Nahar POLY FILMS LTD.

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

NPFL/SD/2017/ September 27, 2017

1. The Manager,
   The National Stock Exchange of India Limited
   Exchange Plaza, 5th Floor, Plot No. C/1, G-Block
   Bandra-Kurla Complex, Bandra (E)
   MUMBAI – 400 051

2. The General Manager,
   The Bombay Stock Exchange Limited
   25th Floor, P.J. Tower,
   Dalal Street, Mumbai
   MUMBAI – 400 001

Dear Sir/Madam,

Pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are sending herewith Annual Report of the Company for the financial year 2016-17

Kindly take the same on your record.

Thanking you,

Yours faithfully,
For NAHAR POLY FILMS LTD

(NIDHI KHANDE)
COMPANY SECRETARY

Mumbai : 414, Raheja Chambers, 213 Nariman Point, Mumbai-400 021
Phones : 91-22-22835262, 22835362
Fax : 91-22-22872863
E-mail : mumbai@owmnahar.com

Gurgaon : Flat No. 22-B, Sector-18, Gurgaon-120 015 (INDIA)
Phones : 91-124-2430532-2430533
Fax : 91-124-2430536
E-mail : delhi@owmnahar.com

MARK OF INTEGRITY
NAHAR GROUP OF COMPANIES

The Nahar Group

29th Annual REPORT 2016-17



Nahar POLY FILMS LIMITED

BOARD OF DIRECTORS

Sh. Jawahar Lal Oswal
Chairman

Sh. Dinesh Oswal
Director

Sh. Kamal Oswal
Director

Sh. Dinesh Gogna
Director

Sh. Satish Kumar Sharma
Executive Director

Sh. Komal Jain
Independent Director

Dr. (Mrs.) H.K. Bal
Independent Director

Prof. Kanwar Sain Maini
Independent Director

Dr. Suresh Kumar Singla
Independent Director

Dr. Yash Paul Sachdeva
Independent Director

Dr. Amrik Singh Sohi
Independent Director

Dr. Vijay Asdhir
Independent Director

Sh. Rakesh Kumar Jain
Chief Financial Officer

Mrs. Nidhi Khande
Company Secretary

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

BANKERS
Oriental Bank of Commerce
Punjab National Bank

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

29th ANNUAL GENERAL MEETING

Day : Tuesday
Date : 26th September 2017
Time : 12.30 pm
Place : At the Premises of
Nahar Industrial Enterprises Limited
Focal Point, Ludhiana

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE **TWENTY NINTH ANNUAL GENERAL MEETING** of the members of **NAHAR POLY FILMS LIMITED** will be held on **Tuesday the 26 day of September, 2017 at 12.30 P.M.** at the premises of **M/s Nahar Industrial Enterprises Limited**, Focal point, Ludhiana to transact the following business:

ORDINARY BUSINESS:

ITEM NO: 1- ADOPTION OF FINANCIAL STATEMENTS

(I) To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31 March, 2017 and the Reports of the Board of Directors and Auditors thereon

(ii) To receive, consider and adopt the Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, and the Report of the Auditors thereon.

ITEM NO: 2 - DECLARATION OF DIVIDEND

To declare dividend @ 10% i.e. Rs.0.50 per Equity Share of Rs 5 each for the year ended 31 March, 2017.

ITEM NO: 3 - APPOINTMENT OF MR. DINESH OSWAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Dinesh Oswal (DIN 00607290), who retires by rotation and being eligible offers himself for re-appointment.

ITEM NO: 4 - APPOINTMENT OF MR. KAMAL OSWAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Kamal Oswal (DIN 00493213), who retires by rotation and being eligible offers himself for re-appointment.

ITEM NO: 5 - APPOINTMENT OF AUDITORS

To appoint Auditors 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the companies (Audit and Auditors) Rules, 2014 (including any statutory modifications (s) or re-enactment(s) thereof for the time being in force), M/s. YAPL & Co., Chartered Accountants (Firm Registration No. 017800N), K-102, Kismat Complex, Miller Ganj, Ludhiana-141003, be and are hereby appointed as Statutory Auditors of the Company (in place of M/s Gupta Vigg & Co., Chartered Accountants, the retiring Auditors), for a term of five consecutive years commencing from Company's financial year 2017-18 to hold office from the conclusion of the 29 Annual General Meeting of the Company till the conclusion of 34 Annual General Meeting to be held in the year 2022 at such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.

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

SPECIAL BUSINESS

ITEM NO: 6- RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force,) the Cost Auditors **M/s. Khushwinder Kumar & Associates (Firm Registration No.000102)** appointed by the Board to conduct the audit of the Cost Records of the Company for the Financial year ended March 31, 2018, be paid a remuneration of Rs. 45000/- (Rupess Forty Five Thousand Only)" plus GST and out of pocket expenses.

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

ITEM NO : 7- TO APPOINT DR. MANISHA GUPTA (DIN: 06910242) 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, and 164 read with Schedule IV

and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Dr. Manisha Gupta (DIN 06910242)**, who qualifies for being appointed as an Independent Director 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 her candidature for the office of the Independent Director, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation to hold office for 5 (five) consecutive years for a term upto September 25, 2022."

ITEM NO : 8- TO APPOINT DR. INDER MOHAN CHHIBBA (DIN 07913491) 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 & 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Dr. Inder Mohan Chhibba (DIN 07913491)**, who qualifies for being appointed as an Independent Director 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 the Independent Director, be and is hereby appointed as an Independent Director of the company not liable to retire by rotation to hold office for 5 (five) consecutive years upto September 25th, 2022.

ITEM NO: 9- TO RE-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 A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Dr. Amrik Singh Sohi (DIN 03575022)** who was appointed as Independent Director for three Consecutive years by the shareholders on 30th September, 2014 and who holds office upto the conclusion of 29th Annual General Meeting and who qualifies for being re-appointed as an Independent Director 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 the Independent Director, be and is hereby re-appointed as an Independent Director of the company not liable to retire by rotation to hold office for 5 (five) consecutive years for a Second term upto September 25, 2022.

ITEM NO: 10 TO RE-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 A SPECIAL RESOLUTION: "RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Dr. Suresh Kumar Singla (DIN 00403423),** who was appointed as Independent Director for three Consecutive years by the shareholders on 30th September, 2014 and who holds office upto the conclusion of 29th Annual General Meeting and who qualifies for being re-appointed as an Independent Director 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 the Independent Director, be and is hereby re-appointed as an Independent Director of the company not liable to retire by rotation to hold office for 5 (five) consecutive years for a Second term upto September 25, 2022.

ITEM NO: 11- TO RE-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 A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Dr. Yash Paul Sachdeva (DIN 02012337),** who was appointed as Independent Director for three Consecutive years by the shareholders on 30th September, 2014 and who holds office upto the conclusion of 29th Annual General Meeting and who qualifies for being re-appointed as an Independent Director 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 the Independent Director, be and is hereby re-appointed as an Independent Director of the company not liable to retire by rotation to hold office for 5 (five) consecutive years for a Second term upto September 25, 2022.

ITEM NO: 12- TO RE-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 A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 164 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **Dr. Vijay Asdhir (DIN 06671174),** who was appointed as Independent Director for three Consecutive years by the shareholders on 30th September, 2014 and who holds office upto the conclusion of 29th Annual General Meeting and who qualifies for being re-appointed as an Independent Director 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 the Independent Director, be and is hereby re-appointed as an Independent Director of the company not liable to retire by rotation to hold office for 5 (five) consecutive years for a Second term upto September 25th, 2022.

BY ORDER OF THE BOARD

NIDHI KHANDE
(COMPANY SECRETARY)

DATED : 12TH AUGUST, 2017

REGD.OFFICE
376, Industrial Area-A,
Ludhiana -141003(India)
CIN: L17115PB1988PLC008820
E-mail: secnel@owmnahar.com

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Explanatory Statement pursuant to Section 102(1) of Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this Notice.

4 The Route Map to reach the venue of the Annual General Meeting including prominent land mark for easy location is provided at the end of Annual Report.

5 The Register of Members and Share Transfer Register of the Company shall remain closed from 02 September, 2017 to 09 September, 2017 (both days inclusive) for the purpose of equity dividend for the year ended 31 March, 2017.

6 The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members, whose names appear in Register of members as on 1 September, 2017 or Register of beneficial owners, maintained by the Depositories at the close of 1 September, 2017.

7 Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividends up to the financial year 2008-09 has been transferred to Investor Education and Protection Fund. Further unpaid dividend for the year 2009-10 is to be transferred to Investor Education and Protection Fund in November, 2017. Shareholders who have not encased their dividend warrants relating to the said period are requested to claim the amount from the Company at the earliest.

8 Shareholders are requested to note that pursuant to Section 124 (6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the equity shares of the Company in respect of which dividend has remained unclaimed or unpaid for a period of seven consecutive years or more are required to be transferred to the IEPF Authority as per applicable Rules. The Company has already sent individual notices to the concerned shareholders at their registered addresses whose shares are liable to be transferred to the IEPF Authority as per applicable provisions advising them to claim their unclaimed dividends and also uploaded the details on its website i.e. www.owmnahar.com. In case the concerned shareholders do not claim their unclaimed dividend, the Company shall with a view to comply with the Rules, transfer the shares to the IEPF Authority without any further notice to the shareholders and no liability shall lie against the Company in respect of shares so transferred. The shareholders may not that upon transfer of the shares to IEPF Authority, including all benefits accruing on such shares, if any the same can be claimed only from IEPF Authority by following the procedure prescribed under the Rules.

9 The Company provides the facility of paying dividend through Electronics Clearing System (ECS). The members desirous of availing the facility of electronic credit of dividend are requested to ensure that their correct bank details alongwith 9 digit MICR code of their Bank is noted in the records of the Depository Participant (DP). Members, who hold the shares in physical form, should contact the Registrar & Transfer Agent or the Company in this regard. In order to prevent fraudulent encashment of dividend warrants, members are requested to provide their correct bank account details to their DP in case of electronic holding and to the Registrar & Transfer Agent or the Company in case of physical holding.

10 The Bank Account particulars of the members will be printed on the dividend warrants. 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 –141 003.

Members holding shares in electronic form are requested to notify change in their address/Bank details to their Depository Participants before 1 September, 2017.

11 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.

12 With a view to using natural resources responsibly, we request shareholders to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.

13. Electronic copy of the Annual Report for the year 2016-17 is being sent to all the members whose email Ids are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have

not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

14. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
15. The documents referred to in Explanatory Statement are open for inspection at the Registered Office of the Company on any working day (except Saturday and Holiday) between 10:00 A.M. To 12:00 Noon upto the date of Annual General Meeting.
16. Members seeking any information with regard to Annual Financial Statements 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 relevant information ready.
17. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13)
18. The information required to be provided under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed is given hereto and form part of the Notice. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the Securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi-110055.
20. 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.
21. In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility for voting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing remote e- voting facility to enable the shareholders to cast their votes electronically.
22. Notice of the 29 Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website i.e. www.owmnahar.com. The above said notice will also be available on the website of CDSL i.e. www.cdslindia.com.
23. The facility for voting via ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right at the meeting.

24. Instructions for shareholders Voting through electronic mode are as under:

1. The voting period begins on 23 September, 2017 (9:00 A.M.) and ends on 25 September, 2017 (5:00 P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19 September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter
2. The Members who have casted their vote by remote e-voting prior to meeting may also attend the meeting, but shall not be entitled to cast their vote again.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. 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.

6. Next enter the Image Verification as displayed and Click on Login.
7. 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.
8. If you are a first time user follow the steps given below:

	For members holding shares in Demat and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the Sequence Number in the PAN field. • In case the Sequence Number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with Sequence Number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id/Folio number in the Dividend Bank details field as mentioned in instruction (5).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant <NAHAR POLY FILMS LIMITED> on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. 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.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take a print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system
19. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
20. **Note for Non – Individual Shareholders and Custodians**
    a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves 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 a

Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

e) A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

21. 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.The helpdesk can also be contacted at 1800-200-5533.

22. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 19 September, 2017 may follow the same instructions as mentioned above for e-Voting.

23. Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:

Nidhi Khande

Company Secretary and Compliance Officer

376, Industrial Area-A, Ludhiana – 141003

0161-2600701 to 2600705

secnel@owmnahar.com

Other instructions:

24. Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut off date.

25. 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 (including the ballot forms received from members who do not have access to the e-voting process).

26. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favour or against, if any, forthwith to the Chairman of the Company

27. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.owmnahar.com and on the website of CDSL www.cdslindia.com/ www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

28. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 29 Annual General Meeting i.e 26 September, 2017.

29. A person who is not a Member as on the cut off date i.e. 19 September, 2017should treat this Notice for information purposes only.

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

The following statement sets out all material facts relating to the Special Business mentioned under Item No. 6, to Item No. 12 of the accompanying Notice:

ITEM NO. 6

As per the provisions of Companies (Cost Records and Audit) Amendment Rules, 2014 notified by MCA vide its notification dated 31st December, 2014, Company's activities fall within the purview of Cost Audit requirement. Accordingly the Board, at its meeting held on 30th May, 2017, on the recommendation of Audit Committee, approved the appointment and remuneration of Rs.45000/- (Rupees Forty Five Thousand Only) of M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for conducting the Cost Audit of the Cost records of the Company for the financial year ended 31st March, 2018.

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

Company.

Accordingly consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out the Item No. 6 of the Notice for ratification of remuneration payable to M/s. Khushwinder Kumar & Associates, (Firm Registration No. 000102) for financial year ended 31st March, 2018.

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

The Board recommends the Ordinary Resolution for your approval.

ITEM NO. 7

Pursuant to the provisions of section 149 read with Schedule IV of the Companies Act, 2013 read with the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, appointment of an independent Director requires approval of Members. The Company has received a notice in the writing from a member along with the deposit of requisite amount under the section 160 of the Companies Act, 2013 proposing the candidature of Dr. Manisha Gupta for the office of the Independent Director of the Company.

The Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Manisha Gupta, has recommended to the Board her appointment. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Manisha Gupta in its Meeting held on 12th August, 2017 has proposed the appointment of Dr. Manisha Gupta, as an Independent Director on the Board of the Company for a term of five Consecutive years commencing from this Annual General Meeting upto September 25th, 2022.

Dr. Manisha Gupta is 38years of age. She is B.Com, MBA (Finance), UGC and Ph.D. She is having more than 17 years of experience in Teaching and Research of Management and Administration. Presently, she is working as a Director at Punjab Institute of Management and Technology, Mandi Gobindgarh. Having regard to her vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Manisha Gupta (i) consent in writing to act as director in Form DIR-2 pursuant to 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. Manisha Gupta fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013. Read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. She is independent of Management and possesses appropriate skills, experience and knowledge. Copy of draft letter of her appointment as an Independent Director is 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 and is also available on Company's website www.owmnahar.com.

Dr. Manisha Gupta does not hold by herself or for any other person on a beneficial basis, any shares in the Company.

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

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

The Board recommends the ordinary resolution set out at Item No.7 of the Notice for approval of the members.

ITEM NO .8

Pursuant to the provisions of section 149 read with Schedule IV of the Companies Act, 2013 read with the SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, appointment of an independent Director requires approval of Members. The Company has received a notice in the writing from a member along with the deposit of requisite amount under the section 160 of the Companies Act, 2013 proposing the candidature of Dr. Inder Mohan Chhibba for the office of the Independent Director of the Company.

The Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Inder Mohan Chhibba, has recommended to the Board his appointment. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Inder Mohan Chhibba in its Meeting held on 12th August, 2017 has proposed the appointment of Dr. Inder Mohan Chhibba, as an Independent Director on the Board of the Company for a term of five Consecutive years commencing from this Annual General Meeting upto September 25th, 2022.

Dr. Inder Mohan Chhibba is 69 years of age. He is M.sc (soils) and Ph.D (Soil Sci & Agri.Chem). He is having more than 36 years of experience in Teaching and extension activities of the Punjab Agricultural University (PAU) Ludhiana. Presently, He is involved in the outreach activities and farmer advisements through organizing workshops and training courses. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Inder Mohan Chhibba (i) consent in writing to act as director in Form DIR-2 pursuant to 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. Inder Mohan Chhibba fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013. Read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of draft letter of his appointment as an Independent Director is 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 and is also available on Company's website www.owmnahar.com.

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

None of the Directors except Dr. Inder Mohan Chhibba, Key Managerial Personnel or their relatives, in any way may be deemed to be concerned or interested financially or otherwise in the Resolution.

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

The Board recommends the ordinary resolution set out at Item No.8 of the Notice for approval of the members.

ITEM NO. 9

Pursuant to the provisions of section 149 of Companies Act, 2013 read with Schedule IV of the Companies Act, 2013 and read with ertswhile clause 49 of the Listing Agreement, Dr. Amrik Singh Sohi was appointed as Independent Director to hold office for three Consecutive years for a term upto the Conclusion of 29th Annual General Meeting. Thus his period of office will be expiring at the conclusion of 29th Annual General Meeting Scheduled to be held on 26 September, 2017. The Company has received a Notice in writting from a member along with the deposit of requisit amount under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Amrik Singh Sohi for the office of the Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation of Independent Directors, the Board has proposed the re-appointment of Dr. Amrik Singh Sohi as Independent Director for a Second Term of 5 (five) consecutive years commencing from this Annual General Meeting upto September 25, 2022.

Dr. Amrik Singh Sohi is M.Sc. and Ph.D. He is an eminent educationist having 38 years of experience in Teaching and Entomology Research. He retired from Punjab Agriculture University, Ludhiana as Sr. Entomologist (Professor). He was a member of state level team for evaluation of Bt. Cotton Hybrids in Punjab. Now, he is working as a consultant in PGR Cell, Sri Rattan Tata Trust, and Mumbai.

Having regard to his vast expertise and knowledge, it will be in the interest of Company to appoint him as an Independent Director for a further term of five years commencing from this Annual General

Meeting to upto the conclusion of 34 Annual General Meeting.

Accordingly, the Board on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation has decided to re-appoint Dr. Amrik Singh Sohi as an Independent Director.

The Company has received from Dr. Amrik Singh Sohi (i) consent in writing to act as director in Form DIR-2 pursuant to 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 fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Dr. Amrik Singh Sohi is independent of management and possesses appropriate skill, experience & knowledge. Copy of draft letter of 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 and is also available on Company's website www.owm nahar.com.

The Board is of the opinon his continued association would be of immense benefits to the Company and it is desirable to continue to avail the services of Dr. Amrik Singh Sohi as an Independent Director.

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

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

Brief resume of Dr. Amrik Singh Sohi, nature of his expertise in specific functional area and names of the companies in which he holds the directorships/ memberships/chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulaped under SEBI LODR (Listing Obligation and Disclosure Requirement) Regulations, 2015 are provided at the end of this Notice.

The Board recommends the Special resolution set out at Item No.9 of the Notice for approval of the members.

ITEM NO. 10

Pursuant to the provisions of section 149 of Companies Act, 2013 read with Schedule IV of the Companies Act and read with erstwhile Clause 49 of the Listing Agreement, Dr. Suresh Kumar Singla was appointed as Independent Director to hold office for three Consecutive years for a term upto the Conclusion of 29th Annual General Meeting. Thus his period of office will be expiring at the conclusion of 29th Annual General Meeting Scheduled to be held on 26 September, 2017. The Company has received a Notice in writting from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Suresh Kumar Singla for the office of the Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation of Independent Directors, the Board has proposed the re-appointment of Dr. Suresh Kumar Singla as Independent Director for a Second Term of 5 (five) consecutive years commencing from this Annual General Meeting upto September 25, 2022

Dr. Suresh Kumar Singla 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. Thereafter he joined G.N.A. Management School at Phagwara and retired in the year 2016. He is a Management expert having wide knowledge and experience of more than 34 years.

Having regard to his vast expertise and knowledge, it will be in the interest of Company to appoint him as an Independent Director for a further term of five years commencing from this Annual General Meeting to upto the conclusion of 34 Annual General Meeting.

Accordingly, the Board on the recommendation of Nomination and Remuneration Committee and on the basis of Performance Evaluation Report, decided to re-appoint Dr. Suresh Kumar Singla as an Independent Director.

The Company has received from Dr. Suresh Kumar Singla (i) consent in writing to act as director in Form

DIR-2 pursuant to 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 fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Dr. Suresh Kumar Singla is independent of Management and also possesses appropriate skill, experience and knowledge. Copy of draft letter of 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 and is also available on Company's website www.owmnahar.com.

The Board is of the opinion that his continued association would be of immense benefits to the Company and it is desirable to continue to avail the services of Dr. Suresh Kumar Singla as an Independent Director.

Dr. Suresh Kumar Singla does not hold by himself or for any other person on a beneficial basis, any share in the company

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

Brief resume of Dr. Suresh Kumar Singla, nature of his expertise in specific functional area and names of the companies in which he holds the directorships/ memberships/chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulaped under SEBI LODR (Listing Obligation and Disclosure Requirement) Regulations, 2015 are provided at the end of this Notice.

The Board recommends the Special resolution set out at Item No.10 of the Notice for approval of the members.

ITEM NO. 11

Pursuant to the provisions of section 149 of Companies Act, 2013 read with Schedule IV of the Companies Act and read with erstwhile Cause 49 of the Listing Agreement, Dr. Yash Paul Sachdeva was appointed as Independent Director to hold office for three Consecutive years for a term upto the Conclusion of 29th Annual General Meeting. Thus his period of office will be expiring at the conclusion of 29th Annual General Meeting Scheduled to be held on 26 September, 2017. The Company has received a Notice in writting from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Yash Paul Sachdeva for the office of the Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation of Independent Directors, the Board has proposed the re-appointment of Dr. Yash Paul Sachdeva as Independent Director for a Second Term of 5 (five) consecutive years commencing from this Annual General Meeting upto September 25, 2022.

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.

Having regard to his vast expertise and knowledge, it will be in the interest of Company to appoint him as an Independent Director for a further term of five years commencing from this Annual General Meeting to upto the conclusion of 34 Annual General Meeting.

Accordingly, the Board on the recommendation of Nomination and Remuneration Committee and on the basis of Performance Evaluation Report, decided to re-appoint Dr. Yash Paul Sachdeva as an Independent Director.

The Company has received from Dr. Yash Paul Sachdeva (i) consent in writing to act as director in Form DIR-2 pursuant to 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 fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI LODR (Listing Obligation and Disclosure Requirement) Regulations, 2015 Dr. Yash Paul Sachdeva is independent of Management and also possesses appropriate skill, experience and knowledge. Copy of draft letter of 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 and is also available on Company's website www.owmnahar.com.

The Board is of the opinion that his continued association would be of immense benefits to the Company and it is desirable to continue to avail the services of Dr. Yash Paul Sachdeva as an Independent Director.

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

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

Brief resume of Dr. Suresh Kumar Singla, nature of his expertise in specific functional area and names of the companies in which he holds the directorships/ memberships/chairmanships of Board

Committees, shareholding and relationship between Directors inter-se as stipulaped under SEBI LODR (Listing Obligation and Disclosure Requirement) Regulations, 2015 are provided at the end of this Notice.

The Board recommends the Special resolution set out at Item No.11 of the Notice for approval of the members.

ITEM NO. 12

Pursuant to the provisions of section 149 of Companies Act, 2013 read with Schedule IV of the Companies Act and read with erstwhile Clause 49 of the Listing Agreement, Dr. Vijay Asdhir was appointed as Independent Director to hold office for three Consecutive years for a term upto the Conclusion of 29th Annual General Meeting. Thus his period of office will be expiring at the conclusion of 29th Annual General Meeting Scheduled to be held on 26 September, 2017. The Company has received a Notice in writting from a member along with the deposit of requisite amount under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Vijay Asdhir for the office of the Independent Director of the Company.

Based on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation of Independent Directors, the Board has proposed the re-appointment of Dr. Vijay Asdhir as independent Director for a Second Term of 5 (five) consecutive years commencing from this Annual General Meeting upto September 25, 2022.

Dr. Vijay Asdhir is 70 years of age and M.Com, P.h.D. & having more than 36 years experience in Teaching and Administration. He retired as Head of Commerce Department (Post Graduate), Government College, Ludhiana. Presently, he is working as a Director in the Khalsa Institute of Management, Ludhiana.

Having regard to his vast expertise and knowledge, it will be in the interest of Company to appoint him as an Independent Director for a further term of five years commencing from this Annual General Meeting to upto the conclusion of 34 Annual General Meeting.

Accordingly, the Board on the recommendation of Nomination and Remuneration Committee and on the basis of Performance Evaluation Report, decided to re-appoint Dr. Vijay Asdhir as an Independent Director.

The Company has received from Dr. Vijay Asdhir (i) consent in writing to act as director in Form DIR-2 pursuant to 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 fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI LODR (Listing Obligation and Disclosure Requirement) Regulations, 2015. Dr. Vijay Asdhir is

independent of Management and also possesses appropriate skill, experience and knowledge. Copy of draft letter of 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 and is also available on Company's website www.owm nahar.com.

The Board is of the opinion that his continued association would be of immense benefits to the Company and it is desirable to continue to avail the services of Dr. Vijay Asdhir as an Independent Director.

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

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

Brief resume of Dr. Vijay Asdhir, nature of his expertise in specific functional area and names of the companies in which he holds the directorships/ memberships/chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulaped under SEBI LODR (Listing Obligation and Disclosure Requirement) Regulations, 2015 are provided at the end of this Notice.

The Board recommends the resolution set out at Item No.12 of the Notice for approval of the members.

Information pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations Act, 2015 regarding Director seeking appointment/re-appointment.

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

1. Name:	Sh. Dinesh Oswal
Age:	50 Years
Qualification:	Commerce Graduate
Expertise:	Having Business experience of more than 32 years in the industry.
Shareholding	105273

Listed Companies (other than Nahar Poly Films Limited) in which Sh. Dinesh Oswal holds Directorship, Chairmanship and Membership of Board:

Directorship of Board :

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Ltd.	Managing Director
2.	Nahar Capital & Financial Services Ltd.	Managing Director
3.	Nahar Industrial Enterprises Ltd.	Director

Chairmanship of Board Committees : NIL

Member of Board Committees : NIL

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

2. Name:	Sh. Kamal Oswal
Age:	55 Years
Qualification:	B.Com
Expertise:	Having more than 35 years experience in Textile and Woollen industry.
Shareholding	317500

Listed Companies (other than Nahar Poly Films Limited) in which Sh. Kamal Oswal holds Directorship, Chairmanship and Membership of Board:

Directorship of Board :

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Ltd.	Director
2.	Nahar Capital & Financial Services Ltd.	Director
3.	Nahar Industrial Enterprises Ltd.	Vice Chairman Cum Managing Director

Chairmanship of Board Committees : NIL

Member of Board Committee:

Sr. No.	Name of the Company	Committee	Status
1.	Nahar Industrial Enterprises Limited	Stakeholder's Relationship	Member

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

3. Name:	Dr. Manisha Gupta
Age:	38 Years
Qualification:	B.Com, MBA (Finance), UGC, Ph.D.
Expertise:	Having more than 17 years experience of Teaching and Research of Management and Administration

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Manisha Gupta holds

Directorship, Chairmanship and Membership of Board:

Directorship of Board :

Sr. No.	Name of the Company	Status
1.	Monte Carlo Fashions Limited	Independent Director

Chairmanship of Board Committees : NIL

Member of Board Committee:

Sr. No.	Name of the Company	Committee	Status
1.	Monte Carlo fashions Limited	Audit	Member

Shareholding in the Company : NIL

Disclosure of relationship between Directors inter-se : NIL

4. Name:	Dr. Inder Mohan Chhibba
Age:	69 Years
Qualification:	B.sc (Agri), M.sc (Soils) Ph.D (Soil Sci & Agri Chem)
Expertise:	Having more than 36 years experience of Teaching, Reserch and extension activities of the Punjab Agricultural University (PAU), Ludhiana.

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Inder Mohan Chhibba holds Directorship, Chairmanship and Membership of Board:

Directorship : NIL

Chairmanship of Board Committees : NIL

Member of Board Committees : NIL

Shareholding in the Company : NIL

Disclosure of relationship between Directors inter-se : NIL

5. Name:	Dr. Amrik Singh Sohi
Age:	70 Years
Qualification:	M.sc, Ph.D.
Expertise:	Having more than 39 years experience in Teaching an Entomology Research.

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Amrik Singh Sohi holds Directorship, Chairmanship and Membership of Board:

Directorship of Board : NIL

Chairmanship of Board :

Sr. No.	Name of the Company	Committee	Status
1.	Nahar Capital & Financial Services Limited	Stakeholder's Relationship	Chairman

Member of Board Committee:

Sr. No.	Name of the Company	Committee	Status
1.	Nahar Spinning Mills Ltd.	Nomination and Remuneration & Stakeholder's Relationship	Member Member

Shareholding in the Company : NIL

Disclosure of relationship between Directors inter-se : NIL

6. Name:	Dr. Suresh Kumar Singla
Age:	68 Years
Qualification:	M.A (Stats & Eco.) & Ph.D.(Stats)
Expertise:	Having more than 36 years experience in Teaching Business Management and Administration.

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Suresh Kumar Singla holds Directorship, Chairmanship and Membership of Board:

Directorship of Board : NIL

Chairmanship of Board :

Sr. No.	Name of the Company	Committee	Status
1.	Monte Carlo fashions Ltd.	Audit	Chairman
2.	Nahar Spinning Mills Ltd.	Audit	Chairman
3.	Nahar capital and Financial Services Ltd.	Nomination and Remuneration	Chairman

Member of Board Committee:

Sr. No.	Name of the Company	Committee	Status
1.	Monte Carlo Fashions Ltd.	Nomination and Remuneration	Member
2.	Nahar Spinning Mills Ltd.	Nomination and Remuneration & Corporate Social Responsibility	Member Member
3.	Nahar Capital and Financial Services Ltd.	Stakeholder's Relationship & Audit & Corporate Social Responsibility	Member Member

Shareholding in the Company : NIL

Disclosure of relationship between Directors inter-se : NIL

7.	Name:	Dr. Yash Paul Sachdeva
	Age:	55 Years
	Qualification:	MBA & Ph.D.
	Expertise:	Having more than 27 years experience in Teaching Business Management and Administration.

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Yash Paul Sachdeva holds Directorship, Chairmanship and Membership of Board:

Directorship of Board : NIL

Chairmanship of Board :

Sr. No.	Name of the Company	Committee	Status
1.	Monte Carlo Fashions Ltd.	Nomination & Remuneration	Chairman

Member of Board Committee:

Sr. No.	Name of the Company	Committee	Status
1.	Monte Carlo Fashions Ltd.	Stakeholder's Relationship & Audit	Member Member
2.	Nahar Industrial Enterprises Ltd.	Stakeholder's Relationship & Nomination and Remuneration	Member Member

Shareholding in the Company : NIL

Disclosure of relationship between Directors inter-se : NIL

8.	Name:	Dr. Vijay Asdhir
	Age:	70 Years
	Qualification:	M.Com & Ph.D.
	Expertise:	Having more than 36 years experience in Teaching Business Management and Administration.

Listed Companies (other than Nahar Poly Films Limited) in which Dr. Vijay Asdhir holds Directorship, Chairmanship and Membership of Board:

Directorship of Board :

Sr. No.	Name of the Company	Committee	Status
1.	Ludhiana Stock Exchange Limited	---	---

Chairmanship of Board :

Sr. No.	Name of the Company	Committee	Status
1.	Nahar Industrial Enterprises Limited	Audit Nomination and Remuneration	Chairman Chairman

Member of Board Committee:

Sr. No.	Name of the Company	Committee	Status
1.	Nahar Industrial Enterprises Limited	Stakeholder's Relationship	Member

Shareholding in the Company : NIL

Disclosure of relationship between Directors inter-se : NIL

BY ORDER OF THE BOARD

NIDHI KHANDE
(COMPANY SECRETARY)

DATED : 12TH AUGUST, 2017
REGD.OFFICE
376, Industrial Area-A,
Ludhiana -141003(India)
CIN: L17115PB1988PLC008820
E-mail: secnel@owmnahar.com

DIRECTORS REPORT

Dear Members,

Your directors have pleasure in presenting the **TWENTY NINTH ANNUAL REPORT** on the affairs of the Company for the financial year ended **31st March, 2017.**

FINANCIAL PERFORMANCE

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

(Rs. In Lakhs)

	STANDALONE		CONSOLIDATED	
PARTICULARS	**CURRENT YEAR**	**PREVIOUS YEAR**	**CURRENT YEAR**	**PREVIOUS YEAR**
Profit before tax	**817.35**	1756.59	**1717.76**	2090.76
Less:				
Provision for taxation	(**179.11**)	591.73	(**179.11**)	591.73
(I) Current Tax	**314.50**	347.24	**314.50**	347.24
(ii) Deferred Tax	**-493.61**	244.49	**-493.61**	244.49
Profit after Tax	**996.46**	1164.86	**1896.87**	1499.03
Add: Surplus of last year Brought Forward	**1.02**	475.68	**335.19**	1130.57
Income Tax Adjustment for prior periods	**0.78**	0.45	**0.12**	0.45
	998.26	1640.99	**2232.18**	2630.05
APPROPIATION				
Proposed Dividend	**0**	122.94	**0**	122.94
Tax on Distributed Profit	**0**	25.03	**0**	25.03
Transfer to CSR Expenditure Reserve	**16.63**	0	**16.63**	0
Share of CDT Paid by Associates	**0**	0	**20.19**	20.19
Transfer to General Reserve	**0**	1492.00	**0**	2126.70
Surplus carried to Balance Sheet	**981.63**	1.02	**2195.36**	335.19
	998.26	1640.99	**2232.18**	2630.05

FINANCIAL PERFORMANCE REVIEW AND STATE OF AFFAIRS

We would further like to inform you that the disclosure requirements as per Accounting Standard AS 17 issued by the Institute of Chartered Accountants of India, New Delhi are not applicable to the company as the main business activities of company falls under single segment i.e. "BOPP Films".

Further, pursuant to the requirement of section 129(3) of the Companies Act, 2013 the Company has consolidated the Financial Statements for the year ended 31st March, 2017 in respect of its Associate Companies. We would brief you regarding the Financial Performance of the company on Standalone as well as Consolidated basis, which is as under:-

STANDALONE FINANCIAL PERFORMANCE

From the above, we are pleased to inform you that during the year under review on standalone basis, though the Company has achieved a Total Income of Rs. 259.57 Crores as against 264.54 Crores showing a marginal fall of 1.88% over the previous year. It earned a Profit before tax of Rs. 8.17 Crores as against Rs. 17.57 Crores in the previous year. After providing provision for taxation (Including Deferred Tax) of Rs. 1.79 Crores, it earned a Net Profit of Rs. 9.96 Crores in the current year as against Rs. 11.64 Crores in the previous year.

CONSOLIDATED FINANCIAL PERFORMANCE

On consolidated basis the Company earned Total Income of Rs. 258.58 Crores during the year under review as against Rs.263.55 Crores in the previous year. It earned a profit before tax of Rs. 7.18 Crores as against Rs. 16.57 Crores in the previous year After Providing provision for taxation (Including Deferred Tax) of Rs 1.79 Crores, it earned a Net Profit (including profit of associates) of Rs. 18.97 Crores as against Rs. 14.99 Crores in the previous year.

TRANSFER TO RESERVE

The Company has not transferred any amount to the General Reserve and thus company's General Reserve stands on Rs.101.60 crores as on 31 March, 2017. However, after making adjustment of Dividend, Tax on Dividend, CSR Expense Reserve, and Adjustment of income tax for the year an amount of Rs.9.81 Crores has been retained in the Surplus Account and thus, Retained Earnings/Surplus Account stand increased to Rs.9.82 Crores as on 31 march, 2017.

DIVIDEND

The Board in its meeting held on 30 May, 2017 has recommend a dividend @ 10% i.e. (Rs. 0.50/- per Equity Share of 5/- each) on the paid up equity share capital for the financial year ended 31st March, 2017. The proposal is subject to the approval of the Shareholders at the ensuing annual general meeting to be held on 26 September, 2017.The total dividend declared (excluding dividend distribution tax) for the current year is Rs Rs. 1.23 crores.

The dividend, if approved at the forthcoming Annual General Meeting, will be paid out of profits of the Company to all those shareholders whose names shall be appear in the Register of Members on 1 September 2017 or Register of Beneficial Owners, maintained by the Depositories as at the close of 1 September 2017.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions section 124(5) of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 all dividends which remains unpaid/unclaimed for a period of seven years from the date of such transfer shall be transferred by the company to the IEPF (Investor Education and Protection Fund) established by Central Government

Accordingly, the company has transferred an amount of Rs. 2,98,714 (Rs. Two Lacs Ninety Eight Thousand Seven Hundred and Forteen only) being the amount of unclaimed dividend for the year 2008-2009 to the Investor Education and Protection Fund. Further, unpaid dividend for the year 2009-2010 shall be transferred to Investor Education and Protection Fund pursuant to section 124(5) of the Companies Act, 2013 in November, 2017. The Company has also sent letter/notice to the shareholders informing

them to claim the unclaimed dividend from the Company before transferring the same to the Investor Education and Protection Fund.

Pursuant to the provisions of Section 124 (6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Equity shares of the Company in respect of which dividend has remained unclaimed or unpaid for a period of seven consecutive years or more are required to be transferred to the IEPF Authority as per applicable provisions

The Company has already sent individual notices to the concerned shareholders at their registered addresses whose share are liable to be transferred to the IEPF Authority advising them to claim their unclaimed dividend and also uploaded the details on its website i.e. www.owmnahar.com

In case the concerned shareholders do not claim their unclaimed dividends, the Company shall with a view to comply with the Rules, transfer the shares to the IEPF Authority without any further notice to the shareholders and no liability shall lie against the Company in respect of the shares so transferred. The shareholders may note that upon transfer of the shares to IEPF Authority, including all benefits accruing on such shares, if any, the same can be claimed only from IEPF Authority by following the procedure prescribed under the Rules.

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors have submitted their declaration to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed/re-appointed as Independent Directors under the provisions of the Companies Act, 2013 and the rules made thereunder.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to provisions of section 152(6) of the Companies Act, 2013 and Article 117 of Article of Association of the Company, Sh. Dinesh Oswal (DIN 00607290) and Sh. Kamal Oswal (DIN 00493213), will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board recommends their re-appointment to the members of the Company at the ensuing Annual General Meeting.

The shareholders vide their Special Resolution dated 30.09.2016 has reappointed Mr. Satish Kumar Sharma Executive Director of the Company for a further period of Five Years w.e.f. 1st August, 2017 to 31st July, 2022.

We would also like to inform you that the first term of office of the Dr. (Mrs.) H.K. Bal, Prof. K.S. Maini, Dr. Suresh Kumar Singla, Dr. Amrik Singh Sohi, Dr. Yash Paul Sachdeva,and Dr Vijay Asdhir as Independent Directors, expires at the ensuing Annual General Meeting.

Dr. (Mrs.) H.K. Bal, and Prof. K.S. Maini, have requested the Board not to consider them for re-appointment and relieve them from the office of the director after the expiry of their present term. The Board places on record its appreciation towards valuable contribution made by Dr. (Mrs.) H.K. Bal, and Prof K.S. Maini during their tenure as Directors of the Company.

Further, pursuant to the Notice received along with the deposit of requiset amount under section 160 of the Companies act, 2013, the Board on the recommendation of Nomination and Remuneration Committee and on the basis of report of performance evaluation of Directors, has decided to re-appoint Dr. Suresh Kumar Singla (DIN 00403423) and Dr. Amrik Singh Sohi (DIN 03575022), Dr. Yash Paul Sachdeva (DIN 02012337) and Dr Vijay Asdhir (DIN 06671174) as Independent Directors to hold office for a second term of five consecutive years upto 25th September, 2022. The necessary resolutions for their appointment have been proposed in the accompanying Notice for your approval.

We would also like to inform you that the company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the Companies Act. 2013, proposing the candidature of Dr. Inder Mohan Chhibba (DIN 07913491) and Dr. Manisha Gupta (DIN 06910242), as Independent Directors of the Company. The Nomination and Remuneration Committee after verifying their profile and suitability has recommended their appointment to the Board. Accordingly, the Board having regard to their skills, experience and knowledge has proposed the appointment of Dr. Inder Mohan Chhibba (DIN 07913491) and Dr. Manisha Gupta (DIN 06910242), as Independent Directors of the Company to hold office for five consecutive years for a term upto 25th September, 2022. The necessary resolution for their appointment have been proposed in the accompanying Notice for your approval

Pursuant to the provisions of Section 203 of the Companies Act, 2013 Mr. Satish Kumar Sharma, Executive Director, Mr. Rakesh Kumar Jain, Chief Financial Officer and Mrs. Nidhi Khande, Company Secretary are the Key Managerial Personnel (hereinafter referred as KMP) of the Company.

BOARD EVALUATION

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

The Board carried out a formal Annual performance evaluation as per the criteria/framework laid down by the Nomination and Remuneration Committee of the company and adopted by the Board. The evaluation was carried out through a structured evaluation process to evaluate the performance of individual directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills,

behavior, leadership qualities, level of engagement and contribution, independence of judgment, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders. The performance evaluation of the Independent Directors was carried out by the entire board except the participation of concerned Independent Director whose evaluation was to be done. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and the approved evaluation results thereof.

CORPORATE POLICIES:

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

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

Name of the Policy	Brief Description
Appointment & Remuneration Policy	Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015, the Board of Directors in their meeting held on 3rd February, 2015 approved the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and other employees as recommended by Nomination and Remuneration Committee. The Policy formulates the principle and criteria for determining qualification, competences, positive attributes, integrity and independence etc. for Directors, Senior Management Personnel including its Key Managerial Personnel (KMP) and employees of the Company. The Policy also laid down the criteria for determining the remuneration of Directors, key manager personnel and other employees.
Corporate Social Responsibility Policy	Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with companies (Corporate Social Responsibility Policy Rules, 2014, the CSR Committee formulated and adopted by the Board. The CSR policy outlines the various programmes/ projects/ activities to be undertaken by the Company as laid down in Schedule VII of the Companies Act, 2013.
Whistle Blower Policy	Pursuant to the provisions of Section 177 of the Companies Act, 2013 company has formulated and adopted Vigil Mechanism/ whistle Blower policy for its directors and employees. The aim of the policy is to provide a channel to the directors and employees to report their genuine concerns about unethical behavior, actual or suspected fraud or violation of the code of conduct.
Policy on Material Related Party Transactions	Pursuant to the requirements of regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved a policy on Materiality of Related Party Transactions and Dealing with Related Party Transactions. The policy regulates the transactions between the company and its group companies and related parties. The Policy has been uploaded on the Company's website and can be accessed at http://www.owmnahar.com/nahar_polyfilm/pdf/RPT-NAHAR-POLY.pdf
Insider Trading Policy	To provide the framework for dealing in the Securities of the company by the Insiders, the Board has approved and adopted the following Codes in its Meeting held on 30.05.2016 under SEBI (Prohibition of Insider Trading) Regulations, 2015: I. Code of practices and procedures for fair disclosure of unpublished price sensitive information.. ii. Code of conduct to regulate, monitor and report trading by insiders.

	The Code helps to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.
Policy for Preservation of Document Policy	Board of directors in their meeting held on 10 February, 2016 has approved and adopted the policy for Preservation of documents. The Policy segregates the documents to be preserved permanently and documents to be preserved at least for a period of eight years as per the requirements of applicable laws.
Archival Policy	Pursuant to the requirements of Regulations 30(8) of the SEBI (Listing Obligationsand Disclosure Requirements) Regulations, 2015 the Board has approved and adopted the Archival Policy in its Meeting on 10th February 2016. The Policy ensures protection, maintenance and archival of Company's disclosures, documents and records that are placed on Company's website i.e. www.owmnahar.com
Board Diversity Policy	The Board of Directors in their Meeting held on 3rd February, 2015 has approved and adopted the Board Diversity Policy as per the recommendations of the Nomination and Remuneration Committee. The policy envisages of diversification of Company's Board in respect of age, knowledge, experience and expertise.

APPOINTMENT AND REMUNERATION POLICY

The Board on the recommendation of the Nomination and Remuneration Committee has framed a policy for Appointment and Remuneration of Directors, Senior Management and other employees as provided under section 178(3) of the Companies Act, 2013. The Objective of the Policy is to have an appropriate mix of Executive, Non- executive and Independent Directors. The present Board consists of twelve members. Sh. Jawahar Lal Oswal is non-executive chairman. Sh. Satish Kumar Sharma is an executive director.

There are five Non Executive Directors and six Independent Directors out of which one director namely; Mrs. H.K Bal is a woman director on the Board. The Company Policy of appointment and Remuneration including criteria for determining Qualification, Positive Attributes, Independence of Directors and Other matters, as required under sub section 3 of Section 178 of the Companies Act, 2013. The Policy also laid down the criteria for determining the remuneration of directors, key managerial personnel and other employees. The Nomination and Remuneration policy of the Company is available on the Company's website and can be accessed at http://www.owmnahar.com/nahar_polyfilm/pdf/NPFLAPPOINTMENTANDREMUNERATIONPOLICY.pdf. There has been no change in the Policy since the last fiscal year.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Company's Independent Directors held their meeting on 19th December, 2016, without the attendance of Non Independent Directors and members of the management. All Independent Directors were present at the meeting. At the meeting, they:-

I. Reviewed the performance of non-Independent directors and the Board as a whole;

ii. Reviewed the performance of the Chairperson of the Company taking into account the views of Executive Directors and Non- Executive Directors;

iii. Assessed the quality and timeliness of the flow of information between the company's Management and the Board which is necessary for the Board to effectively and reasonably perform their dulies.

FAMILIARISATION PROGRAMS FOR BOARD MEMBERS

The Company at the time of appointing a Director, issues a formal letter of appointment which inter alia, explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. All Independent Directors are provided with all policies/Guidelines as framed by the Company under various statutes and Listing Agreement/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 to familiarize with Company's procedure and practices. Further, to update them on the regular basis, the Company provides copies of all amendments in Corporate Laws, Corporate Governance Rules and Listing Agreement/ SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The company made arrangement to apprise and familiarize the directors regarding the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 which came into effect w.e.f 1st December,2015. They were also informed regarding the Companies Amendment Bill 2015 which is introduced in the Parliament. The details of the Company's policy on Familiarisation Programs for Independent Directors is posted on the website of the Company and can be assessed at http://www.owmnahar.com/nahar_polyfilm/pdf/Familiarizatio-

Program-NPFL0001.pdf

BOARD MEETINGS

During the year under review, the Board of Directors met four times i.e. 30 May, 2016, 12 August, 2016, 11 November, 2016 and 13 February, 2017 with a predefined agenda circulated well in advance. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

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

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

SHARE CAPITAL

The Paid up equity share capital of the Company as on 31 March, 2017 is Rs. 1229.40 Lacs. During the year under review Company has neither issued shares with differential voting rights nor granted stock options or sweat equity under any scheme.

SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

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

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

CORPORATE SOCIAL RESPONSIBILITY (CSR)

As reported in our last report, company adopted CSR Policy and decided to undertake CSR activity in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The details of the CSR policy are available on the company's website i.e. www.owmnahar.com

The disclosure in respect of the existing CSR activities pursuant to section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies(Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014, is annexed hereto as "Annexure I" and forms part of this Report.

AUDIT COMMITTEE

As required under Section 177 of the Companies Act, 2013, company has already constituted Audit committee, consisting of Sh. Suresh Kumar Singla as Chairman, Prof K.S. Maini and Sh. Dinesh Gogna, Directors as members. Mrs. Nidhi Khande is the Secretary of the committee. The committee held four meetings during the year under review.

VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2013, the Company established a Vigil Mechanism process as an extension of Company's Code of Conduct whereby any employee, directors, customers, vendors etc., can report the genuine concerns or grievances to the members of the Committee about unethical behavior, actual or suspected, fraud or violation of Company's Code of Conduct so that appropriate action can be taken to safeguard the interest of the Company. The Mechanism also provides for adequate safeguards against victimization of persons who uses such mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Whistle Blower Policy/Vigil Mechanism is also posted on Company's Website. The Company has a dedicated e-mail address i.e. whistleblowernpfl@owmnahar.com for reporting the genuine concerns. The Whistle Blower Policy/ Vigil Mechanism is also posted on company's website and can be accessed at http:/-owmnahar.com/nahar_nelc/pdf/vigilmechanism.pdf

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

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATES COMPANY

The Company has only one associate company i.e., M/S. Nahar Capital and Financial Services Limited, during the year under the review. Other than this the Company does not have any subsidiaries or joint venture company.

CONSOLIDATED FINANCIAL STATEMENTS

As per Companies Act, 2013 the Company has one Associate Company i.e. Nahar Capital and Financial Services Limited. Pursuant to the requirements of section 129(3) of the Companies Act, 2013, the company has consolidated the financial statements in respect of above said Associate Company for the Financial year ended 31st March, 2017.

Further, report on the performance and financial position of the Associate Companies as per the Companies Act, 2013 in the form AOC-1 is annexed to the Financial Statements for

the year ended 31-03-2017.

CREDIT RATING

We are pleased to inform that the Credit Analysis and Research (CARE) vide their letter dated 20 March, 2017 has re-affirmed the credit rating "CARE A-" for long term debt instruments/ facilities and "CARE A2+" for the short term debt instruments/ facilities of the Company. The rating "A" indicates stable and rating "A2+" indicates strong degree of safety regarding timely payment of the financial obligations.

GREEN INITIATIVE

The Ministry of Corporate Affairs(MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies.

Further, as per the provisions of Companies Act, 2013 the Company may send Financial Statements and other documents by electronic mode to its members. Your Company has decided to join the MCA in its environmental friendly initiative.

Accordingly, henceforth Company proposed 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 gredressalnpfl@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 B.S.E. 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 2017-2018.

DEMATERIALISATION OF SECURITIES.

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 31 March, 2017, 93.07% of the total Equity Share Capital has been de-materialized by the members 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.

Annual custodian fee for the financial year 2017-18 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, Jhandelwalan 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.

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 Section 134(3)(c) of the Companies Act, 2013.

The Directors confirm:

I) that in preparation of the Annual Accounts, the applicable accounting standards had been followed along with 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.

v) that the Directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and

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

AUDITORS & AUDITOR'S INDEPENDENT REPORT

STATUTORY AUDITORS

The members at the Annual General Meeting held on 30th September, 2016 appointed, M/s Gupta Vigg and Co., Chartered Accountants (Registration No. 001393N) as Statutory Auditors of the Company to hold office till the conclusion of the 29th Annual General Meeting of the Company. Their period of office will expire at the ensuing Annual General Meeting scheduled to be held on 26 September 2017.

The Board of Directors place on record its appreciation for the services rendered by M/s Gupta Vigg & Co., as Statutory Auditors of the Company.

We would like to inform you that in compliance with the

provisions of section 139 of Companies Act 2013, the Board on the recommendation of the Audit Committee has decided to propose the appointment of M/s YAPL& Co., Chartered Accountant (Registration No. 017800N) having their Registered office at K-102, Kismat Complex, Millar Ganj, Ludhiana 141003, as Statutory Auditor of the Company, for a term of five consecutive years starting from the conclusion of the 29th Annual General Meeting upto the conclusion of the 34 Annual General Meeting of the Company in the calendar year 2022. They have given a written consent/certificate regarding eligibility for their appointment as Auditors in accordance with the rule 4 of the Companies (Audit and Auditors) Rule, 2014 read with the provisions of section 139(2) of the Companies Act, 2013. The resolution for their appointment has been proposed for your approval in the accompanying Notice.

AUDIT REPORT

M/s. Gupta Vigg & Co. Chartered Accountant the Statutory Auditors have submitted Audit Report on the Standalone as well as Consolidated Financial Statements of the Company for the Accounting year ended on 31 March, 2017. The observations and comments given by Auditors in their Report read together with the Notes to the Accounts are self explanatory and require no comments.

COST AUDITORS

We would like to inform you that the Ministry of Corporate Affairs vide Notification dated 31 December, 2014 amended Companies (Cost Records and Audit) Rules, 2014, pursuant to which, the Company's business activities has been included with in the purview of Cost Audit requirement. Accordingly The Board of Directors on the recommendation of Audit Committee appointed M/S. Khushwinder Kumar & Associates, Cost Accountant, as Cost Auditors of the Company for financial year 2017-18 and has fixed a remuneration of Rs. 45000/- subject to the ratification of the members as per the provision of Section 148(3) of the Companies Act, 2013 and Rules 14 of the Companies (Audit and Auditors) Rules, 2014, A resolution for the ratification of the remuneration of the Cost Auditor by the shareholders at the ensuing Annual General Meeting is being proposed.

SECRETARIAL AUDITOR

The Board, pursuant to the provision of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed M/s. P.S. Bathla & Associates, Practising Company Secretaries, having Membership No. 2585 to conduct Secretarial Audit for the financial year 2017-18.

M/s. P.S. Bathla & Associates, Practising Company Secretaries have carried out the secretarial Audit for the financial year ended March 31, 2017 and their Secretarial Audit Report in Form No. MR-3 is annexed herewith this report as Annexure II and forms part of the report.

The Report is self explanatory and requires no comments.

BUSINESS RISK MANAGEMENT

The Company has laid down Risk Management Policy to identify, evaluate manage and monitor all types of risks which are associated with the business of the Company. The Board as well as Audit Committee regularly overseas the risk management process in the Company, as required under 134(3)(n) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company is engaged in the manufacture of BOPP Films and has identified certain risks which may affect the performance of the Company. These include operational risks such as fluctuation in the prices of the raw materials which include petrol, fluctuation in foreign exchange rates, Labour problems, regulatory risks, Government Policy etc. We are of the opinion that none of identified risk is such that which may threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL AND SYSTEMS

The Company is maintaining an efficient and effective system of Internal Financial Control for facilitation of speedy and accurate compilation of financial statements. The Company's Internal Financial Control System is designed to ensure operational efficiency, protection and conservation of resourses, accuracy and promptness in financial reporting and compliances with procedures, laws and regulations. However for ensuring further improvements in the systems, the company availed the "Internal Financial Control Services" from the M/s. Grant Thornton India LLP, Noida a leading consultancy firm in the Accounting/ Financial matters, during the year under review and their suggestions have been well implemented by the company.

The Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the board which also reviews the adequacy and effectiveness of the internal controls in the company. The company's Internal Control System commensurate with the nature of its business and size of its operations. In order to further strength the Internal Control System and to automate the various process of the business, company is making use of Enterprise Resource Planning (ERP).

Pursuant to the provisions of section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed an Internal Auditor for the financial year 2017-18. The Company is also having an Internal Audit Department to test the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems.

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

PUBLIC DEPOSITS

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

(I) Deposits accepted during the year: Nil

(ii) Deposits remained unpaid or unclaimed as at the end of the year : Nil

(iii) Default in repayment of deposits and deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013: Not Applicable

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

The Company has zero tolerance for sexual harassment for women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder.

During the financial year 2016-17, the Company has not received any complaints on sexual harassment and hence no compliant remains pending as on 31 March, 2017.

EXTRACT OF ANNUAL RETURN

The Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2016-17 in the Form MGT-9 of the Company is annexed herewith as Annexure III and form part of this report.

PARTICULARS OF EMPLOYEES

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

In terms of section 197(14) of the Companies Act, 2013, the Company does not have any Holding Company. However, the details regarding remuneration received by Executive Director is also given in point 5 of the ANNEXURE IV annexed hereto and form part of this report.

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

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

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

REPORT ON THE CORPORATE GOVERNANCE

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review as stipulated under the Regulation 34(2)(e) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is enclosed as per annexure-VII and forms the part of this Report.

INDUSTRIAL RELATIONS

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

ACKNOWLEDGEMENT

The 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

JAWAHAR LAL OSWAL
(CHAIRMAN)
DIN:00463866

PLACE : LUDHIANA
DATED : 12TH AUGUST, 2017

ANNEXURE- I

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. **A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.** Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee framed the Corporate Social Responsibility Policy (CSR Policy) and the same was adopted by the Board of Directors on 11 August, 2014. As per policy, Company is undertaking CSR activities in collaboration with group companies under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The CSR policy is also available on the Company's website at the link: http://www.owmnahar.com/nelc/.
2. **Composition of the CSR Committee:** Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company has also constituted Corporate Social Responsibility Committee comprising of three Directors namely:
   Sh. Dinesh Oswal, Chairman (Director)
   Sh. S.K. Singla, Member (Independent Director)
   Sh. Dinesh Gogna, Member (Director)
3. **Average Net loss of the Company for last three financial years: Rs. 831.68 Lacs**
4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs. 16.63 Lacs**
5. **Details of CSR spend for the financial year:**
   (a) **Total amount spent for the financial year:** Nil
   (b) **Amount unspent, if any:** 16.63 Lacs
   (c) **Manner in which the amount spent during the financial year :** *During the year under review, Company could not spent any amount on the CSR activities but it has transferred an amount of Rs. 16.63 Lacs to the CSR Expense Reserve which would be contributed to the M/s Oswal Foundation on finalization of Eye Care/ Health Care Centre as and when the Foundation is ready to go ahead with the said project. The information is as under:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or programs 1. Local area or other 2. Specify the State and District where project or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Subheads: 1. Direct expenditure on projects or programs. 2. Overhead	Cumulative expenditure upto the reporting period	Amount spent Direct or through implem -enting agency
1.	--	--	--	--	--	--	--

6. **Reasons for not spending the two percent of the average net profits of the immediate three preceding financial years:**
   The Company for its CSR obligation has joined hands with the other group companies and agreed to do CSR obligation through a Special Purpose Vehicle (SPV), a recognized Charitable Organization M/s Oswal Foundation. They are in the process of finalizing Eye Care and Health Care centre and for which the said organization is finalizing the project. The company would contribute immediately the money of their CSR obligation out of the retained earnings for that purpose to the said foundation as and when they are ready to go with the project. During the year out of its profit the company has set apart committed CSR activity reserve amounting to Rs. 16.63 Lacs equivalent to its CSR obligation
7. **A responsibility statement of the CSR Committee:** The members of the CSR Committee hereby states that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Sd/-
(DINESH OSWAL)
Director/ Chairman of CSR Committee
DIN : 00607290

PLACE: LUDHIANA
DATE: 12TH AUGUST, 2017

ANNEXURE-II

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1 April, 2016 to 31 March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Nahar Poly Films Limited** ("the Company") for the financial year ended on **31st March, 2017** according to the provisions of:

I. The Companies Act, 2013 (the Act) and the rules made there under;
II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act'):-**
   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period as there was no event in this regard);**
   (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not Applicable to the Company during the Audit Period as there was no event in this regard);**
   (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Audit Period as there was no event in this regard);**
   (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(Not Applicable to the Company during the Audit Period as there was no event in this regard);**
   (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not Applicable to the Company during the Audit Period as there was no event in this regard);**
   (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period as there was no event in this regard);**

VI. The Company has informed that there are no Sector Specific laws which are applicable to the Company.

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) The SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

2. I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Unanimous decision have been carried through hence there were no dissenting members' views to be captured and recorded as a part of minutes.

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

PLACE: LUDHIANA
DATE: 12TH AUGUST, 2017

For P S Bathla & Associates
Parminder Singh Bathla
Company Secretary
FCS No. 4391
C.P No. 2585
SCO-6, Feroze Gandhi Market
Ludhiana.

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

'Annexure A'

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

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

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

PLACE: LUDHIANA
DATE: 12TH AUGUST, 2017

For P S Bathla & Associates

Parminder Singh Bathla
Company Secretary
FCS No. 4391
C.P No. 2585
SCO-6, Feroze Gandhi Market
Ludhiana

Annexure -III

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L17115PB1988PLC008820
2	Registration Date	11th November, 1988
3	Name of the Company	Nahar Poly Films Limited.
4	Category/Sub-category of the Company	Public Company Limited by shares
5	Address of the Registered office & Contact Details	376, Industrial Area-A, Ludhiana-141003 Tel: +91-161-2600701 to 705, 2606977 to 980 Fax: +91-161-2222942,2601956
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/s. Alankit Assignments Limited 2E/21 Alankit House, Jhandewalan Extension, New Delhi -110 055 Contact Details: PHONE: +(011)-23541234 FAX: +(011)-41540064 E-mail: rta@alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of other plastic products n.e.c	22209	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the company	CIN/GLN	Holding/subsidiary/ Associate	% of Share held	Applicable Section
1	Nahar Capital & Financial Services Limited. 375, Industrial Area- A, Ludhiana-141003	L45202PB2006PLC029968	Associate	49.161	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)Promoter and Promoter Group									
1. Indian									
(a)Individual/ HUF	136773	0	136773	0.56%	136773	0	136773	0.56%	0.00%
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	17114032	0	17114032	69.60%	17114032	0	17114032	69.60%	0.00%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	00	0	0	0.00%	0.00%
Sub Total (A) (1)	**17250805**	**0**	**17250805**	**70.16%**	**17250805**	**0**	**17250805**	**70.16%**	**0.00%**

(2) Foreign									
a) NRI Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
Sub Total (A) (2)	0	0	0	0.00%	0	0	0	0.00%	0.00%
TOTAL (A)	17250805	0	17250805	70.16%	17250805	0	17250805	70.16%	0.00%
B. Public Share holding									
1. Institutions									
a) Mutual Funds	1946	518	2464	0.01%	1946	518	2464	0.01%	0.00%
b) Banks / FI	164	822	986	0.00%	108	822	930	0.00%	0.00%
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00%
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00%
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00%
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00%
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00%
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00%
I) Others (FII'S)	0	0	0	0.00	0	0	0	0.00	0.00%
Sub-total (B)(1):-	2110	1340	3450	0.01%	2054	1340	3394	0.01%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
I) Indian	837665	11251	848916	3.45%	851645	11055	862700	3.51%	0.06%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4168595	1727675	5896270	23.98%	4396112	1683814	6079926	24.73%	0.75%
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	479248	0	479248	1.94%	257472	0		1.05%	-0.89%
c) Others (specify)	100768	8534	109302	0.44%	125300	8394	262100	1.06%	0.62%
Non Resident Indians	97393	8366	105759	0.43%	120700	8366	257472	1.05%	0.62%
Directors and Relatives	3375	28	3403	0.01%	4600	28	4628	0.01%	0.00%
Overseas Corporate Bodies	0	0	0	0.000	0	0		0.000	0.000
Trusts	0	0	0	0.000	0	0	0	0.000	0.000
Sub-total (B)(2):-	**5586276**	**1747460**	**7333736**	**29.83%**	**5630529**	**1703263**	**7333792**	**29.83**	**0.00%**
Total Public (B)	**5588386**	**1748800**	**7337186**	**29.84%**	**5632583**	**1704603**	**7337186**	**29.84**	**0.00%**
C. Shares held by Custodian for GDRs & ADRs	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0.00%**
Grand Total (A+B+C)	**22839191**	**1748800**	**24587991**	**100.00%**	**22883388**	**1704603**	**24587991**	**100.00**	**0.00%**

ii) Shareholding of promoter

SN	Shareholder's Name	Shareholding at the beginning of the Year			Shareholding at the end of year			% Change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Plegged/ encumbers to total share	No. of Shares	% of total Shares of the Company	% of Shares Plegged/ encumbered to total Shares	
1	Kamal Oswal	31500	0.128	0	31500	0.128	0	0.00%
2	Dinesh Oswal	105273	0.428	0	105273	0.428	0	0.00%
3	Abhilash Growth Fund (P) Limited	178025	0.724	0	178025	0.724	0	0.00%
4	Nahar Spinning Mills Ltd.	1247063	5.07	0	1247063	5.07	0	0.00%
5	Atam Vallabh Financiers Ltd	81985	0.333	0	81985	0.333	0	0.00%
6	Kovalam Investment & Trading Co., Ltd	213037	0.866	0	213037	0.866	0	0.00%
7	Monica Growth Fund (P) Ltd	112560	0.458	0	112560	0.458	0	0.00%
8	Nagdevi Trading & Investment Co Ltd	716080	2.912	0	716080	2.912	0	0.00%
9	Nahar Growth Fund (P) Ltd	46933	0.191	0	46933	0.191	0	0.00%
10	Neha Credit And Investment (P) Ltd	27389	0.111	0	27389	0.111	0	0.00%
11	Ruchika Growth Fund (P) Ltd	112560	0.458	0	112560	0.458	0	0.00%
12	Shankheshwar Holding Co. Ltd	280784	1.142	0	280784	1.142	0	0.00%
13	Vanaik Investors Ltd	90669	0.369	0	90669	0.369	0	0.00%
14	Vardhman Investments Ltd	73220	0.298	0	73220	0.298	0	0.00%
15	Vanaik Spinning Mills Ltd	107156	0.436	0	107156	0.436	0	0.00%
16	Nahar Industrial Enterprises Ltd	1264720	5.144	0	1264720	5.144	0	0.00%
17	Oswal Woolen Mills Ltd.	153617	0.624	0	153617	0.624	0	0.00%
18	J L Growth Fund Ltd	320563	1.304	0	320563	1.304	0	0.00%
19	Nahar Capital and Financial Services Ltd	12087671	49.161	0	12087671	49.161	0	0.00%
	Total	**17250805**	**70.16**	**0**	**17250805**	**70.16**	**0**	**0.00%**

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	**% of total shares**	**No. of shares**	**% of Total shares**
	At the beginning of the year	01.04.2016		17250805	70.16	17250805	70.16
	Changes during the year	–	–	Nil	N.A.	Nil	N.A.
	At the end of the year	31.03.2017		17250805	70.16	17250805	70.16

(iv) **Shareholding Pattern of top ten Shareholders**

(Other than Directors, Promoters and Holders of GDRs and ADRs

SN	**For each of the top 10**	**Shareholding**		**Date**	**Increase/ decrease in shareholding**	**Reason**	**Cumulative Shareholding during the year (01-04-2016to31-03-2017)**	
		No. of shares Beginning (01.04.2016) end of the year (31.03. 2017)	**% of total shares of the Company**				**No. of shares**	**% of Total shares of the Company**
1	**C D INTEGRRATED SERVICES LIMITED**							
	At the beginning of the year	168311	0.685	01-04-2016				
				22-07-2016	10000	Mkt Purchase	178311	0.725
				12-08-2016	9995	Mkt Purchase	188306	0.766
				19-08-2016	5	Mkt Purchase	188311	0.766
	At the end of the year	188311	0.766	31-03-2017			188311	0.766
2	**SUBRAMANIAN P**							
	At the beginning of the year	49690	0.202	01-04-2016	0			
				14-10-2016	33810	Mkt Purchase	83500	0.339
				21-10-2016	2700	Mkt Purchase	86200	0.351
				04-11-2016	5702	Mkt Purchase	91902	0.374
				11-11-2016	6000	Mkt Purchase	97902	0.398
				18-11-2016	2698	Mkt Purchase	100600	0.409
				25-11-2016	1800	Mkt Purchase	102400	0.416
				02-12-2016	2032	Mkt Purchase	104432	0.425
				09-12-2016	1300	Mkt Purchase	105732	0.430
				16-12-2016	1000	Mkt Purchase	106732	0.434
				23-12-2016	11268	Mkt Purchase	118000	0.480
				30-12-2016	1000	Mkt Purchase	119000	0.484
				13-01-2017	3000	Mkt Purchase	122200	0.497
				03-02-2017	200	Mkt Purchase	122400	0.498
				10-02-2017	100	Mkt Purchase	122500	0.498
				17-02-2017	1000	Mkt Purchase	123500	0.502
				03-03-2017	4000	Mkt Purchase	127500	0.518
				17-03-2017	2000	Mkt Purchase	129500	0.527
				31-03-2017	3000	Mkt Purchase	132500	0.534
	At the end of the year	132500	0.534	31-03-2017			132500	0.534

3	**SHREEKANT VARUN PHUMBHRA**							
	At the beginning of the year	50000	0.203	01-04-2016	0			
				11-11-2016	25000	Mkt Purchase	75000	0.305
	At the end of the year	75000	0.305	31-03-2017			75000	0.305
4	**C.D.INTEGRATED SERVICES LIMITED**							
	At the beginning of the year	72568	0.295	01-04-2016	0	Nil movement during the year		
	At the end of the year	72568	0.295	31-03-2017			72568	0.295
5	**DEENBANDHU JALAN**							
	At the beginning of the year	49972	0.203	01-04-2016				
					0	Nil movement during the year		
	At the end of the year	49972	0.203	31-03-2017			49972	0.203
6	**MANGAL KESHAV CAPITAL LTD**							
	At the beginning of the year	46304	0.187	01-04-2016				0.00
					0	Nil movement during the year		
	At the end of the year	46304	0.187	31-03-2017			46304	0.187
7	**C.D.INTEGRATED SERVICES LTD**							
	At the beginning of the year	46089	0.187	01-04-2016				
					0	Nil movement during the year		
	At the end of the year	46089	0.187	31-03-2017			46089	0.187
8	**RATHI FINANCIAL SERVICES LTD**							
	At the beginning of the year	40187	0.163	01-04-2016				
				04-11-2016	-19381	Mkt Sale	20806	0.085
				03-03-2017	19381	Mkt Purchase	40187	0.163
	At the end of the year	40187	0.163	31-03-2017			40187	0.163
9	**MADAN LAL CHHAJER**							
	At the beginning of the year	52342	0.00	18-11-2016	-4971	Mkt Sale	47371	0.193
				02-12-2016	-7000	Mkt Sale	40371	0.164
				16-12-2016	-1000	Mkt Sale	39371	0.160
	At the end of the year	39371	0.160	31-03-2017			39371	0.160
10	**LACHMAN KISHAN CHAND**							
	At the beginning of the year	36000	0.235	01-04-2016	0	Nil Movement during the year		
	At the end of the year	36000	0.146	31-03-2017			36000	0.146

11	**RAMESHCHANDRA SHIVRATAN KASAT**							
	At the beginning of the year	26133	0.106	01-04-2016	0	Nil Movement during the year		
	At the end of the year	26133	00.106	31-03-2017			36000	0.106
12	**PREMA R**							
	At the beginning of the year	24834	0.106	01-04-2016	0			
				11-11-2016	1835	Mkt Purchase	26669	0.108
				25-11-2016	2000	Mkt Purchase	28669	0.117
	At the end of the year	28669	0.117	31-03-2017			28669	0.117
13	**MAHESHWARI DILIPKUMAR**							
	At the beginning of the year	20000	0.081	01-04-2016	0	Nil Movement during the year		
	At the end of the year	20000	0.081	31-03-2017			20000	0.081

***C.D INTEGRATED SERVICES LTD having three different Client Id's but having same Registered address, has been considered as one entity for the purpose of top ten Shareholders.**

*** Top ten shareholders as on 31.03.2017.**

(v) Shareholding of Directors and Key Managerial Personnel:

SN.	For each of the top 10 shareholders	Date	Reason	Shareholding at the beginning of during the year		Cumulative Shareholding	
				No. of shares	% of total shares of the	No. of shares	% of Total shares
1	DINESH GOGNA						
	At the beginning of the year	01-04-2016		700	0.003		
	Changes during the year		N.A.	0	0.00		
	At the end of the year	31-03-2017		700	0.003	700	0.003
2	KOMAL JAIN						
	At the beginning of the year	01-04-2016		175	0.001		
	Changes during the year		N.A.	0	0.00		
	At the end of the year	31-03-2017		175	0.001	175	0.001
3	KANWAR SAIN MAINI						
	At the beginning of the year	01.04.2016		28	0.00		
	Changes during the year		N.A.	0	0.00		
	At the end of the year	31.03.2017		28	0.00	28	0.00

Note:- Shri Dinesh Oswal & Shri Kamal Oswal are directors of the company. They are also promoters of the company & their holding of share has been included in the promoter categary (In point B i.e. shareholding of promoters at no. 1&2).

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total indebte ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	434323651	Nil	Nil	434323651
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	434323651		Nil	434323651
Change in Indebtedness during the financial year				
* Addition	174213856	Nil	Nil	174213856
* Reduction	Nil	Nil	Nil	Nil
Net Change	174213856	Nil	Nil	174213856
Indebtedness at the end of the financial year				
i) Principal Amount	260109795	Nil	Nil	260109795
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	260109795	Nil	Nil	260109795

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
	Name	Sh. Satish Kumar Sharma	
	Designation	Executive Director	
1.	Gross Salary	2169372.00	2169372.00
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2070847.00	2070847.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	98525.00	98525.00
	(c) Profits in lieu of salary under section 17 (3) Income- tax Act, 1961	-	-
2	Stock Option	--	–
3	Sweat Equity	--	–
4	Commission - as % of profit - others, specify…	–	–
5	Others, please specify	–	–
	Total (A)	2169372.00	2169372.00
	Ceiling as per the Act	Rs. 4118224.95 (being 5% of net profits of the company calculated as per Section 198 of the Companies Act,2013)	

B. Remuneration to other Directors

SN	Particulars of Remuneration	Name of Directors						Total Amount
1	**Independent Directors**	**Dr. (Mrs.) H.K. Bal**	**Prof. Kanwar Sain Maini**	**Dr. Suresh Kumar Singla**	**Dr. Yash Paul Sachdeva**	**Dr. Amrik Singh Sohi**	**Dr. Vijay Asdhir**	
	Fee for attending board committee meetings	40000.00	30000.00	40000.00	20000.00	30000.00	40000.00	200000.00
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (1)	40000.00	30000.00	40000.00	20000.00	30000.00	40000.00	200000.00
2	**Other Non-Executive Directors**	**Sh. Jawahar Lal Oswal**	**Sh. Dinesh Oswal**	**Sh. Kamal Oswal**	**Sh.Dinesh Gogna**	**Sh. Komal Jain**		
	Fee for attending board committee meetings	40000.00	40000.00	40000.00	40000.00	40000.00	-	200000.00
	Commission	-	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-	-
	Total (2)	40000.00	40000.00	40000.00	40000.00	40000.00	-	200000.00
	Total (B)=(1+2)	30000.00	30000.00	40000.00	40000.00	40000.00	-	400000.00
	Total Managerial Remuneration (A +B)*							2569372.00
	Overall Ceiling as per the Act	Rs. 9060094.89 (being 11% of net profits of the company calculated as per Section 198 of the Companies Act,2013)						

*Total remuneration to Executive Director and other Directors (being the total of A and B)
Note:- None of the Non Executive & Independent Directors has been paid any remuneration except sitting fees.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
		CFO	CS	Total
1	Gross salary	832825	167538	100363
	(a) Salary as per provisions contained in 1961 section 17(1) of the Income-tax Act,	806311	167181	973492
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	26514	357	26871
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	–	–
2	Stock Option	--	–	–
3	Sweat Equity	--	–	–
4	Commission - as % of profit others, specify…	-- -- --	– – –	– – –
5	Others, please specify	--	–	--
	Total	832825	167538	1000363

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act,	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal Made, if any (give) Details)
A. COMPANY			**NIL**		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			**NIL**		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			**NIL**		
Penalty					
Punishment					
Compounding					

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA
DATED : 12TH AUGUST,2017

JAWAHAR LAL OSWAL
(CHAIRMAN)
DIN:00463866

Annexure-IV

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

(I) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2016-17	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP Against the Performance of the Company
1	Sh. J.L. Oswal Non-Executive Director	40000	33.33	0.21	--
2	Sh. Dinesh Oswal Non Executive Director	40000	33.33	0.21	--
3.	Sh. Kamal Oswal Non-Executive Director	40000	0	0.21	--
4.	Sh. Dinesh Gogna Non-Executive Director	40000	0	0.21	--
5.	Sh. S.K. Sharma Executive Director	*2169372	8.83	11.34	PBT declined by 53.47% & PAT declined by 14.46% in F.Y. 2016-17
6.	Mr. Komal Jain Non-Executive Director	40000	0	0.21	–
7.	Dr. (Mrs.) H.K. Bal Independent Director	40000	33.33	0.21	–
8.	Dr. S.K. Singla Independent Director	40000	0	0.21	–
9.	Dr. Y.P. Sachdeva Independent Director	20000	-50.00	0.10	–
10.	Prof. K.S. Maini Independent Director	30000	-25.00	0.16	–
11.	Dr. A.S. Sohi Independent Director	30000	50.00	0.16	–
12	Dr. Vijay Asdhir Independent Director	40000	33.33	0.21	–
13	Mr. Rakesh Kumar Jain Chief Financial Officer	832825	9.51	4.35	PBT declined by 53.47% & PAT declined by 14.46% in F.Y. 2016-17
14.	Mrs. Nidhi Khande Company Secretary	167538	0	0.88	

*Except Sh. S.K. Sharma who is executive Director of the Company, all the other directors are only paid the sitting fees for attending the Board Meeting.

ii) The median remuneration of employees of the company during the financial year was Rs. 191327/-

iii) In the financial year, there was an increase of 17.55% in the median remuneration of employees;

iv) There were 182 permanent employees on the roles of company as on March 31, 2017;

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e.2016-17 was 15.86% whereas the increase in the managerial remuneration in the last financial year i.e., 2016-17 was 6.92%

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

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

Sr. No.	Name & Designation	Remuneration on received (Rs. in Lakhs)	Nature of employment (contractual or otherwise)	Qualification & Experience	Date of commencement of employment	Age	Last employment held	% age of equity shares held	Whether relative of any director or manager
1.	Sh. Sanjay M Karandikar G.M.	46.82	Regular	B.E 32 Years	04.03.2008	54	Uflex Ltd. U.P.	N.A.	No
2.	Sh. Chetan S Rohatgi V. P Production	21.71	Regular	B.Tech. 30 Years	01.05.2012	52	Uflex Ltd. U.P.	N.A.	No
3.	Sh. Surinder Singh V.P. Comm & Admin	18.24	Regular	B.Com C.A.Inter 34 Years	16.03.2011	61	Oswal F.M Hammerle Textiles Ltd.	N.A.	No
4.	Sh. Ashok Gupta Sr. Mgr Mechanical	15.61	Regular	B.E.Mech. 27 Years	07.04.2011	54	Jindal Poly Films Ltd.	N.A.	No
5.	Sh. Shailesh Singh Sr. Mgr Q.A Executive	11.52	Regular	MSC 29 Years	04.02.2010	53	Uflex Ltd. U.P.	N.A.	No
6.	Sh. Mujeeb R.Khan Dy.Mgr. Electrial	9.08	Regular	Bsc, Dip.in Elect. 18 Years	15.09.2009	47	Voltas Ltd.	N.A.	No
7.	Rakesh Kumar Jain C.F.O.	9.07	Regular	C.A. 18 Years	01.02.2011	42	Ruchi Soya Industries Ltd.	N.A.	No
8.	Sh. Kaushal Agrawal Mgr.Metllizer	8.70	Regular	MBA, Dip.in Mech. 19 Years.	12.01.2010	41	M.G.M.Met Metallizer Ltd.	N.A.	No
9.	Vijay Singh Lodhi Dy. Mgr.PPC/ MIS	7.77	Regular	MSC 20 Years	03.05.2010	42	Uflex Ltd. U.P.	N.A.	No
10.	Birendra Mishra Manager	7.52	Regular	B.A & DCA 23 Years	22.02.2010	48	Uflex Ltd. U.P.	N.A.	No

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA **JAWAHAR LAL OSWAL**
DATED: 12TH AUGUST, 2017 **(Chairman)**
DIN: 00463866

ANNEXURE-V

PARTICULARS OF CONSERVATION OF ENERGY,TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

(i) Measures taken for conservation of energy:

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

1. The factory building has been designed to make use of natural lighting for the day time operation which will save energy.
2. The company has imported state of the art manufacturing facility from Bruckner of Germany. These machines consumes low energy and will save considerably in terms of electricity consumption.
3. All the drives for main equipments of the plant are direct drives without gear boxes which reduces the power transmission losses.
4. The Company has started using PET coke thermic fluid heater which will reduce the energy cost as compared to present furnace oil thermic fluid heater. Besides this the Company has also used Char Coal -PetCoke,FurnaceOil,LimePowder Hydrauted, 80%, Lime Stone - 25 To 40MM, Pet Coke, Ultra Low Sulphur diesel as fuel as per detail given below:

ITEM	QTY	AMOUNT
CHAR COAL - PET COKE	649.09	28622.30
LIME POWDER - HYDRAUTED,80%	3200.00	22200.50
LIME STONE -25 TO 40MM	12800.00	32647.95
PET COKE	1251.82	10355935.06
ULTRA LOW SULPHUR DIESEL	1104.00	67567.67

(ii) The steps taken by the Company for utilising alternate source of energy

The company may take appropriate measures after evaluating the green/solar sources of energy as may be possible in the unit.

iii) The Capital Investment on energy conservation equitments

No Capital Investment was made during the year 2016-2017.

B. TECHNOLOGY ABSORPTION

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

- **Efforts made towards Technology Absorption**
  The company has imported the latest ultra modern machinery from Bruckner, Germany. It is expected that with the latest technology, company will be able to produce quality products at lowest cost of production.
- **Benefits derived as result of above efforts:**
  With the above measures, company enjoying the benefit of improved quality, productivity & saving in manufacturing cost.
- **Information regarding Technology imported during the last three years:**

Detail of Technology imported	:	NIL
Year of import	:	NA
Whether the technology has been fully absorbed:	:	NA
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	:	NA

- **Expenditure on R & D**

Capital(Rs.)	:	NIL
Recurring (Rs.)	:	NIL
Total(Rs.)	:	NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(I) Activities relating to Exports, initiative taken to increase ex ports, Development of New Export Market for products and export plans. During the financial year 2015-2016 the Company was able to retain its old customers. At present the Company is exporting its products to Nigeria, United Kingdom, United Arab Emirates, Bangladesh, Turkey, Oman, Tanzania, Nepal, Slovak Republic etc.

		Current Year 2016-17	Previous Year 2015-16
(II)	**Total Foreign Exchange used and earned :-**		
a)	Foreign Exchange outgo (Rs.)	**56891503.00**	107408766.00
b)	Foreign Exchange earned (Rs.)	**106852012.00**	66523466.00

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA
DATED : 12TH AUGUST,2017

JAWAHAR LAL OSWAL
(Chairman)
DIN: 00463866

ANNEXURE-VI

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 a key to success of business. The company's philosophy envisages an attainment of highest level of the transparency and accountability in its operations so that company's goal of creation and maximization of wealth of the shareholders could be achieved. The SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 (hereinafter referred to as SEBI LODR Regulations, 2015) incorporate certain mandatory disclosure requirements which shall be made with regard to Corporate Governance (Part C of Schedule V) and accordingly we are pleased to report on the corporate governance as hereunder:-

I. BOARD OF DIRECTORS

a. Board Composition :

The Management believes that Board needs to have appropriate mix of Executive and Independent Directors to maintain its Independence in Governance and management of the Company. The Regulation 17(1) of SEBI LODR (Lisiting Obligations and Discloure Requirements) Regulations, 2015 also prescribe that the Board of the Company should have the optimum combination of executive and non-executive directors with at least one women director.

i. The present strength of the Board as on 31st March, 2017 is Twelve Directors. The Board is optimal mix of Executive and Non-Executive Directors. Mr. Satish Kumar Sharma is Executive Director of the Company and Sh. Jawahar Lal Oswal is Non-Executive Chairman. Since the Chairman is one of the promoter of the Company accordingly in compliance with Regulations 17(b) of SEBI LODR Regulations, 2015 the Company's Board should have atleast half of the Board as Independent Directors. The Present Board of the Company has Six Independent Directors namely; Dr. (Mrs.) H.K. BAL, Prof. K.S. Maini, Dr. Suresh Kumar Singla, Dr. Amrik Singh Sohi and Dr. Yash Paul Sachdeva and Dr Vijay Asdhir are Independent Non-Executive Directors and Dr. (Mrs.) H.K. Bal, is the women Director of the Company. Sh Dinesh Oswal, Sh. Kamal Oswal, Sh. Dinesh Gogna and Sh. Komal Jain are other Non-executive Directors of the Company. Thus the Company has already complied the Regulation 17(b) of SEBI LODR (Lisiting Obligations and Discloure Requirements) Regulations, 2015.

ii. The Board also periodically evaluates the need for change in its composition and size. We would like to inform you that Dr. (Mrs.) H.K. Bal, Prof K.S. Maini, Dr. Suresh Kumar Singla, Dr. Amrik Singh Sohi, Dr. Yash Paul Sachdeva and Dr Vijay Asdhir were appointed as Independent Directors by the shareholders vide their resolution dated 30 September, 2014, to hold office for three consecutive years for a term upto the conclusion of 29 Annual General Meeting. Thus, their period of office shall expire at the conclusion of the 29 Annual General Meeting scheduled to be held on 26 September, 2017. The Board on the recommendation of Nomination and Remuneration Committee and on the basis of performance evaluation of Directors, has decided to re-appoint Dr. Suresh Kumar Singla (DIN 00403423) and Dr. Amrik Singh Sohi (DIN 03575022), Dr Yash Paul Sachdeva (DIN 02012337) and Dr Vijay Asdhir (DIN 06671174) as Independent Directors for a second term of five consecutive years upto 25 September, 2022.

The Board on the basis of Notice received from member under section 160 of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee recommended the appointment of Dr. Inder Mohan Chhibba (DIN 07913491) and Dr. Manisha Gupta, (DIN 06910242) as Independent Directors of the Company to hold the office for five consecutive years for a term upto September 25th, 2022.

b. Number of Board Meetings held and dates on which held:

As per the provisions of Section 173 of the Companies Act. 2013 and the rules made thereunder, read with SEBI LODR Regulation, 2015, Every Company is required to hold a minimum four number of Board meetings every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive Board Meetings. We are pleased to report that the Company held Four Board Meetings during the year i.e. on 30th May, 2016, 12th August, 2016, 11th November, 2016, and 13th February, 2017 with a clearly defined agenda and has thus, complied with the said provisions of the Act. The agenda alongwith the explanatory notes are circulated to the directors well in advance. Every Board member can suggest the inclusion of additional items in the agenda. All the Directors strive to be present at the Board Meetings.

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

The participation of Non-Executive Directors and Independent Directors has been active in the Board Meetings. The Attendance record of directors in the Board Meeting held during the year 2016-17 and the last Annual General Meetings held on Friday 30th day of September, 2016 is given here under:

Name of Directors	Category of Directors	No. of other Directoership (excluding private company)	No. of Committe membership		No. of Board Meeting attended	AGM Attendance (held on 30.09.2016)	No. of Shares held
			Member	Chairman			
Mr.Jawahar Lal Oswal	Non Executive Promoter	8	--	--	4	No	Nil
Mr. Dinesh Oswal	Non Executive Promoter	8	--	--	4	Yes	105273
Mr. Kamal Oswal	Non Executive Promoter	9	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	No	Nil
Mr. S.K. Sharma	Executive Director	2	3	--	4	Yes	Nil
Prof. K.S. Maini	Non Executive Independent	3	2	2	3	No	28
Dr. Suresh Kumar Singla	Non Executive Independent	4	3	3	4	Yes	Nil
Dr. Yash Paul Sachdeva	Non Executive Independent	5	4	--	2	No	Nil
Mr. Komal Jain	Non Executive	8	--	--	4	Yes	175
Dr. Amrik Singh Sohi	Non Executive Independent	4	2	1	3	Yes	Nil
Dr. Vijay Asdhir	Non Executive Independent	1	1	1	4	Yes	Nil

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

The information regarding the other Board of Directors or Committees in which Directors are member or chairperson is already given in the table given in Para C above. None of the Director holds Directorship in more than twenty Companies and is Director of more than ten public limited companies as prescribed under the Companies Act, 2013. Independent Directors are holding Directorship as per the limit specified in Regulation 25(1) of SEBI LODR(Lisiting Obligations and Discloure Requirements) Regulations, 2015. None of the director is a member of more than Ten Board level Committees or is Chairperson of more than five such Board level Committees as required under Regulation 26(1) of SEBI LODR Regulations, 2015.

e. Disclosure of relationships between directors inter-se:

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.

f. No. of Shares and Convertible Instruments held by non-executive directors:

Sh. Dinesh Oswal and Kamal Oswal Non-Executive Promoter Directors are holding 105273 and 31500 equity shares of Rs. 5 each of the company respectively. Likewise Sh. Dinesh Gogna and Sh. Komal Jain Non- Executive Directors are holding 700 and 175 equity shares of Rs. 5 each of the company respectively. Prof. K.S Maini who is a Non- Executive Independent Director is also holding 28 equity shares of Rs. 5 each of the company. None of the other Non-Executive Director are holding any share and convertible instruments issued by the Company.

g. Web link of Familiarization Programs:

The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at http://www.owmnahar.com/nahar_polyfilm/pdf/Familiarizatio-Program-NPFL0001.pdf

h. Separate Meeting of Independent Directors:

As per the provisions of the Companies Act. 2013 and the rules made thereunder. The Independent Directors are required to hold atleast one meeting in a year without the attendance of Non Independent Directors and members of Management. We are pleased to report that the Company's Independent Directors met on 19th December, 2016, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they –

i. Reviewed the performance of non-independent directors and the Board as a whole;

ii. Reviewed the performance of the Chairperson

of the Company, taking into account the views of Executive Director and Non-Executive Directors;

iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

BOARD COMMITTEES

The Board has constituted Audit committee, Nomination and Remuneration committee, Stakeholder relationship committee which helps the Board in good corporate governance. Normally all the committees meet four times in a year. The recommendation of the committee is submitted to the Board for their approval.

II. AUDIT COMMITTEE

a. Brief Description of Terms of Reference:

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

b. Composition:

The Audit Committee comprised of three Non Executive Directors under the chairmanship of Dr. S. K. Singla. Sh. Dinesh Gogna a Non-Executive Director and Prof. K.S. Maini Independent Director 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 38 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. Mrs. Nidhi Khande,is the Secretary of the Committee. Mr. Rakesh Kumar Jain who is Chief Financial Officer of the Company a permanent invitee of the Committee. The statutory Auditors, internal auditors and Cost Auditors are also invited to attend the meetings, as and when felt necessary and as per relevant provisions of the applicable laws/rules.

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

c. Meetings and Attendance

During the financial year 2016-17, the committee met four times i.e. on 30th May, 2016, 12th August, 2016, 11th November, 2016 and 13th February, 2017, for reviewing and adopting the quarterly un-audited financial results as well as the financial statement for the relevant financial year ended before recommending the same to the Board of Directors for their perusal and adoption.

Name of the Member	No. of meetings held Upto 31.03.2017	No. of meetings attended
Sh. S.K. Singla	4	4
Sh. Dinesh Gogna	4	4
Prof. K.S. Maini	4	3

Sh. S.K.Singla, Chairman of the Audit Committee attended the last Annual General Meeting of the company held on 30th September, 2016 and replied/clarified the queries raised at the Annual General Meeting.

III. NOMINATION & REMUNERATION COMMITTEE

a. Brief Description of Terms of Reference:

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

b. Composition:

The committee comprises of three Non Executive directors namely, Sh S.K. Singla as chairman, Sh. Komal Jain and Dr. (Mrs.) H.K. Bal are the other members of the committee. There has been no change in the composition of the Committee during the year.

c. Meetings and Attendance:

The Nomination and Remuneration Committee met two times i.e. on 30 May, 2016 and 12 August, 2016 during the year under review. The attendance record of the Members at the meetings held during the year 2016-17 is as follow:-

Name of the Member	No. of meetings held Upto 31.03.2017	No. of meetings attended
Sh. S.K. Singla	2	2
Sh. Komal Jain	2	2
Dr. (Mrs. H.K. Bal)	2	2

d. Performance Evaluation Criteria for Independent Directors:

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

REMUNERATION OF DIRECTORS

a. Pecuniary relationship or transactions of the Non-executive Directors vis-à-vis the Company:

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

b. Criteria of making payment to non-executive directors:

The Non-Executive Directors are paid remuneration in the form of sitting fee of Rs. 10,000/- per meeting for attending the Board Meeting of the Company. The details of sitting fee paid to Non executive Directors are during the year 2016-17 is as follows:

Name of Director	Sitting Fee (Rs.)
Sh. Jawahar Lal Oswal	40,000.00
Sh. Dinesh Oswal	40,000.00
Sh. Kamal Oswal	40,000.00
Sh. Dinesh Gogna	40,000.00
Sh. Komal Jain	40,000.00
Dr. (Mrs.) H.K. Bal	40,000.00
Prof. K.S, Maini	30,000.00
Dr. S.K. Singla	40,000.00
Dr. Yash Paul Sachdeva	20,000.00
Dr. Amrik Singh Sohi	30,000.00
Dr. Vijay Asdhir	40,000.00
Total	**4,00,000.00**

c. Disclosures with respect to remuneration:

All the non-executive directors of the Company are paid sitting fees for attending Board Meeting. Mr. Satish Kumar Sharma being Executive Director of the Company has been paid remuneration pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The disclosure in respect of remuneration paid to Mr. Satish Kumar Sharma is as detailed below:

i. Elements of remuneration package

The elements of remuneration package paid to Mr. Satish Kumar Sharma, Executive Director of the Company during the year 2016-17 is as follows:

Name of Director	Salary	Benefits	Bonuses	Stock Option	Pension	Total
Satish Kumar Sharma	1972322.00	98525.00	--	--	--	2070847

Pursuant to Section 197 & 198 read with Schedule V of the Companies Act, 2013, Rs. 2070847/- only has been paid as total remuneration for the year 2016-17 to Sh. Satish Kumar Sharma, Executive Director of the Company.

ii. Details of fixed components and performance linked incentives, along with performance criteria

The remuneration of Executive Director of the Company comprises of fixed component only i.e. salary, perquisites and retirement benefits. He is not entitled to any performance linked incentives. The remuneration of Executive Director is

recommended by the Nomination and Remuneration Committee and approved by Board of Directors and shareholders of the Company.

iii. Service contracts, notice period, severance fees

The tenure of office of Executive Director is for three years from the date of appointment, and can be terminated by either party by giving one month notice in writing. There is no separate provision for payment of severance fees.

iv. Stock option details

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

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE

a. Brief Description of Terms of Reference:

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

b. Composition:

The Committee consists of three non executive directors under the Chairpersonship of Dr. (Mrs.) H.K. Bal an Independent Director, Dr. A.S. Sohi an Independent Director and Mr. Komal Jain a Non-Executive Director are the other two members of the Committee. There has been no change in the composition of the Committee during the year.

c. Meetings and Attendance

The Committee met four times from 1st April, 2016 to 31st March, 2017 i.e. on 28th May, 2016, 12th August,2016, 11th November, 2016 and 13th February, 2017. The attendance record of members at the meetings held during the year 2016-17 is as follow:-

Name of the Member	No. of meetings held Upto 31.03.2017	No. of meetings attended
Dr. (Mrs.) H.K. Bal	4	4
Sh. Komal Jain	4	4
Sh. A S Sohi	4	3

d. Name and Designation of Compliance Officer

Mrs. Nidhi Khande, Company Secretary is the Compliance Officer of the Company.

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

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

No. of complaints received during the year : 1

No. of complaints resolved during the year : 1

No. not solved to the satisfaction of shareholder : NIL

No. of complaints pending as on 31st March, 2017 : NIL

f. Dedicated e-mail for Investor Grievance

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

OTHER COMMITTEES

V. SHARE TRANSFER COMMITTEE

The company has also constituted a share transfer committee comprising 4 members under the Chairmanship of Sh. Dinesh Oswal, Director of the Company. 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 twenty one times during the period 1st April, 2016 to 31st March, 2017 i.e. 16th April, 2016, 30th April, 2016, 16th May, 2016, 31st May, 2016, 15th June, 2016, 30th June, 2016, 16th July, 2016, 30th July, 2016, 15th August, 2016, 09th September, 2016, 30th September, 2016, 15th October, 2016, 30th October, 2016, 15th November, 2016, 30 November, 2016,15th December, 2016, 31st December, 2016, 31st January, 2017, 15th February, 2017, 28th February, 2017,15th March,

2017 and 30 March. The attendance of the members is as follows:-

Name of the Member	No. of meetings held Upto 31.03.2017	No. of meetings attended
Sh. Dinesh Oswal	21	20
Sh. Dinesh Gogna	21	17
Sh. Komal Jain	21	21
Mrs. Nidhi Khande	21	21

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 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

COMPOSITION

The CSR Committee comprises of three Directors under the chairmanship of Mr. Dinesh Oswal, Director of the Company. Dr. S.K. Singla and Mr. Dinesh Gogna, are other two members of the Committee. There has been no change in the composition of the committee during the year.

During the year under review, the Committee met once i.e. on 31st March, 2017. The attendance record of members at the meeting held during the year 2016-17 is as follow:-

Name of the Member	No. of meetings held Upto 31.03.2017	No. of meetings attended
Sh. Dinesh Oswal	1	1
Dr. S.K.Singla	1	1
Sh. Dinesh Gogna	1	1

The CSR report, as required under the act. For the year ended 31st March 2017 is attached as per Annexure I in the Board report.

VII. RISK MANAGEMENT COMMITTEE:

As per the provisions of Regulation 21 of SEBI LODR Regulations, 2015, Top 100 listed entities, determined on the basis of market capitalization as at the end of immediate previous financial year shall constitute a Risk Management Committee. We would like to inform you that the Company does not fall under the said category accordingly the Regulation 21 is not applicable to the company. However, no business is free from Normal Business Risks i.e. Financial risk, Exchange risk, Cotton prices risk, Policy risk, Global risk etc. The Audit Committee through its risk policies takes care of the risks so that the company could face the challenges and become a globally competitive company.

VIII. GENERAL BODY MEETINGS

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

Financial year	Location	Date	Time
2013-2014	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana	30.09.2014	11.30 A.M.
2014-2015	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana	30.09.2015	2.00 P.M.
2015-2016	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana	30.09.2016	2.00 P.M.

ii) Whether any Special Resolutions passed in the previous three Annual General Meetings:

2013-14

1. To Borrow money in excess of Paid up Share Capital and Free Reserves.
2. To create mortgage and /or charge on Company's property.
3. Adopt a new set of Articles of Association.

2014-15

No Special Resolution was passed.

2015-16

1. To Re-appointment of Mr. Satish Kumar Sharma, as Executive Director of the Company for a period of three years w.e.f. 1 August 2017 to 31 July 2020.

iii) Whether Special Resolution passed last year through postal ballot.

No special resolution was passed during the financial year ended 31.03.2017 through postal ballot.

iv) Person who conducted the postal ballot exercise:

Not applicable as no special resolution was passed during the financial year ended 31.03.2017 through postal ballot.

v) Whether any special resolution is proposed to be conducted through postal ballot.

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

vi) Procedure for postal ballot.

Whenever any special resolution will be conducted through postal ballot, the procedure for postal ballot shall be as per the applicable provisions of Companies Act, 2013 read with SEBI LODR Regulation, 2015.

IX. MEANS OF COMMUNICATION

a. Quarterly Results:

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

b. Newspapers wherein results normally published:

The financial results of the Company are published in leading News Paper i.e. Business Standard/ Financial Express in English and Dainik Jagran in vernacular.

c. Any website, where displayed:

The Company's Quarterly, Half yearly and Annual Results are also displayed on the website of the Company i.e.www.owmnahar.com.

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

d. Whether it also displays official news releases

Whenever any official news is released, the same is also displayed on the Company's website i.e. www.owmnahar.com.

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

Whenever any presentation about Company's working is made to the Financial Institutional Investors or to the Analyst, the same is displayed on the Company's Website i.e. www.owmnahar .com.

X. GENERAL SHAREHOLDERS INFORMATION

1. Annual General Meeting

Date	:	September 26, 2017
Day	:	Tuesday
Time	:	12:30 P.M.
Venue	:	Prmises of Nahar Industrial Enterprises Limited, Focal Point Ludhiana.

2. Financial Year : The Financial year of the company covers 1 April, 2016 to 31 March, 2017

3. Dividend Payment : On or Before 15 October, 2017

4. Date of Book Closure : 02 September, 2017 to 09 September, 2017 (Both days inclusive)

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

The National Stock Exchange of India Ltd (NSE) "Exchange Plaza", 5 Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (East) Mumbai-400051

The B.S.E Limited, 25 Floor, P.J. Towers, Dalal Street, Mumbai - 400001. The listing fees payable to BSE and NSE for 2016-17 have been paid in full by the Company

6. Stock Code :

For trading at NSE: NAHARPOLY

For trading at BSE: 523391

7. Demat ISIN Number in NSDL andCDSL for Equity Shares: ISIN Number INE308A01027

The Annual Custodian Fees for the Financial Year 2017-18 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. gredressalnpfl@owmnahar.com

9. 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@owmnahar.com OR gredressalnpfl@owmnahar.com".

XI MARKET PRICE DATA-HIGH LOW DURING EACH MONTH IN LAST FINANCIAL YEAR

The Company's equity shares are listed at BSE and NSE. Accordingly the month wise High, Low stock prices during the financial year April,2016 to March, 2017 are as follows

Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April, 2016	51.75	33.95	51.50	32.65
May, 2016	55.80	41.50	55.95	41.00
June, 2016	53.00	42.45	53.60	42.80
July, 2016	62.80	47.15	64.70	46.40
August, 2016	59.90	47.60	60.00	45.05
September, 2016	60.80	46.55	61.00	45.10
October, 2016	75.45	52.30	75.45	52.00
November, 2016	75.00	47.00	74.55	47.75
December, 2016	64.50	53.35	65.00	53.80
January, 2017	68.80	56.35	68.30	56.00
February, 2017	66.40	55.00	66.50	55.30
March, 2017	65.00	56.00	64.90	55.50

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.

XII. PERFORMANCE IN COMPARISION TO BROAD BASED INDICES SUCH AS BSE SENSEX:

The Company's equity shares are listed at BSE and NSE. Accordingly, Comparison between Nahar Poly Films Limited closing price variation and BSE Sensex in percentage from April, 2016 to March, 2017 is as under:

Financial Year	Share Prices of the Company				BSE Sensex			
2016-17	Highest (Rs.)	Lowest (Rs)	Closing (Rs)	%age change over last month's closing	Highest (Rs.)	Lowest (Rs)	Closing (Rs)	%age change over last month's closing
April, 2016	51.75	33.95	42.35	29.51	26100.54	24523.20	25606.62	1.04
May, 2016	55.80	41.50	44.15	4.25	26837.20	25057.93	26667.96	4.14
June, 2016	53.00	42.45	48.50	9.85	27105.41	25911.33	26999.72	1.24
July, 2016	62.80	47.15	56.05	15.57	28240.20	27034.14	28051.86	3.90
August, 2016	59.90	47.60	50.75	-9.46	28532.25	27627.97	28452.17	1.43
Sept, 2016	60.80	46.55	53.85	6.11	29077.28	27716.78	27865.96	-2.06
Oct, 2016	75.45	52.30	71.75	33.24	28477.65	27488.30	27930.21	0.23
Nov, 2016	75.00	47.00	58.10	-19.02	28029.80	25717.93	26652.81	-4.57
Dec, 2016	64.50	53.35	56.65	-2.50	26803.76	25753.74	26626.46	-0.10
January, 2017	68.80	56.35	61.70	8.91	27980.39	26447.06	27955.96	4.99
February, 2017	66.40	55.00	56.50	-8.43	29065.31	27590.10	28743.32	2.82
March, 2017	65.00	56.00	60.75	7.52	29824.62	28716.21	29620.50	3.05

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

XIII. IN CASE THE SECURITIES ARE SUSPENDED FROM TRADING, REASON THEREOF

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

XIV. REGISTRAR TO AN ISSUE AND SHARE TRANSFER AGENTS

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

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

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

XV. SHARE TRANSFER SYSTEM

The company has constituted share transfer committee consisting of four members, namely Sh. Dinesh Oswal, Sh. Dinesh Gogna and Sh. Komal Jain, Directors of the Company and Mrs Nidhi Khande, Company Secretary of the Company. Share transfer committee meets once/twice in a month to approve the transfer/transmission/transposition, issue of duplicate share certificates & dematerialization of shares and duly transferred shares are generally dispatched within the prescribed period under the Companies Act, 2013/SEBI LODR Regulations, 2015.

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

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, 2017

As on March 31, 2017 your Company had 25243 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	22890	90.69	3127000	12.7176
501-1000	1594	6.32	1059609	4.309
1001-2000	410	1.63	613838	2.496
2001-3000	121	0.49	305017	1.240
3001-4000	43	0.17	152428	0.619
4001-5000	48	0.19	225226	0.916
5001-10000	59	0.23	585137	2.379
10000 and above	70	0.28	18519736	75.3202
TOTAL	**25243**	**100.00**	**24587991**	**100.00**

XVIII. The Shareholding pattern as on March 31, 2017 as follows:

Shares held by	No. of Shares	% of holding
Banks and Mutual Funds	3394	0.01
Foreign holdings (FIIs, NRIs)	129066	0.52
Bodies Corporate	862700	3.51
Directors/Relatives of Directors	4628	0.02
General Public	6337398	25.78
Promoters	17250805	70.16
TOTAL	**24587991**	**100.00**

XIX. DEMATERIALISATION OF SHARES AND LIQUIDITY

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 Ltd. (CDSL). The investors have an option to dematerialize their equity shares with either of the Depositories. As on 31st March, 2017, 2,28,83,388 comprising 93.07% of the total Equity Capital of the Company has been dematerialized. Shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited.

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

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

XXI. Commodity price risk or foreign exchange risk and hedging activities

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

XXII. PLANT LOCATION : VILLAGE SARAKIAN/
ITAYAKALAN
DISTT. RAISEN (M.P.)

XXIII. 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

XXIV. OTHER DISCLOSURES

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

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

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

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

c. Details of establishment of Vigil Mechanism/ Whistle Blower Policy:

The Board, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2013, has established a Whistle Blower Policy/Vigil Mechanism for its Directors and employees to report genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Code of Conduct or Policy. The Policy provide adequate safeguards against victimisation of persons who use such mechanism. The Audit Committee regularly reviews the working of the Mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy/Vigil Mechanism is also posted on Company's Website and can be accessed at http://www.owmnahar.com/nahar_polyfilm/pdf/VIGIL_MECHANISM0001.pdf

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

The company has complied with all the mandatory requirements of Corporate Governance as prescribed

in SEBI LODR Regulations, 2015.

Besides, the Company has also complied with the non mandatory requirements in respect of Corporate Governance as specified Part E of Schedule II of SEBI LODR Regulations, 2015 as detailed below:

i. Un-modified opinion(s) in audit report: The Company is already in a regime of financial statements with un-modified audit opinion.

ii. Separate posts of Chairman and CEO: Mr. Jawahar Lal Oswal is the Chairman of the Company and Mr. Satish Kumar Sharma is Executive Director of the Company. Thus the post of Chairman and Executive Director are held by different persons.

iii. Reporting of internal auditor: The internal auditor may report directly to the Audit Committee.

The Company is yet to comply with other non mandatory requirements of the Corporate Governance as specified in Part E of Schedule II of the SEBI LODR Regulations, 2015.

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

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

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

The Company has formulated the Policy on Materiality of Related Party Transactions and on dealing with Related Party Transactions, which can be accessed at http://www.owm nahar.com/nahar_polyfilm/pdf/RPT-NAHAR-POLY.pdf

g. Disclosure of commodity price risks and commodity hedging activities:

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

h. Prevention of Insider Trading:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a Code of practices and procedures for fair disclosure of unpublished price sensitive information" and "Code of Conduct to regulate, monitor and report trading by insiders. The Code helps to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary being the Compliance Officer of the company, is responsible for implementation of the Code.

I. Reconciliation of Share Capital Audit

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

j. CEO and CFO Certification

As required under Regulation 17(8) of SEBI LODR Regulations, 2015, a Certificate duly signed by the Executive Director and Chief Financial Officer was placed at the meeting of Board of Directors held on 30.05.2017.

1. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT WITH REASONS THEREOF:

The Company has complied with all the requirements of Corporate Governance Report from sub-paras (2) to (10) of Part C of Schedule V of SEBI LODR Regulations, 2015.

2. **DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS AS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(i)(b) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

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

3. CODE OF CONDUCT

The Company is committed to conduct its business in

accordance with applicable laws, rules and regulations and highest standard of transparency. Accordingly, the Company has laid down a Code of conduct for all its Board members and Senior Managerial Personnel so that conflict of interest could be avoided. The Code of Conduct suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. All the Board members and Senior Managerial Personnel are complying with the said code of conduct. The code of conduct is also available on Company's website i .e. www.owmnahar.com. The Board members and senior management personnel affirm the compliance of this Code annually. A declaration by the Executive Director/CEO in terms of SEBI LODR Regulations, 2015 to the effect that members of the Board and senior management personnel have affirmed compliance with this Code of Conduct is attached with this Report.

4. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT /UNCLAIMED SUSPENSE ACCOUNT

a. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year: Nil

b. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year: Nil

c. Number of shareholders to whom shares were transferred from suspense account during the year: Nil

d. Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year: Nil

e. That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: Not Applicable

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

FOR AND ON BEHALF OF THE BOARD

PLACE : LUDHIANA **JAWAHAR LAL OSWAL**

DATED: 12TH AUGUST,2017 **(CHAIRMAN)**

DIN:00463866

ANNEXURE- VI

MANAGEMENT DISCUSSION AND ANALYSIS

Industry Structure and Developments

The year 2016-17 has been a challenging year for Indian Economy. The economy grew 7.1% in the year 2016-17and it is expected that with the several Economic Reforms initiated by the Central Government will give a boost to the Economy. We expect that economic reforms will have a positive impact on the Economy as a whole.

To give further impetus to the economy, Central Government decided to implement the biggest Economic/ Tax reform in the form of Goods and Services Tax (G.S.T) w.e.f. 1 July, 2017. Initially there were some problems in the implementation of the scheme especially in small & Medium Enterprises but once the initial hiccups related to G.S.T. implementations are resolved, it would smoothen the taxation structure under G.S.T.

Now, the Company will be paying only one tax i.e. (G.S.T) instead of three taxes i.e. Sales Tax, Excise Tax and Service Tax. Your Management is quite optimistic that in long term, G.S.T would have a favorable impact on packaging industry.

Industry Structure and Developments

Biaxially Oriented polypropylene (BOPP) films, a part of flexible packaging industry has emerged as one of the most popular high growth films in the world over a period of time. It plays a vital role in protecting, extending and improving hygiene quotient and shelf life of the end products ranging from biscuits, drugs, medicines, processed and semi-processed foods, vegetables, edible oils, etc. BOPP Films have become a preferred choice over various other substitutes available in the market like plastics, waxed papers and aluminum foils because of its characteristics of better shrinkage, stiffness, transparency, salability, recycleability etc. BOPP films are widely used in food packaging, as these offers high barrier properties and are cost- effective and durable.

Presently BOPP Films Industry Market set for Rapid Growth, to reach USD 15.55 Billion by end of 2020, expanding at a CAGR of 6.30% between 2015 and 2020 (*Source: Market Research Store*). This growth is expected to fuel BOPP industry, as this thermoplastic BOPP films possesses excellent strength and clarity, owing to which it is used extensively for packaging applications. Due to the revival of Global economies will push the demand further. Global demand is increasing because of growth prospects in Asia particularly in China, India and Indonesia. Today China, India and Middle East are the major players in the BOPP market. China is posing a great challenge to the Indian BOPP Industry because of its planned capacity.

Your Company has already established an ultra modern BOPP Film Project with a capacity of 30000 tpa, in the state of Madhya Pradesh. The Company is selling its products in domestic as well as export markets and has established its brand. The Company has performed reasonably well during the year under review. We assure you that continuous efforts will be made to further improve the performance of the Company.

Opportunities and Threats

The growing sale of packed food and rapid growth of retail market has enabled the BOPP film industry to register a reasonable growth. It has become a mature sector for various associates involved such as processors, packaging manufacturers, raw material suppliers and end-user industries which include personal/domestic care products, manufactures of food & beverages and pharmaceuticals etc. The growth in convenience foods packaged in BOPP films such as fruits and vegatables, salads, snacks and confectionery shall pave the growth of the Retail market of the flexible packaging industry. Though increased consumption in food packaging and large growth in textile packaging is also giving a huge opportunity to BOPP film Industry to increase its size / share.

Besides the new applications of BOPP films, apart from conventional Tape/Textile and food packaging market, are emerging which full further improve the prospectus of the industry. The enormous untapped market for BOPP Films in emerging economies is also expected to offer growth opportunities to BOPP film Industry. The rapid urbanization, increasing health consciousness, changing food habits of people, who prefer packed foods, the demand of BOPP Films is going to rise in domestic as well overseas markets. The changing

demographic trends with the growth in the organized retailing will further push the BOPP Film Industry.

Besides the yield advantage of BOPP Films over polyester films have also had its impact in driving the market to shift from polyester films 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 Industry.

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. 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. We would like to inform you that company's product demand is sensitive to changes in industry capacity and output level, changes in consumer demand and the status of economic conditions. Because of the competitive plastic films business, company faces stiff competition both from international as well as domestic manufactures. The Environmental issues related to BOPP film production are expected to limit the growth of this industry.

The industry continues to be plagued by the problems of over capacity, short term over supply as well as raw material prices. Any significant change in the said factors will impact the performance of the Industry. Any increase in the raw material prices and fall in finished good product prices may affect the performance of the company.

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

Your management expects that 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 markets especially India. 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 is expected to influence of flexible packaging industry favorably. With the coming of new segment of liquid packing which includes flexible pouches, tetra packs, coated products etc, the company finds new business opportunities to grow. Your company is looking at the future with optimism and shall be expanding its business activities into new areas, in due course of time so that it can make use of available opportunities and emerge as fully integrated flexible packaging company.

In addition to the above, the applications of the BOPP Films in other No-food packaging is also gaining strength which will further boost the demand for BOPP Films Numerous grades of BOPP films are under development for various applications in different parts of the world which should give good volumes to the Industry. Thus it is evident that BOPP films is going to be one of the high-growth segments in the global plastic films and sheet industry.

Risk and Concerns

The company's main source of income will be from selling of BOPP films, a substrate in packaging material in plain and metalized from 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 "Polypropylene" Any changes in the raw material prices and fall in finished goods prices may affect the performance of the company. The Company will continue to focus on cost control and cost effective measures. The Company has endeavored to monitor and mitigate these risks.

Internal Control Systems and their adequacy

The Company is maintaining an efficient and effective system of Internal Financial Control for facilitating accurate compilation of financial statements. The company's Internal Control system is designed to ensure operational efficiency, protection and conservation of resourses, accuracy and promptness in financial reporting and compliance with procedures,

laws and regulations.

The Company's Internal Control system commensurate with the nature of its business and the size of its operations. In order to further strengthen the Internal Control system and to automate the various processes of the business, company is making use of Enterprises Resource Planning (ERP).

Pursuant to the provisions of section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed Internal Auditor who is a qualified Chartered Accountant. The Company is also having an Internal Audit Department to test the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems.

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

Financial/operation performance

The Company is operating in single segment only i.e. BOPP Films. The company achieved an operating income of Rs. 259.57crores out of which Rs. 5.75 crores is export turnover. The Company earned a profit before tax of Rs. 8.17 crores. After providing provision for Current taxation of Rs. 3.14 Crores and Deferred taxation of Rs. (-4.93) Crores the Company earned a net profit of Rs. 9.96 crores. The detailed performance (Standalone as well as Consolidated) 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 employee's strength of the company was 182 as on 31st March, 2017.

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 **JAWAHAR LAL OSWAL**
DATED: 12TH AUGUST, 2017 **(CHAIRMAN)**
DIN: 00463866

EXECUTIVE DIRECTOR'S DECLARATION

Pursuant to the requirement of Regulation 34(3) read with Part D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all Board Members and Senior Management personnel (as defined in the Regulation 26(3)) of the company have affirmed compliance with Code of Conduct for Board & Senior Management Personnel' for the year ended 31st March, 2017.

PLACE : LUDHIANA
DATED : 12th AUGUST, 2017

S.K. SHARMA
(Executive Director)
DIN:00402712

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 31st March, 2017 as stipulated Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

For Gupta Vigg & Co.,
Chartered Accountants
Firm Reg. No. 001393N

VINOD KUMAR KHANNA
(Partner)
M.No. 81585

PLACE:LUDHIANA
DATED: 12TH AUGUST, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
M/s. NAHAR POLY FILMS LIMITED
LUDHIANA

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Nahar Poly Films Ltd('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit and its 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by section 143(3) of the Act, we report that:
   a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
   d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
   e. on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164(2) of the Act;
   f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
   g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      I. the Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Notes to the financial statements;
      ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
      iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 31 to the financial statements.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N
VINOD KUMAR KHANNA
(Partner)
M.No.: 081585

Place : Ludhiana
Dated : 30.05.2017

ANNEXURE-A TO THE AUDITORS' REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

I) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets

(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii) The physical verification of inventory has been conducted at reasonable intervals by the management and no material discrepancies were noticed on the physical verification.

(iii) The Company has not granted any loans to bodies corporate/ parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.

(v) According to information and explanation given to us, The Company has not accepted any deposits from the public during the year covered under the provisions of section 73 or 76 or any other relevant provisions of the Companies Act, 2013.

(vi) We have broadly reviewed the cost records maintained by the company pursuant to the sub section (1) of section 148 of the Companies Act, specified by the Central Government and are of the opinion that prima facie, the prescribed records have been maintained. We have, however not made a detailed examination of cost records with a view to determine whether they are accurate or complete.

vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no material dues of duty of customs which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, there are no dues of income tax, sales tax, duty of excise, service tax and value added tax have not been deposited by the Company on account of disputes.

viii) The Company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N

Place : Ludhiana **VINOD KUMAR KHANNA**
Dated : 30.05.2017 **(Partner)**
M.No.: 081585

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Nahar Poly Films Ltd ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention

and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N

Place : Ludhiana
Dated : 30.05.2017

VINOD KUMAR KHANNA
(Partner)
M.No.: 081585

CASH FLOW STATEMENT FOR THE PERIOD FROM 1ST APRIL, 2016 TO 31ST MARCH, 2017

			(In Rs.)
A.	**CASH FLOW FROM THE OPERATING ACTIVITIES**		
	Net Profit before Tax and Extraordinary items	81734903	
	Adjustments for: -		
	Depreciation	217924706	
	Interest Expenditure	44461572	
	Interest Received	-3128326	
	Dividend	-22980864	
	(Profit)/Loss on Sale of Investments	-608883	
	(Profit)/Loss on sale of Fixed Assets	54243	
	Operating profit before Working Capital changes		317457351
	Adjustments for :		
	(Increase)/Decrease in Inventories	-68499525	
	(Increase)/Decrease in Trade & Other Receivables	-47038702	
	(Increase)/Decrease in Short Term Loans & Advances	47944885	
	(Increase)/Decrease in Security Deposit	-97400	
	Increase/(Decrease) in Trade Payables & Short Term Others Liabilities	1086619	
	Increase/(Decrease) in Working Capital Bank Borrowing	17686562	-48917561
	Cash generation from operating activities		268539790
	Interest Paid on Working Capital and others		-5446937
	Taxes (Paid)/Refund		-39082869
	Net cash from operating activities		224009984
B.	**CASH FLOW FROM THE INVESTING ACTIVITIES**		
	Interest Received	3128326	
	Dividend Received	22980864	
	Purchase of Fixed Assets (incl Capital work in process, capital advances, & exp pending for capitalisation)	-1104096	
	Sale of Fixed Assets	586652	
	Purchase of Investments	-146777000	
	Sale of Investments	127555883	6370629
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Increase/Decrease in Share Capital/Reserve	0	
	Share Premium	0	
	Proceeds from Long Term Borrowings	0	
	Repayment of Long Term Borrowings	-174213856	
	Interest Paid on Term Loans	-39014635	
	Increase/(Decrease) in Other Long Term Liabilities	0	
	Dividend Paid (including Corporate Dividend Tax)	-14796808	-228025299
	Net Increase in Cash and Cash Equivalent		2355314
	Cash & cash equivalents as on 31/03/2016		2474343
	Cash & cash equivalents as on 31/03/2017		4829657

Place : Ludhiana
Date : 30.05.2017

FOR AND ON BEHALF OF THE BOARD

NIDHI KHANDE	**RAKESH JAIN**	**DINESH OSWAL**	**S.K. SHARMA**
Company Secretary	Chief Financial Officer	Director	Executive Director
		DIN: 00607290	DIN: 00402712

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, 2017 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 : 30.05.2017

VINOD KUMAR KHANNA
(Partner)
M.No.:081585

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	Current Year	Previous Year
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	**125776643**	125776643
Reserves and surplus	2	**1563644692**	1463920489
		1689421335	1589697132
Non-current liabilities			
Long-term borrowings	3	**85889795**	260103651
Deferred Tax Liabilities (Net)	10	**-**	34794619
		85889795	294898270
Current liabilities			
Short-term borrowings	4	**35826206**	18139644
Trade payables	5	**25638193**	35872794
Other current liabilities	6	**236282864**	224961644
Short-term provisions	7	**2290219**	24798045
		300037482	303772127
TOTAL		**2075348612**	2188367529
ASSETS			
Non-current assets			
Fixed assets (PPE)	8		
Tangible assets		**454252423**	671713928
Non-Current Investments	9	**1005509509**	985679509
Deferred Tax Assets (Net)	10	**14566531**	-
Long-Term Loans and Advances	11	**18874295**	18776895
		1493202758	1676170332
Current assets			
Inventories	12	**147647261**	79147736
Trade receivables	13	**325094449**	278055747
Cash and cash equivalents	14	**4829657**	2474343
Short-term loans and advances	15	**97738961**	145683846
Other current assets	16	**6835526**	6835525
		582145854	512197197
TOTAL		**2075348612**	2188367529
Accounting Policies			
Notes on Financial Statement	1 to 32		

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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
M.No.081585

NIDHI KHANDE
Company Secretary

RAKESH JAIN
Chief Financial Officer

DINESH OSWAL
Director
DIN:00607290

S.K. SHARMA
Executive Director
DIN:00402712

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31.03.2017

Particulars	Note No.	Current Year	Previous Year
		₹	₹
Revenue from operations	17	**2885914807**	2935930787
Less: Excise Duty		**-321171586**	-318242230
Operating Income		**2564743221**	2617688557
Other income	18	**30971114**	27733150
		2595714335	2645421707
Expenses:			
Cost of materials consumed	19	**1846568736**	1735630936
Purchases of Stock-in-Trade		**-**	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	**-29105792**	23969576
Employee benefits expense	21	**68275940**	62708696
Finance costs	22	**44973468**	79799745
Depreciation and amortization expense	8	**217924706**	220065335
Other expenses	23	**365342374**	347588175
Total expenses		**2513979432**	2469762463
		81734903	175659244
Tax expense:			
Current tax		**-31450000**	-34724000
Deferred tax		**49361150**	-24449402
Profit (Loss) For The Period		**99646053**	116485842
Earnings per equity share:	27		
Basic and Diluted		**4.05**	4.74
Accounting Policies			
Notes on Financial Statements	1-32		

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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
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Chief Financial Officer

DINESH OSWAL
Director
DIN:00607290

S.K. SHARMA
Executive Director
DIN:00402712

1. ACCOUNTING POLICIES

i) COMPANY OVERVIEW

Nahar Poly Films Limited ('the company') is into the business of manufacturing and selling of BOPP films. The company is a public limited company incorporated and domiciled in India and has registered office in Ludhiana, Punjab, India and the manufacturing facility is located Near Mandideep, Bhopal, MP, India. The company has its listing of equity shares on BSE Limited and National Stock Exchange of India Limited.

The financial statements are approved for issue by the company's Board of Directors on May 30, 2017.

ii) ACCOUNTING CONVENTION

The Financial Statements are prepared on accrual basis under the historical cost convention in accordance with the accounting standards notified under the relevant provisions referred to in Companies Act, 2013 and other relevant provisions of the said Act.

iii) REVENUE RECOGNITION

a) Sale of Goods: Sale of goods is recognized at the point of dispatch of finished goods to the customers and all the significant risks and rewards of the ownership are transfer to the buyer and the company retains no effective controll and no uncertainty exists regarding the recovery of amount. 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.

f) Insurance Claims: Insurance Claims are recognized at the time of occurrence of an event if it is reasonably ascertained

iv) 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 Useful life specified in schedule-II of the Companies Act, 2013

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.

v) INVESTMENTS

Long term investments are stated at cost. Diminution in value of investments, if any has not been considered being temporary in nature.

vi) 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 plus direct expenses.
- **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.

vii) EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD

All the indirect expenses incurred during construction period up to the date of commencement of commercial production are capitalized on various categories of fixed assets on proportionate bases.

viii)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.

ix) 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.

x) 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, in accordance with the Cenvat Credit Rules 2004 as amended.

xi) 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.

xii) 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.

xiii)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.

xiv) 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.

xv) 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 reduced from the cost of asset and other grants are shown as income.

xvi) 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, 2017

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 Forfeited 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
M/s Nahar Spinning mills Limited	1247063	5.072	1247063	5.072

1.5 a) The company has not issued any shares in persuance 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 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	**1016018046**	866818046
Current Year Transfer	**-**	149200000
Closing Balance	**1016018046**	1016018046
CSR Expenditure Reserve Current Year Transfer	**1663367**	-
Surplus:		
Opening Balance	**102297**	47567950
Profit (Loss) for the year	**99646053**	116485842
Income Tax Adjustments for prior periods	**78150**	45313
Transfer To General Reserve	**-**	(149200000)
Transfer To CSR Expenditure Reserve	**(1663367)**	-
Provision for Proposed Dividend	**-**	(12293996)
Provision for Tax on Proposed Dividend	**-**	(2502812)
Balance c/f to Balance Sheet	**98163133**	102297
Total	**1563644692**	**1463920489**

3. Long Term Borrowings

Particulars	Current Year	Previous Year
	₹	₹
Term loans		
From banks*		
- Oriental Bank of Commerce	57508496	172522352
- Punjab National Bank	28381299	87581299
Total	**85889795**	**260103651**

*The Term loan is secured by way of first charge (on pari passu basis) on factory land and building and hypothecation of Plant and Machinary 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 guaranted by a Director of the Company and corporate guarantee of Rs. 25.00 crores (Oriental Bank of Commerce) and Rs.15.00 Crores (Punjab National Bank) 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. Short Term Borrowings

Particulars	Current Year	Previous Year
	₹	₹
Working Capital Loans from banks	35826206	18139644
Total	**35826206**	**18139644**

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.

5. Trade Payables

Particulars	Current Year	Previous Year
	₹	₹
Sundry Creditors	25638193	35872794
Total	**25638193**	**35872794**

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.

6. Other Current Liabilities

Particulars	Current Year	Previous Year
	₹	₹
Current maturities of long-term debt	174220000	174220000
TDS Payables	913537	955910
Statutory Liabilities	2975095	2865885
Other Liabilities	38376276	24991232
Advance from customers	17752835	20257634
Security Deposits	245718	123331
Due to Directors	41834	63764
Unpaid dividends	1757569	1483888
Total	**236282864**	224961644

7. Short Term Provisions

Particulars	Current Year	Previous Year
	₹	₹
Proposed Dividend	-	12293996
Dividend Distribution Tax	-	2502812
Provision for Current Year Income Tax (Net of Advance Tax)	2290219	10001237
Total	**2290219**	**24798045**

8. Property, Plant and Equipments

	Particulars	Gross Block				Depreciation				Net Block	
		As on 01.04.16	Additions 2016-17	Sales/ Adj	As on 31.03.17	As on 01.04.16	Additions 2016-17	Sales/ Adj	As on 31.03.17	As on 31.03.17	As on 31.03.16
A	**TANGIBLE ASSETS**										
	LAND & BUILDING										
	- LAND	17653165	0	0	17653165	0	0	0	0	17653165	17653165
	- Building	246332460	0	0	246332460	53322381	10790788	0	64113169	182219291	193010079
	Sub Total (A)	263985625	0	0	263985625	53322381	10790788	0	64113169	199872456	210663244
	PLANT & MACHINERY										
	- Machinery	1389159096	0	0	1389159096	932920336	206307128	0	1139227464	249931632	456238760
	- Vehicles	3331535	666707	666707	3331535	834780	437539	25812	1246507	2085028	2496755
	- Other Equipments	5431775	368699	0	5800474	3696663	275513	0	3972176	1828298	1735112
	Sub Total (B)	1397922406	1035406	666707	1398291105	937451779	207020180	25812	1144446147	253844958	460470627
	FURNITURE & FIXTURES										
	- Furniture & Fixtures	1390018	68690	0	1458708	809961	113738	0	923699	535009	580057
	Sub Total (C)	1390018	68690	0	1458708	809961	113738	0	923699	535009	580057
	Total (Tangible Assets)	1663298049	1104096	666707	1663735438	991584121	217924706	25812	1209483015	454252423	671713928
b	**Intengible Assets**										
	- Software	415981	0	0	415981	415981	0	0	415981	0	0
	Total (Intengible Assets)	415981	0	0	415981	415981	0	0	415981	0	0
c	**Capital WIP**									NIL	NIL
	Total (Current Year)	1663714030	1104096	666707	1664151419	992000102	217924706	25812	1209898996	454252423	671713928
	Total (Previous Year)	1661116339	2597691	0	1663714030	771934767	220065335	0	992000102	671713928	889181572

a) There are no intengible assets under development as on 31.03.2017 as well as on 31.03.2016.

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

d) 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		
(a)Investment in Equity instruments	963732509	963902509
(b)Investment in debentures and bonds	41777000	21777000
Total	**1005509509**	985679509

Particulars	Current Year	Previous Year
	₹	₹
Aggregate amount of quoted investments (Market value of ₹ 1954656389/- ,Previous Year Market value of ₹ 1183030323/-)	1005509509	985679509
Aggregate amount of unquoted investments	-	-

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	6611632	Quoted	Fully paid	39.481%	39.481%	367315961	367315961	Yes	N.A.
M/s. IDFC Limited	Others	-	5000	Quoted	Fully paid	-	-	-	102986	Yes	N.A.
M/s. IDFC Bank Ltd.	Others	-	5000	Quoted	Fully paid	-	-	-	67014	Yes	N.A.
M/s. Nahar Spinning Mills Limited	Related Company	6902244	6902244	Quoted	Fully paid	19.138%	19.138%	381415718	381415718	Yes	N.A.
M/s. Nahar Industrial Enterprises Limited	Related Company	2708800	2708800	Quoted	Fully paid	6.706%	6.706%	215000830	215000830	Yes	N.A.
Debentures/ Bonds											
IRFC TAX FREE BOND	Others	11757	11757	Quoted	Fully paid	-	-	11757000	11757000	Yes	N.A.
NABARD TAX FREE BONDS	Others	10020	10020	Quoted	Fully paid	-	-	10020000	10020000	Yes	N.A.
ECL FINANCE LTD.	Others	200	-	Quoted	Fully paid			20000000	-	Yes	N.A.
Total								**1005509509**	**985679509**		

10. Deferred Tax Assets (net of liability)

Particulars	Current Year	Previous Year
	₹	₹
Deferred Tax Liability		
Timing difference on account of Depreciation, change in rate of Tax etc.	13345549	-35912105
Deferred Tax Asset		
Timing Difference on account of allowances under section 43B	1220982	1117486
Total	**14566531**	**-34794619**

11. Long Term Loans & Advances

Particulars	Current Year	Previous Year
	₹	₹
Security Deposits	18874295	18776895
Total	**18874295**	**18776895**

12. Inventories

Particulars	Current Year	Previous Year
	₹	₹
a. Raw Materials and components	63534851	28380107
b. Work-in-progress	54219860	28410315
c. Finished goods	7100668	3904530
d. Waste/Scrap Material	314459	214348
e. Stores and spares	22477424	18238436
Total	**147647261**	79147736

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	321609444	275786164
	321609444	275786164
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
- Unsecured, considered good	3485006	2269583
- Unsecured, considered doubtful	-	-
Total	**325094449**	278055747

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	2646540	189669
- Earmarked Balances (eg/- unpaid dividend accounts)	1757569	1483888
- Margin money FDR	216943	263252
b. Cash on hand	208605	537534
Total	**4829657**	2474343

 # Maturity period of fixed deposits are more than 12 months

15. Short-term loans and advances

Particulars	Current Year	Previous Year
	₹	₹
MODVAT / Cenvat CredIt Unutilised	5265717	5241276
Others Unsecured, considered good	92473244	140442570
Total	**97738961**	145683846

No Short-term loans and advances stated above include debts due from 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)	6835526	6835525
Total	**6835526**	6835525

17. Operating Income

Particulars	Current Year	Previous Year
	₹	₹
Operating Income:		
Export Sales	57510569	68349094
Domestic Sales	2773071773	2813899596
	2830582342	2882248690
Less:		
Excise Duty	321171586	318242230
Net Sales	2509410756	2564006460
Export Incentives	1190871	1930435
OPERATING INCOME	2510601627	2565936895
Other Operating Income:		
Sales Miscellaneous	6730358	6856119
Others	47411235	44895543
	54141593	51751662
Total	**2564743221**	**2617688557**

17.1 Detail of Sales

Particulars	Current Year	Previous Year
	₹	₹
EXPORT SALES		
- Direct Export of BOPP Film	57510569	68349094
Local Sales		
- Deemed Export of BOPP Film	11282453	97826651
- BOPP Film	2746858639	2707658954
- BOPP Other (Incl.Waste)	14930682	8413991
- Other (Misc.Scrap)	6730358	6856119
Total	**2837312701**	**2889104809**

18. Other Income

Particulars	Current Year	Previous Year
	₹	₹
Dividend Income (From Longterm Investments)	22980864	16832692
Interest Gross	3128326	2232024
Profit on Sale of Investments	608883	466743
Misc. Receipts	3986615	6535109
Prior Period Items	250172	1660268
Exchange Rate Difference	16255	6314
Total	**30971114**	27733150

19. Cost of Raw Material Consumed

Particulars	Current Year	Previous Year
	₹	₹
Opening Stock of Raw Material	28380107	18723714
Raw Material Purchases (Net of Sales)	1881723480	1745287329
Closing Stock of Raw Material	63534851	28380107
Raw Material Consumed	**1846568736**	1735630936

19.1 Detail of Raw Material Consumed

Particulars	Current Year	Previous Year
	₹	₹
PP Resins and Additives	1846568736	1735630936

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

Particulars	Current Year	Previous Year
	₹	₹
OPENING STOCK		
- Finished Goods	4118879	1841757
- Work in Progress	28410315	54657013
	32529194	56498770
CLOSING STOCK		
- Finished Goods	7415126	4118879
- Work in Progress	54219860	28410315
(Increase) /Decrease in Finished Goods & WIP Stock	**-29105792**	23969576

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

Particulars	Current Year	Previous Year
	₹	₹
OPENING STOCK		
BOPP Films	3904530	1330147
Waste	214349	511610
CLOSING STOCK		
BOPP Films	7100668	3904530
Waste	314459	214349

21. Employee Benefits Expenses

Particulars	Current Year	Previous Year
	₹	₹
Salary Wages And Bonus	57356627	52493784
Contribution To PF,ESI, Group Insurance & Gratuity	6376682	5866917
Employee Welfare Exp.	4542631	4347995
TOTAL	**68275940**	**62708696**

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

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	8735085	7092778
	Interest Cost	698807	567422
	Current Service Cost	1179469	1389708
	Benefit Paid	(469919)	(147213)
	Acturial (gain/(Loss) on obligations	106113	(167610)
	Present value of obligations as at the end of the year	10249555	8735085

3	Reconciliation of Opening and Closing balances of plan assets:		
	Fair value of plan as at the beginning of year	8819048	7176741
	Returns on plan asset	702542	642728
	Contributions	1197884	1146792
	Benefit Paid	(469919)	(147213)
	Acturial (gain/(Loss) of Plan Asset	0	0
	Fair value of plan as at the end of year	10249555	8819048
4	Reconciliation of fair value of assets and obligations:		
	Present Value of obligations as at the end of year	10249555	8735085
	Fair value of plan as at the end of year	10249555	8819048
	Net Asset/(Liability) recognized in the Balance Sheet	0	(83963)
5	Expenses Recognized in statement of Profit & Loss		
	Current Service Cost	1179469	1389708
	Interest Cost	698807	567422
	Expected return on plan asset	(702542)	(642728)
	Net Acturial (gain)/loss recognised in the year	106113	(167610)
	Expenses Recognized in statement of Profit & Loss	1281847	1146792

22. Financial Expenses

Particulars	Current Year	Previous Year
	₹	₹
Interest expense		
- Interest To Banks		
- On Working Capital	5438761	17020792
- On Term Loans	39014636	61953098
- Interest to Others	8175	4164
Other borrowing costs	511896	821691
Total	**44973468**	79799745

23. Other Expenses

Particulars	Current Year	Previous Year
	₹	₹
MANUFACTURING EXPENSES (A)		
Power And Fuel	156602532	150813152
Dyes & Chemicals	405005	316586
Machinery Repair And Maintenance	24400308	17775519
Entry Tax on Purchase of Goods	22048230	15866101
Other Manufacturing Expenses	1781043	1140382
Total (A)	**205237118**	**185911740**
SELLING EXPENSES (B)		
Advertisement	9512	-
Brokerage/Commission On Sale	2819132	4180728
Export Development And Sale Promotion	61785	435320
Packing & Forwarding Charges	119633756	114848972
Foreign Travelling Expenses (Others)	292721	21043
Rebate & Discount	16113179	20481522
Commission On Export Sales	2385809	2284551
Other Selling Expenses	134216	151223
Total (B)	**141450110**	**142403359**

EXCISE DUTY ON CLOSING STOCK (C)	**225227**	**63205**
ADMINISTRATIVE EXPENSES (D)		
Vehicle Maintenance	844739	720903
Conveyance	819867	801447
Rent	193775	185490
Fees And Taxes	1088304	768173
Insurance	5050141	5133221
Legal And Professional Expenses	1696327	1472569
Printing And Stationery	686820	571648
Postage And Telegraph	335256	198804
Miscellaneous Expenses	1210089	1888278
Directors Sitting Fees	400000	380000
Travelling Expenses		
Directors	-	25124
Others	1209230	1010140
Auditors Remuneration		
Audit Fees	236210	223962
Tax Audit Fees	45080	42522
Certification Charges	3907	25793
Telephone Expenses	585964	605765
Share Department Exp	302346	272515
Total (D)	**14708055**	**14326354**
OTHER EXPENSES (E)		
Building Repair & Maintenance	669308	628165
General Repair & Maintenance	1337715	1068923
Loss On Sale Of Fixed Assets	54243	-
Amount Written Off	189068	2236112
Previous Year Expenses	693979	238188
Previous Year Income Written Back	49605	-
Security Transaction Tax	759	-
Bank Charges	549778	649948
Fines & Penalties	2659	62181
Horticultural Exp.	174750	-
Total (E)	**3721864**	**4883517**
Total (A to E)	**365342374**	**347588175**

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

Particulars	Current Year ₹	% Age of Cons.	Previous Year ₹	% Age of Cons.
Raw Material				
- Imported	102149734	5.53%	98268922	5.66%
- Indigenous	1744419002	94.47%	1637362014	94.34%
Spare Parts, Stores and Components				
- Imported	8489960	10.29%	7593672	10.55%
- Indigenous	73986330	89.71%	64412212	89.45%

25. CIF Value of Imports

Particulars	Current Year	Previous Year
	₹	₹
Raw Materials	106323195	92300262
Stores and Spares	7615762	8108595

26. Expenditure in Foreign Currency

Particulars	Current Year	Previous Year
	₹	₹
Foreign Travelling	127160	-
Subscription Expenses	345343	666564

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	99724203	116531155
b) Number of weighted average shares outstanding	24587991	24587991
c) Earning per share (face value Rs. 5/- per share)	4.06	4.74
DILUTED		
a) Profit after Taxation	99724203	116531155
b) Number of weighted average shares outstanding	24587991	24587991
c) Earning per share (face value Rs. 5/- per share)	4.06	4.74

28. Earning In Foreign Exchange

Particulars	Current Year	Previous Year
	₹	₹
FOB value of Exports	56891503	66523466

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		Enterprises over which KMP is able to exercise significant influence		Key Management personnels & their relatives	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1.	Misc.Sales	-	-	-	117501	-	-
2.	Directors Sitting Fee	-	-	-	-	120000	100000
3.	Directors Remuneration	-	-	-	-	2347435	2162687
4.	Rent Paid	-	-	193775	185490	-	-
5.	DEPB Purchased	-	-	7032098	18538759	-	-
6.	Reimbursments Received	-	-	21325	13573	-	-
7.	Reimbursments Paid	-	-	383234	1030098	-	-
8.	Closing Balance						
	- Crs./Payable	-	-	102914	44783	-	-
	- Due to Directors	-	-	-	-	41834	63764

***Associates :** Nahar Capital & Financial Services Ltd.

"Enterprises over which KMP is able to exercise significant influence:"

Nahar Spinning Mills 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., Palm Motels Ltd., Suvrat Trading Co. Ltd., Amloh Industries Ltd.

Key Management Personnel and their Relatives

Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Sh. Kamal Oswal, Sh. S.K. Sharma, Mrs. Abhilash Oswal, Mrs. Ruchika Oswal, Mrs. Manish Oswal, Mrs. Ritu Oswal and Mrs. Monika Oswal

30. Contigent Liabilities

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.**

Particulars	Current Year	Previous Year
	₹	₹
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	Nil	Nil
(b) Guarantees	Nil	604000
(c) Other money for which the company is contingently liable	Nil	Nil
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed not provided for on Account of:		
-Capital Nature	Nil	Nil
-Other	Nil	2126429
(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)	15282087	7190499
(d) Other commitments (specify nature)	Nil	Nil
	15282087	9920928

31. Old Currency Notes Details are as under:

Particulars	SBN's	Other denomination Notes	Total
	₹	₹	₹
Closing Balance of Cash as on 08.11.2016	179,500	34,693	214,193
Add: Permitted Receipts		1,500	1,500
Add: Bank With drawls		284,000	284,000
Less: Permitted Payments		(119,653)	(119,653)
Less: Amount Deposited in Bank	(179,500)	-	(179,500)
Closing Balance as on 31.12.2016	-	200,540	200,540

32. 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) In accordance with the section 135 of the Companies Act,2013, the company is covered by the provisions of the said section:

		Current Year	Previous Year
a)	The amount required to be spent	1663367	Nil
b)	Amount Spent	Nil	Nil

However the company jointly with other group companies have joined hands under one umbrela, namely Oswal Foundation to carry our CSR activities in future.

8) Previous year figures has been regrouped/reclasified 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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
M.No.081585

NIDHI KHANDE
Company Secretary

RAKESH JAIN
Chief Financial Officer

DINESH OSWAL
Director
DIN: 00607290

S.K. SHARMA
Executive Director
DIN: 00402712

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

TO THE MEMBERS OF

M/s. NAHAR POLY FILMS LIMITED

LUDHIANA

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Nahar Poly Films Ltd("the Holding Company") and associate (hereinafter collectively referred to as "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these Consolidated Financial Statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated Financial Statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 Consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2017;

(b) in the case of the Consolidated statement of Profit & Loss, of the profit/ loss for the year ended on that date; and

(c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. The Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, is not applicable in case of Consolidated Financial Statements.
2. As required by section 143(3) of the Act, we report that:
   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
   b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
   d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e. On the basis of the written representations received from the directors of the holding company as on 31st March, 2017 taken on record by the Board of Directors of the holding company and the associate company, none of the directors of the companies is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
   f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure-A and
   g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
      (I) The consolidated financial statements disclose the impact of pending litigations on the consolidated

financial position of the holding company and associate company

(ii) Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.

(iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund, by the holding Company and associate company.

(iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 31 to the financial statements.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N

Place : Ludhiana **VINOD KUMAR KHANNA**
Dated : 30.05.2017 **(Partner)**
M.No.: 081585

ANNEXURE-A TO THE AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2017, we have audited the internal financial controls over financial reporting of **Nahar Poly Films Limited** ("the Holding Company") and its associate company, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its associate company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its associate company have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For GUPTA VIGG & CO.
Chartered Accountants
FRN 001393N

Place : Ludhiana **VINOD KUMAR KHANNA**
Dated : 30.05.2017 **(Partner)**
M.No.: 081585

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	Current Year	Previous Year
		₹	₹
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	**125776643**	125776643
Reserves and surplus	2	**2286196958**	2098517391
		2411973601	2224294034
Non-current liabilities			
Long-term borrowings	3	**85889795**	260103651
Deferred Tax Liabilities (Net)	10	**-**	34794619
		85889795	294898270
Current liabilities			
Short-term borrowings	4	**35826206**	18139644
Trade payables	5	**25638193**	35872794
Other current liabilities	6	**236282864**	224961644
Short-term provisions	7	**2290219**	24798045
		300037482	303772127
TOTAL		**2797900878**	2822964431
ASSETS			
Non-current assets			
Fixed assets (PPE)	8		
Tangible assets		**454252423**	671713928
Non-Current Investments	9	**1728061777**	1620276411
Deferred Tax Assets (Net)	10	**14566531**	-
Long-Term Loans and Advances	11	**18874295**	18776895
		2215755026	2310767234
Current assets			
Inventories	12	**147647261**	79147736
Trade receivables	13	**325094449**	278055747
Cash and cash equivalents	14	**4829657**	2474343
Short-term loans and advances	15	**97738961**	145683846
Other current assets	16	**6835524**	6835525
		582145852	512197197
TOTAL		**2797900878**	2822964431
Accounting Policies			
Notes on Financial Statement	1 to 33		

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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
M.No.081585

NIDHI KHANDE
Company Secretary

RAKESH JAIN
Chief Financial Officer

DINESH OSWAL
Director
DIN:00607290

S.K. SHARMA
Executive Director
DIN:00402712

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDING 31.03.2017

Particulars	Note No.	Current Year	Previous Year
		₹	₹
Revenue from operations	17	**2885914807**	2935930787
Less: Excise Duty		**-321171586**	-318242230
Operating Income		**2564743221**	2617688557
Other income	18	**21053666**	17815702
		2585796887	2635504259
Expenses:			
Cost of materials consumed	19	**1846568736**	1735630936
Purchases of Stock-in-Trade		**-**	-
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	**-29105792**	23969576
Employee benefits expense	21	**68275940**	62708696
Finance costs	22	**44973468**	79799745
Depreciation and amortization expense	8	**217924706**	220065335
Other expenses	23	**365342374**	347588175
Total expenses		**2513979432**	2469762463
		71817455	165741796
Tax expense:			
Current tax		**-31450000**	-34724000
Deferred tax		**49361150**	-24449402
Profit (Loss) For The Period		**89728605**	106568394
Profit from Associates		**99958004**	43334620
		189686609	149903014
Earnings per equity share:	27		
Basic and Diluted		**7.71**	6.10
Accounting Policies			
Notes on Financial Statements	1-33		

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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
M.No.081585

NIDHI KHANDE
Company Secretary

RAKESH JAIN
Chief Financial Officer

DINESH OSWAL
Director
DIN:00607290

S.K. SHARMA
Executive Director
DIN:00402712

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD FROM 1ST APRIL, 2016 TO 31ST MARCH, 2017

(In Rs.)

A.	**CASH FLOW FROM THE OPERATING ACTIVITIES**		
	Net Profit before Tax and Extraordinary items	169756465	
	Adjustments for: -		
	Depreciation	217924706	
	(Income) Loss from Associates	-87955366	
	Interest Expenditure	44461572	
	Interest Received	-3128326	
	Dividend	-13063416	
	(Profit)/Loss on Sale of Investments	-608883	
	(Profit)/Loss on sale of Fixed Assets	54243	
	Operating profit before Working Capital changes		327440995
	Adjustments for :		
	(Increase)/Decrease in Inventories	-68499525	
	(Increase)/Decrease in Trade & Other Receivables	-47038702	
	(Increase)/Decrease in Short Term Loans & Advances	47944885	
	(Increase)/Decrease in Security Deposit	-97400	
	Increase/(Decrease) in Trade Payables & Short Term Others Liabilities	1086619	
	Increase/(Decrease) in Working Capital Bank Borrowing	17686562	-48917561
	Cash generation from operating activities		278523434
	Interest Paid on Working Capital and others		-5446937
	Taxes (Paid)/Refund		-39149066
	Net cash from operating activities		233927431
B.	**CASH FLOW FROM THE INVESTING ACTIVITIES**		
	Interest Received	3128326	
	Dividend Received	13063416	
	Purchase of Fixed Assets (incl Capital work in process, capital advances, & exp pending for capitalisation)	-1104096	
	Sale of Fixed Assets	586652	
	Purchase of Investments	-20000000	
	Sale of Investments	778883	-3546819
C.	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Increase/Decrease in Share Capital/Reserve	0	
	Share Premium	0	
	Proceeds from Long Term Borrowings	0	
	Repayment of Long Term Borrowings	-174213856	
	Interest Paid on Term Loans	-39014635	
	Increase/(Decrease) in Other Long Term Liabilities	0	
	Dividend Paid (including Corporate Dividend Tax)	-14796808	-228025299
	Net Increase in Cash and Cash Equivalent		2355314
	Cash & cash equivalents as on 31/03/2016		2474343
	Cash & cash equivalents as on 31/03/2017		4829657

Place : Ludhiana
Date : 30.05.2017

FOR AND ON BEHALF OF THE BOARD

NIDHI KHANDE	**RAKESH JAIN**	**DINESH OSWAL**	**S.K. SHARMA**
Company Secretary	Chief Financial Officer	Director DIN: 00607290	Executive Director DIN: 00402712

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, 2017 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 : 30.05.2017

VINOD KUMAR KHANNA
(Partner)
M.No.:081585

1. ACCOUNTING POLICIES

i) COMPANY OVERVIEW

Nahar Poly Films Limited ('the company') is into the business of manufacturing and selling of BOPP films. The company is a public limited company incorporated and domiciled in India and has registered office in Ludhiana, Punjab, India and the manufacturing facility is located Near Mandideep, Bhopal, MP, India. The company has its listing of equity shares on BSE Limited and National Stock Exchange of India Limited.

The consolidated financial statements are approved for issue by the company's Board of Directors on May 30, 2017.

ii) ACCOUNTING CONVENTION

The consolidated Financial Statements are prepared on accrual basis under the historical cost convention in accordance with the accounting standards notified under the relevant provisions referred to in Companies Act, 2013 and other relevant provisions of the said Act.

iii) BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

"The consolidated financial statements have been prepared on accrual basis under the historical cost convention inaccordance" with the applicable accounting standards prescribed under section 129 of Companies Act, 2013 read with applicable Companies (Accounts) rules, 2014.

iv) REVENUE RECOGNITION

a) Sale of Goods: Sale of goods is recognized at the point of dispatch of finished goods to the customers and all the significant risks and rewards of the ownership are transfer to the buyer and the company retains no effective controll and no uncertainty exists regarding the recovery of amount. 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.

f) Insurance Claims: Insurance Claims are recognized at the time of occurrence of an event if it is reasonably ascertained

v) 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 Useful life specified in schedule-II of the Companies Act, 2013

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.

vi) INVESTMENTS

Long term investments are stated at cost. Diminution in value of investments, if any has not been considered being temporary in nature.

vii) 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 plus direct expenses.
- **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.

viii)EXPENDITURE INCURRED DURING CONSTRUCTION PERIOD

All the indirect expenses incurred during construction period up to the date of commencement of commercial production are capitalized on various categories of fixed assets on proportionate bases.

ix) 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.

x) 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.

xi) 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, in accordance with the Cenvat Credit Rules 2004 as amended.

xii) 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.

xiii)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.

xiv)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.

xv) 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.

xvi) 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 reduced from the cost of asset and other grants are shown as income.

xvii) 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 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

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 Forfeited 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
M/s Nahar Spinning mills Limited	1247063	5.072	1247063	5.072

1.5 a) The company has not issued any shares in persuance 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 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	**1617197776**	1404528092
Current Year Transfer	**-**	212669684
Closing Balance	**1617197776**	**1617197776**
CSR Expenditure Reserve Current Year Transfer	**1663367**	-
Surplus:		
Opening Balance	**33519469**	113056826
Profit (Loss) for the year	**189686609**	149903014
Income Tax Adjustments for prior periods	**11953**	45313
Transfer To General Reserve	**-**	(212669684)
Share of CDT of Associates recognised as income in PY	**(2018994)**	(2019192)
Transfer To CSR Expenditure Reserve	**(1663367)**	-
Provision for Proposed Dividend	**-**	(12293996)
Provision for Tax on Proposed Dividend	**-**	(2502812)
Balance c/f to Balance Sheet	**219535670**	33519469
Total	**2286196959**	2098517391

3. Long Term Borrowings

Particulars	Current Year	Previous Year
	₹	₹
Term loans		
From banks*		
- Oriental Bank of Commerce	57508496	172522352
- Punjab National Bank	28381299	87581299
Total	**85889795**	**260103651**

*The Term loan is secured by way of first charge (on pari passu basis) on factory land and building and hypothecation of Plant and Machinary 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 guaranted by a Director of the Company and corporate guarantee of Rs. 25.00 crores (Oriental Bank of Commerce) and Rs.15.00 Crores (Punjab National Bank) 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. Short Term Borrowings

Particulars	Current Year	Previous Year
	₹	₹
Working Capital Loans from banks	35826206	18139644
Total	**35826206**	**18139644**

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.

5. Trade Payables

Particulars	Current Year	Previous Year
	₹	₹
Sundry Creditors	25638193	35872794
Total	**25638193**	**35872794**

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.

6. Other Current Liabilities

Particulars	Current Year	Previous Year
	₹	₹
Current maturities of long-term debt	174220000	174220000
TDS Payables	913537	955910
Statutory Liabilities	2975095	2865885
Other Liabilities	38376276	24991232
Advance from customers	17752835	20257634
Security Deposits	245718	123331
Due to Directors	41834	63764
Unpaid dividends	1757569	1483888
Total	**236282864**	224961644

7. Short Term Provisions

Particulars	Current Year	Previous Year
	₹	₹
Proposed Dividend	-	12293996
Dividend Distribution Tax	-	2502812
Provision for Current Year Income Tax (Net of Advance Tax)	2290219	10001237
Total	**2290219**	**24798045**

8. Property, Plant and Equipment

	Particulars	Gross Block				Depreciation				Net Block	
		As on 01.04.16	Additions 2016-17	Sales/ Adj	As on 31.03.17	As on 01.04.16	Additions 2016-17	Sales/ Adj	As on 31.03.17	As on 31.03.17	As on 31.03.16
A	**TANGIBLE ASSETS**										
	LAND & BUILDING										
	- LAND	17653165	0	0	17653165	0	0	0	0	17653165	17653165
	- Building	246332460	0	0	246332460	53322381	10790788	0	64113169	182219291	193010079
	Sub Total (A)	263985625	0	0	263985625	53322381	10790788	0	64113169	199872456	210663244
	PLANT & MACHINERY										
	- Machinery	1389159096	0	0	1389159096	932920336	206307128	0	1139227464	249931632	456238760
	- Vehicles	3331535	666707	666707	3331535	834780	437539	25812	1246507	2085028	2496755
	- Other Equipments	5431775	368699	0	5800474	3696663	275513	0	3972176	1828298	1735112
	Sub Total (B)	1397922406	1035406	666707	1398291105	937451779	207020180	25812	1144446147	253844958	460470627
	FURNITURE & FIXTURES										
	- Furniture & Fixtures	1390018	68690	0	1458708	809961	113738	0	923699	535009	580057
	Sub Total (C)	1390018	68690	0	1458708	809961	113738	0	923699	535009	580057
	Total (Tangible Assets)	1663298049	1104096	666707	1663735438	991584121	217924706	25812	1209483015	454252423	671713928
b	**Intengible Assets**										
	- Software	415981	0	0	415981	415981	0	0	415981	0	0
	Total (Intengible Assets)	415981	0	0	415981	415981	0	0	415981	0	0
c	**Capital WIP**									NIL	NIL
	Total (Current Year)	1663714030	1104096	666707	1664151419	992000102	217924706	25812	1209898996	454252423	671713928
	Total (Previous Year)	1661116339	2597691	0	1663714030	771934767	220065335	0	992000102	671713928	889181572

a) There are no intengible assets under development as on 31.03.2017 as well as on 31.03.2016.

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

d) 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		
(a)Investment in Equity instruments	1686284777	1598499411
(b)Investment in debentures and bonds	41777000	21777000
Total	**1728061777**	1620276411

Particulars	Current Year	Previous Year
	₹	₹
Aggregate amount of quoted investments (Market value of ₹ 1954656389/- ,Previous Year Market value of ₹ 1183030323/-)	**1728061777**	1620276411
Aggregate amount of unquoted investments	-	-

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	6611632	Quoted	Fully paid	39.481%	39.481%	367315961	367315961	Yes	N.A.
Add: Accumulated Profits of Associate Company								722552268	634596902		
Bool Value of Investment (Net of Capital Reserve of Rs. 1007826239)								1089868229	1001912863		
M/s. IDFC Limited	Others	-	5000	Quoted	Fully paid	-	-	-	102986	Yes	N.A.
M/s. IDFC Bank Ltd.	Others	-	5000	Quoted	Fully paid	-	-	-	67014	Yes	N.A.
M/s. Nahar Spinning Mills Limited	Related Company	6902244	6902244	Quoted	Fully paid	19.138%	19.138%	381415718	381415718	Yes	N.A.
M/s. Nahar Industrial Enterprises Limited	Related Company	2708800	2708800	Quoted	Fully paid	6.706%	6.706%	215000830	215000830	Yes	N.A.
Debentures/ Bonds											
IRFC TAX FREE BOND	Others	11757	11757	Quoted	Fully paid	-	-	11757000	11757000	Yes	N.A.
NABARD TAX FREE BONDS	Others	10020	10020	Quoted	Fully paid	-	-	10020000	10020000	Yes	N.A.
ECL FINANCE LTD.	Others	200	-	Quoted	Fully paid			20000000	-	Yes	N.A.
Total								**1728061777**	**1620276411**		

10. Deferred Tax Assets (net of liability)

Particulars	Current Year	Previous Year
	₹	₹
Deferred Tax Liability		
Timing difference on account of Depreciation, change in rate of Tax etc.	13345549	-35912105
Deferred Tax Asset		
Timing Difference on account of allowances under section 43B	1220982	1117486
Total	**14566531**	**-34794619**

11. Long Term Loans & Advances

Particulars	Current Year	Previous Year
	₹	₹
Security Deposits	18874295	18776895
Total	**18874295**	**18776895**

12. Inventories

Particulars	Current Year	Previous Year
	₹	₹
a. Raw Materials and components	63534851	28380107
b. Work-in-progress	54219860	28410315
c. Finished goods	7100668	3904530
d. Waste/Scrap Material	314459	214348
e. Stores and spares	22477424	18238436
Total	**147647261**	79147736

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	321609444	275786164
	321609444	275786164
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
- Unsecured, considered good	3485006	2269583
- Unsecured, considered doubtful	-	-
Total	**325094449**	278055747

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	2646540	189669
- Earmarked Balances (eg/- unpaid dividend accounts)	1757569	1483888
- Margin money FDR	216943	263252
b. Cash on hand	208605	537534
Total	**4829657**	2474343

 # Maturity period of fixed deposits are more than 12 months

15. Short-term loans and advances

Particulars	Current Year	Previous Year
	₹	₹
MODVAT / Cenvat CredIt Unutilised	5265717	5241276
Others Unsecured, considered good	92473244	140442570
Total	**97738961**	145683846

No Short-term loans and advances stated above include debts due from 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)	6835525	6835525
Total	**6835525**	6835525

17. Operating Income

Particulars	Current Year	Previous Year
	₹	₹
Operating Income:		
Export Sales	57510569	68349094
Domestic Sales	2773071773	2813899596
	2830582342	2882248690
Less:		
Excise Duty	321171586	318242230
Net Sales	2509410756	2564006460
Export Incentives	1190871	1930435
OPERATING INCOME	2510601627	2565936895
Other Operating Income:		
Sales Miscellaneous	6730358	6856119
Others	47411235	44895543
	54141593	51751662
Total	**2564743221**	**2617688557**

17.1 Detail of Sales

Particulars	Current Year	Previous Year
	₹	₹
EXPORT SALES		
- Direct Export of BOPP Film	57510569	68349094
Local Sales		
- Deemed Export of BOPP Film	11282453	97826651
- BOPP Film	2746858639	2707658954
- BOPP Other (Incl.Waste)	14930682	8413991
- Other (Misc.Scrap)	6730358	6856119
Total	**2837312701**	**2889104809**

18. Other Income

Particulars	Current Year	Previous Year
	₹	₹
Dividend Income (From Longterm Investments)	13063416	6915244
Interest Gross	3128326	2232024
Profit on Sale of Investments	608883	466743
Misc. Receipts	3986615	6535109
Prior Period Items	250172	1660268
Exchange Rate Difference	16255	6314
Total	**21053666**	17815702

19. Cost of Raw Material Consumed

Particulars	Current Year	Previous Year
	₹	₹
Opening Stock of Raw Material	28380107	18723714
Raw Material Purchases (Net of Sales)	1881723480	1745287329
Closing Stock of Raw Material	63534851	28380107
Raw Material Consumed	**1846568736**	1735630936

19.1 Detail of Raw Material Consumed

Particulars	Current Year	Previous Year
	₹	₹
PP Resins and Additives	1846568736	1735630936

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

Particulars	Current Year	Previous Year
	₹	₹
OPENING STOCK		
- Finished Goods	4118879	1841757
- Work in Progress	28410315	54657013
	32529194	56498770
CLOSING STOCK		
- Finished Goods	7415126	4118879
- Work in Progress	54219860	28410315
(Increase) /Decrease in Finished Goods & WIP Stock	**-29105792**	23969576

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

Particulars	Current Year	Previous Year
	₹	₹
OPENING STOCK		
BOPP Films	3904530	1330147
Waste	214349	511610
CLOSING STOCK		
BOPP Films	7100668	3904530
Waste	314459	214349

21. Employee Benefits Expenses

Particulars	Current Year	Previous Year
	₹	₹
Salary Wages And Bonus	57356627	52493784
Contribution To PF,ESI, Group Insurance & Gratuity	6376682	5866917
Employee Welfare Exp.	4542631	4347995
TOTAL	**68275940**	**62708696**

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

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	8735085	7092778
	Interest Cost	698807	567422
	Current Service Cost	1179469	1389708
	Benefit Paid	(469919)	(147213)
	Acturial (gain/(Loss) on obligations	106113	(167610)
	Present value of obligations as at the end of the year	10249555	8735085

3	Reconciliation of Opening and Closing balances of plan assets:		
	Fair value of plan as at the beginning of year	8819048	7176741
	Returns on plan asset	702542	642728
	Contributions	1197884	1146792
	Benefit Paid	(469919)	(147213)
	Acturial (gain/(Loss) of Plan Asset	0	0
	Fair value of plan as at the end of year	10249555	8819048
4	Reconciliation of fair value of assets and obligations:		
	Present Value of obligations as at the end of year	10249555	8735085
	Fair value of plan as at the end of year	10249555	8819048
	Net Asset/(Liability) recognized in the Balance Sheet	0	(83963)
5	Expenses Recognized in statement of Profit & Loss		
	Current Service Cost	1179469	1389708
	Interest Cost	698807	567422
	Expected return on plan asset	(702542)	(642728)
	Net Acturial (gain)/loss recognised in the year	106113	(167610)
	Expenses Recognized in statement of Profit & Loss	1281847	1146792

22. Financial Expenses

Particulars	Current Year	Previous Year
	₹	₹
Interest expense		
- Interest To Banks		
- On Working Capital	5438761	17020792
- On Term Loans	39014636	61953098
- Interest to Others	8175	4164
Other borrowing costs	511896	821691
Total	**44973468**	79799745

23. Other Expenses

Particulars	Current Year	Previous Year
	₹	₹
MANUFACTURING EXPENSES (A)		
Power And Fuel	156602532	150813152
Dyes & Chemicals	405005	316586
Machinery Repair And Maintenance	24400308	17775519
Entry Tax on Purchase of Goods	22048230	15866101
Other Manufacturing Expenses	1781043	1140382
Total (A)	**205237118**	**185911740**
SELLING EXPENSES (B)		
Advertisement	9512	-
Brokerage/Commission On Sale	2819132	4180728
Export Development And Sale Promotion	61785	435320
Packing & Forwarding Charges	119633756	114848972
Foreign Travelling Expenses (Others)	292721	21043
Rebate & Discount	16113179	20481522
Commission On Export Sales	2385809	2284551
Other Selling Expenses	134216	151223
Total (B)	**141450110**	**142403359**

EXCISE DUTY ON CLOSING STOCK (C)	**225227**	**63205**
ADMINISTRATIVE EXPENSES (D)		
Vehicle Maintenance	844739	720903
Conveyance	819867	801447
Rent	193775	185490
Fees And Taxes	1088304	768173
Insurance	5050141	5133221
Legal And Professional Expenses	1696327	1472569
Printing And Stationery	686820	571648
Postage And Telegraph	335256	198804
Miscellaneous Expenses	1210089	1888278
Directors Sitting Fees	400000	380000
Travelling Expenses		
Directors	-	25124
Others	1209230	1010140
Auditors Remuneration		
Audit Fees	236210	223962
Tax Audit Fees	45080	42522
Certification Charges	3907	25793
Telephone Expenses	585964	605765
Share Department Exp	302346	272515
Total (D)	**14708055**	**14326354**
OTHER EXPENSES (E)		
Building Repair & Maintenance	669308	628165
General Repair & Maintenance	1337715	1068923
Loss On Sale Of Fixed Assets	54243	-
Amount Written Off	189068	2236112
Previous Year Expenses	693979	238188
Previous Year Income Written Back	49605	-
Security Transaction Tax	759	-
Bank Charges	549778	649948
Fines & Penalties	2659	62181
Horticultural Exp.	174750	-
Total (E)	**3721864**	**4883517**
Total (A to E)	**365342374**	**347588175**

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

Particulars	Current Year ₹	% Age of Cons.	Previous Year ₹	% Age of Cons.
Raw Material				
- Imported	102149734	5.53%	98268922	5.66%
- Indigenous	1744419002	94.47%	1637362014	94.34%
Spare Parts, Stores and Components				
- Imported	8489960	10.29%	7593672	10.55%
- Indigenous	73986330	89.71%	64412212	89.45%

25. CIF Value of Imports

Particulars	Current Year	Previous Year
	₹	₹
Raw Materials	106323195	92300262
Stores and Spares	7615762	8108595

26. Expenditure in Foreign Currency

Particulars	Current Year	Previous Year
	₹	₹
Foreign Travelling	127160	-
Subscription Expenses	345343	666564

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	99724203	116531155
b) Number of weighted average shares outstanding	24587991	24587991
c) Earning per share (face value Rs. 5/- per share)	4.06	4.74
DILUTED		
a) Profit after Taxation	99724203	116531155
b) Number of weighted average shares outstanding	24587991	24587991
c) Earning per share (face value Rs. 5/- per share)	4.06	4.74

28. Earning In Foreign Exchange

Particulars	Current Year	Previous Year
	₹	₹
FOB value of Exports	56891503	66523466

29. Consolidation Information:

(i) The Consolidated Financial Statements present the consolidated Accounts of Nahar Poly Films Limited and its following associate:-

Name of Associate	Net Assets of an Associate & profit for the year			Extent of Shareholding %		Original Cost of Investment		Amount of Capital Reserve		Accumulated profits after acquisition of shares of associates at the year end & Proft for the year	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Nahar Capital and Financial Services Limited	Net Asset	5313112084	5090336488	**39.481%**	39.481%	367315961	367315961	1007826239	1007826239	722552268	634596902
	Profit FTY	253176291	109759000							99958004	43334620

(ii) The financial statements of the Company and its associate company are combined as per the equity method of accounting prescribed by Accounting Standard (AS) - 23 on "Accounting for Investments in Associates" as issued by The Institute of Chartered Accountants of India.

The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Capital Reserve and is netted with the book value of investment.

30. 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		Enterprises over which KMP is able to exercise significant influence		Key Management personnels & their relatives	
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
1.	Misc.Sales	-	-	-	117501	-	-
2.	Directors Sitting Fee	-	-	-	-	120000	100000
3.	Directors Remuneration	-	-	-	-	2347435	2162687
4.	Rent Paid	-	-	193775	185490	-	-
5.	DEPB Purchased	-	-	7032098	18538759	-	-
6.	Reimbursments Received	-	-	21325	13573	-	-
7.	Reimbursments Paid	-	-	383234	1030098	-	-
8.	Closing Balance						
	- Crs./Payable	-	-	102914	44783	-	-
	- Due to Directors	-	-	-	-	41834	63764

***Associates :** Nahar Capital & Financial Services Ltd.

"Enterprises over which KMP is able to exercise significant influence:"

Nahar Spinning Mills 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., Palm Motels Ltd., Suvrat Trading Co. Ltd., Amloh Industries Ltd.

Key Management Personnel and their Relatives

Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Sh. Kamal Oswal, Sh. S.K. Sharma, Mrs. Abhilash Oswal, Mrs. Ruchika Oswal, Mrs. Manish Oswal, Mrs. Ritu Oswal and Mrs. Monika Oswal

31. Old Currency Notes Details are as under:

Particulars	SBN's ₹	Other denomination Notes ₹	Total ₹
Closing Balance of Cash as on 08.11.2016	179,500	34,693	214,193
Add: Permitted Receipts		1,500	1,500
Add: Bank With drawls		284,000	284,000
Less: Permitted Payments		(119,653)	(119,653)
Less: Amount Deposited in Bank	(179,500)	-	(179,500)
Closing Balance as on 31.12.2016	-	200,540	200,540

32. Contigent Liabilities

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.**

Particulars	Current Year	Previous Year
	₹	₹
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	Nil	Nil
(b) Guarantees	Nil	604000
(c) Other money for which the company is contingently liable	Nil	Nil
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed not provided for on Account of:		
-Capital Nature	Nil	Nil
-Other	Nil	2126429
(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)	15282087	7190499
(d) Other commitments (specify nature)	Nil	Nil
	15282087	9920928

33. 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) In accordance with the section 135 of the Companies Act,2013, the company is covered by the provisions of the said section:

	Current Year	Previous Year
a) The amount required to be spent	1663367	Nil
b) Amount Spent	Nil	Nil

However the company jointly with other group companies have joined hands under one umbrela, namely Oswal Foundation to carry our CSR activities in future.

8) Previous year figures has been regrouped/reclasified 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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
M.No.081585

NIDHI KHANDE
Company Secretary

RAKESH JAIN
Chief Financial Officer

DINESH OSWAL
Director
DIN: 00607290

S.K. SHARMA
Executive Director
DIN: 00402712

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs)		
1.	Sl. No.	
2.	Name of the subsidiary	N.A.
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5.	Share capital	N.A
6.	Reserves & surplus	N.A.
7.	Total assets	N.A.
8.	Total Liabilities	N.A
9.	Investments	N.A
10.	Turnover	N.A
11.	Profit before taxation	N.A
12.	Provision for taxation	N.A
13.	Profit after taxation	N.A
14.	Proposed Dividend	N.A
15.	% of shareholding	N.A

Notes: The following information shall be furnished at the end of the statement:
1. Names of subsidiaries which are yet to commence operations : N.A.
2. Names of subsidiaries which have been liquidated or sold during the year. : N.A.

Part "B": Associates and Joint Ventures
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associates/Joint Ventures	Nahar Capital and Financial Services Limited
1.	Latest audited Balance Sheet Date	31.03.2017
2.	Shares of Associate/Joint Ventures held by the Company on the year end Number Amount of Investment in Associates/Joint Venture Extend of Holding %	 66,116,32 36,73,15,961 39.48%
3.	Description of how there is significant influence	More than 20% shares of Nahar Capital and Financial Services Limited held by the Company
4.	Reason why the associate/joint venture is not Consolidated	Not Applicable
5.	Networth attributable to Shareholding as per latest Audited Balance Sheet	20976.94
6.	Profit / Loss for the year	2530.08 (Rs. In Lacs)
i.	Considered in Consolidation	998.90 (Rs. In Lacs)
ii.	Not Considered in Consolidation	1531.18 (Rs. In Lacs)

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 : 30.05.2017

VINOD KUMAR KHANNA
Partner
M.No.081585

Nidhi Khande
Company Secretary

RAKESH JAIN
Chief Financial Officer

DINESH OSWAL
Director
DIN: 00607290

S.K. SHARMA
Executive Director
DIN: 00402712

Save Tree Save Earth Green Initiative

Important Notice : Please provide your updated email address to help us sending the documents through electronic mode which will help in creating **clean environment and saves trees**.

To
The Company Secretary
Nahar Poly Films Limited
376, Industrial Area-A,
Ludhiana-141003

REG: Sending of Notices, Report and Accounts and other documents through Electronic Mode

Dear Sir,
I hereby update/register my e-mail address provided below for the receiving the Notices, Report and Accounts and other documents from the Company through electronic mode:-

E-mail Address: _____

Name of the Sole/First Holder: _____

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

#Contact No:

Mobile _____

Land Line (with STD Code): _____

#Optional

Date:_____ **Signature of the Sole/First holder**

Notes:

(1) The Notices, Report and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories and in physical mode to the other Shareholders.

NAHAR POLY FILMS LTD

Registered office: 376, Industrial Area – A, Ludhiana – 141003
CIN: L17115PB1988PLC008820
E-mail: secnel@owmnahar.com; Website: www.owmnahar.com

BALLOT 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 equity shares held :

I/We hereby exercise my/our vote(s) in respect of the following Resolutions as set out in the Notice dated August 12, 2017 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 dissent to the Resolution (AGAINST)
1	ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017 - STANDALONE AS WELL AS CONSOLIDATED			
2	DECLARATION OF DIVIDEND ON EQUITY SHARE CAPITAL FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017			
3	APPOINTMENT OF MR. DINESH OSWAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION			
4	APPOINTMENT OF MR. KAMAL OSWAL AS A DIRECTOR LIABLE TO RETIRE BY ROTATION			
5	APPOINTMENT OF M/s YAPL & CO. CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO. 017800N) AS STATUTORY AUDITORS OF THE COMPANY FROM THE CONCLUSION OF 29TH AGM TILL THE CONCLUSION OF 34TH ANNUAL GENERAL MEETING			
6	RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY			
7	APPOINTMENT OF DR. MANISHA GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
8	APPOINTMENT OF DR. INDER MOHAN CHHIBBA, AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
9	RE- APPOINTMENT OF DR. AMRIK SINGH SOHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
10	RE- APPOINTMENT OF DR. SURESH KUMAR SINGLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
11	RE- APPOINTMENT OF DR. YASH PAUL SACHDEVA AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
12	RE- APPOINTMENT OF DR. VIJAY ASDHIR AS AN INDEPENDENT DIRECTOR OF THE COMPANY			

Place:
Date:

Signature of the Member
or
Authorised Representative

Notes :
(I) For the Resolutions, Explanatory Statements and notes please refer to the Notice of 29th Annual General Meeting.
(ii) If you have casted your vote by e-voting, there is no need to fill up and sign this form.
(iii) Please read the instructions printed overleaf carefully before exercising your vote.

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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 remote e-voting or through Ballot Form at the AGM. If a member has casted vote via remote e-voting, then vote cast by him/her via ballot form at the AGM shall be considered as invalid.

c. Voting in the 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 instruction no. 2(b).

d. Any query in relation to the Resolutions proposed to be passed at the ensuing AGM may be addressed to 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. This Form must be completed and signed by the Member who is desirous of exercising his/her vote at the 29th Annual General Meeting, 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.

b. 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.

c. 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 i.e. 19th September, 2017.

d. 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.

e. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

f. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.

g. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Chairman of the Company.

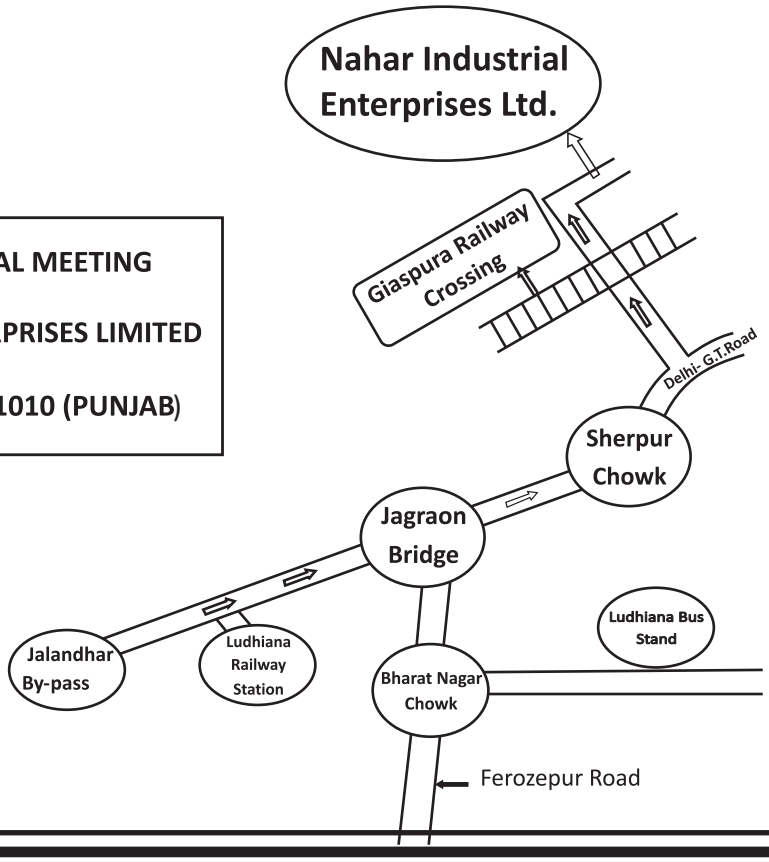
h. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.owmnahar.com and on the website of CDSL www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.

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VENUE OF ANNUAL GENERAL MEETING

NAHAR INDUSTRIAL ENTERPRISES LIMITED

FOCAL POINT, LUDHIANA – 141010 (PUNJAB)





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 A/c or send the same to the Company via e-mail at:-secnel@owmnahar.com or gredressalnpfl@owmnahar.com.

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

if undelivered, please return to :



Nahar

POLY FILMS LIMITED

Regd. Office : 376, Industrial Area-A, Ludhiana 141 003

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