructions printed overleaf carefully before exercising your vote.



INSTRUCTIONS

1. General Instructions:

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. Members can also cast their votes at the Annual General Meeting of the Company to be held on 30th September, 2014. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below under instructions No. 2(c).
- d. Any query in relation to the Resolutions proposed to be passed at the ensuing Annual General Meeting may be addressed to the Company Secretary, at the Registered Office of the Company.
- e. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

2. Instructions for voting physically by Ballot Form:

- a. A member desirous of exercising his/her vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, Sh. P.S. Bathla, Practicing Company Secretary, SCO-6, 3rd Floor, Feroze Gandhi Market, Ludhiana – 141001.
- b. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- c. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- d. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on cut off date 13th September, 2014.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer at P.S. Bathla & Associates, Company Secretaries, SCO-6, 3rd Floor, Feroze Gandhi Market, Ludhiana – 141001, not later than the close of working hours (6:00 p.m.) on Friday, the 26th September, 2014. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2(g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- k. The results of the voting on Resolution will be announced on 1st October, 2014, at 4:00 p.m. at the Registered Office of the Company. The results would be displayed for the information of the Members and also posted on the Company's website i.e. www.owmnaahar.com, besides communicating to the Stock Exchanges where the Company's shares are listed.

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NAHAR POLY FILMS LTD

Registered office: 376, Industrial Area – A, Ludhiana – 141003
CIN: L17115PB1988PLC008820

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and
rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s)
Registered Address
Email ID
Folio No./ Client ID
DP ID

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name
Address
Email Id
Signatures

or failing him

2. Name
Address
Email Id
Signatures

or failing him

3. Name
Address
Email Id
Signatures

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 26th Annual General Meeting of the company, to be held on Tuesday, the 30th day of September, 2014 at 11:30 a.m. at the premises of Nahar M/s. Nahar Industrial Enterprises Ltd, Focal point, Ludhiana. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Optional	
		For	Against
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.		
2	To appoint a director in place of Mr. Komal Jain (DIN 00399948), who retires by rotation and being eligible offers himself for re-appointment.		
3	To appoint a director in place of Sh. Dinesh Oswal (DIN 00607290), who retires by rotation and being eligible offers himself for re-appointment.		
4	To appoint Auditors and fix their remuneration		
5	To appoint Prof. Kanwar Sain Maini (DIN 00454686) as an Independent Director		
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10	To appoint Dr. Vijay Asdhir (DIN 06671174) as an Independent Director		
11	To approve Limits of Borrowing u/s 180(1)(c) of the Companies Act, 2013		
12	To provide security u/s 180(1)(a) of the Companies Act, 2013 in connection with the borrowings of the Company		
13	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Signed this day of 2014

Signature of shareholder :

Signature of Proxy holder(s) :

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 26th Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Affix
Revenue
Stamp
of Rs. 1/-



NAHAR POLY FILMS LTD

Registered office: 376, Industrial Area – A, Ludhiana – 141003
CIN: L17115PB1988PLC008820

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D.P. ID*		Folio No.	
Client ID*		No. of Shares held	

Name & Address of the Shareholder _____

I / We hereby record my / our presence at the 26th Annual General Meeting of the Company being held on Tuesday, the 30th day of September, 2014 at 11:30 a.m. at the premises of Nahar M/s. Nahar Industrial Enterprises Ltd, Focal point, Ludhiana.

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.



Save Tree
Save Earth

Green Initiative

The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies. Your Company has decided to join the MCA in its environmental friendly initiative.

Henceforth, the Company proposes to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are having Demat Ac or send the same to the Company via e-mail at:- secret@owmnahar.com or greddressalnffl@owmnahar.com.

We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.

Regd. Post/Courier

If undelivered, please return to :
NAHAR POLY FILMS LIMITED
Regd. Office : 376, Industrial Area-'A',
Ludhiana-141 003

Printed at :
Macro Printers # 9872200749