



The Nahar Group

Nahar Capital and Financial Services Ltd.

# 12<sup>TH</sup> Annual Report 2017



**Nahar** Capital and Financial Services Ltd.

## BOARD OF DIRECTORS

### Sh. Jawahar Lal Oswal

Sh. Dinesh Oswal

Sh. Kamal Oswal

Sh. Dinesh Gogna

Sh. Satish Kumar Sharma

Dr. (Mrs) H.K. Bal

Prof. Kanwar Sain Maini

Dr. Suresh Kumar Singla

Dr. Yash Paul Sachdeva

Dr. Amrik Singh Sohi

### Chairman

Managing Director

Director

Director

Director

Independent Director

Independent Director

Independent Director

Independent Director

Independent Director

## CHIEF FINANCIAL OFFICER

Sh. Hans Raj Kapoor

## COMPANY SECRETARY

Mrs. Anjali Modgil

## REGISTERED OFFICE

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

## BANKERS

ICICI Bank Limited  
HDFC Bank Limited

## AUDITORS

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

## 12TH ANNUAL GENERAL MEETING

Day : Tuesday

Date : 26th September, 2017

Time : 12.00 Noon

Place : At the Premises of  
Nahar Industrial Enterprises  
Limited, Focal Point, Ludhiana

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# 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:-secncfs@owmnahar.com or gredressalncfsl@owmnahar.com.*

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



## NOTICE

NOTICE IS HEREBY GIVEN THAT THE **12TH ANNUAL GENERAL MEETING** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** will be held on **Tuesday, the 26th day of September, 2017 at 12:00 Noon** 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 31st 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 31st March, 2017 and the Report of the Auditors thereon.

#### **ITEM NO. 2 - DECLARATION OF DIVIDEND**

To declare dividend @30% i.e. Rs. 1.50 per equity share of Rs. 5 each for the year ended 31st March, 2017.

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

To appoint a Director in place of Mr. Dinesh Gogna (DIN: 00498670), who retires by rotation and being eligible offers himself for re-appointment.

#### **ITEM NO: 4 - APPOINTMENT OF MR. SATISH KUMAR SHARMA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Satish Kumar Sharma (DIN: 00402712), 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 modification(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 12th Annual general Meeting till the conclusion of 17th Annual General Meeting of the Company to be held in the year 2022, at such remuneration as may be mutually agreed upon by the Board of Directors of the Company 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- TO APPOINT DR. VIJAY ASDHIR (DIN: 06671174) AS AN INDEPENDENT DIRECTOR OF THE COMPANY 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. Vijay Asdhir (DIN: 06671174) 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 for a term up to September 25, 2022."

#### **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 up to September 25, 2022."

**ITEM NO. 8 – TO RE-APPOINT PROF. KANWAR SAIN MAINI (DIN: 00454686) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION -**

"**RESOLVED THAT** pursuant to the 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, Prof. Kanwar Sain Maini (DIN: 00454686), who was appointed as an Independent Director for three consecutive years by the shareholders on 30<sup>th</sup> September, 2014 and who holds office upto the conclusion of 12<sup>th</sup> Annual General Meeting and 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation to hold office for 3 (three) consecutive years for a second term up to September 25, 2020."

**ITEM NO. 9 - TO RE-APPOINT DR. SURESH KUMAR SINGLA (DIN: 00403423) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION -**

"**RESOLVED THAT** pursuant to the 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 an Independent Director for three consecutive years by the shareholders on 30<sup>th</sup> September, 2014 and who holds office upto the conclusion of 12<sup>th</sup> Annual General Meeting and 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 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 up to September 25, 2022."

**ITEM NO. 10 - TO RE-APPOINT DR. AMRIK SINGH SOHI (DIN: 03575022) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION -**

"**RESOLVED THAT** pursuant to the 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 an Independent Director for three consecutive years by the shareholders on 30<sup>th</sup> September, 2014 and who holds office upto the conclusion of 12<sup>th</sup> Annual General Meeting and 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 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 up to September 25, 2022."

**DATE: 12<sup>TH</sup> AUGUST, 2017 BY ORDER OF THE BOARD**

**Regd. Office: ANJALI MODGIL  
375, Industrial Area-A, (COMPANY SECRETARY)  
Ludhiana-141003  
CIN: L45202PB2006PLC029968  
E-mail: secncfs@owmnaahar.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 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 the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form part of this Notice.
4. 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 the Annual Report.
5. The Register of Members and Share Transfer Register of the Company shall remain closed from 2nd September, 2017 to 9th September, 2017 (both days inclusive) for the purpose of equity dividend for the year ended 31st 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 shall appear in Register of Members as on 1st September, 2017 or Register of Beneficial Owners, maintained by the Depositories at the close of 1st September, 2017.
7. Pursuant to Section 124(5) of the Companies Act,

2013, unclaimed dividend upto 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 encashed their dividend warrants relating to 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 dividend and also uploaded the details on its website i.e. [www.owmnahar.com](http://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.
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 updated 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 375, 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 1st 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. 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.
  13. 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.
  14. Electronic copy of the Annual Report for the year 2016-2017 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.
  15. Members are requested to bring their attendance slip along with their copy of Annual Report to the 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 made 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 Capital and Financial Services 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 the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility to members 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 12th 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.ownnahar.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 cast their vote by remote e-voting shall be able to exercise their right at the meeting.

**24. The instructions for shareholders voting through electronic mode are as under:**

- (i) The voting period begins on 23rd September, 2017 (9:00 a.m.) and ends on 25th 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 19th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have cast their vote by remote e-voting prior to meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• 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. Sequence number is printed on Attendance Slip as provided with Annual Report.</li> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

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





- (xii) Click on the EVSN for NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED i.e. 170819003 to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting 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.
- (xx) Note for Non-Individual Shareholders and Custodian**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, a compliance user should be created using the admin login and password.
- The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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 19th September, 2017 may follow the same instructions as mentioned above for e-Voting.
- (xxii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The helpdesk can also be contacted at 1800-200-5533.
- (xxiii) Name, designation, address, e-mail ID and phone number of the person responsible to address the grievances connected with the e-voting:  
Mrs. Anjali Modgil,  
Company Secretary and Compliance Officer  
375, Industrial Area-A, Ludhiana – 141003  
0161-2665000  
[secncfs@owmnahar.com](mailto:secncfs@owmnahar.com)
25. 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.
26. 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).
27. 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 at least 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.

28. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.owmnahar.com](http://www.owmnahar.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
29. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 12th Annual General Meeting i.e. 26th September, 2017.
30. A person who is not a Member as on the cut off date i.e. 19th September, 2017 should treat this Notice for information purposes only.

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

The following statement sets out all material facts relating to the Special Business mentioned under Item No. 6 to 10 of the accompanying Notice:

##### **ITEM NO. 6**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. 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. Vijay Asdhir for the office of the Independent Director of the Company.

The Nomination and Remuneration Committee after verifying the profile and suitability of Dr. Vijay Asdhir, has recommended to the Board his appointment. Accordingly, the Board having regard to skills, experience and knowledge of Dr. Vijay Asdhir, in its Meeting held on 12th August, 2017 has proposed the appointment of Dr. Vijay Asdhir, 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 25, 2022.

Dr. Vijay Asdhir is 70 years of age. He is M.Com, P.h.D. and having more than 36 years of 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 the Company to appoint him 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for 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](http://www.owmnahar.com). Dr. Vijay Asdhir 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. 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 the 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 stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

##### **ITEM NO. 7**

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 read with SEBI



(Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of an Independent Director requires approval of Members. 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. 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 25, 2022.

Dr. Manisha Gupta is 38 years of age. She is B.Com, MBA (Finance), UGC and P.h.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 her 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 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for 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](http://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 she holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided at the end of this Notice.

The 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 and read with erstwhile Clause 49 of the Listing Agreement, Prof. Kanwar Sain Maini was appointed as Independent Director to hold office for three consecutive years for a term upto the conclusion of 12th Annual General Meeting. Thus, his period of office will be expiring at the conclusion of 12th Annual General Meeting scheduled to be held on 26th September, 2017.

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 Prof. Kanwar Sain Maini for the office of the Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and on the basis of performance evaluation of Independent Directors, the Board has proposed the re-appointment of Prof. Kanwar Sain Maini as Independent Director for a second term of 3 (three) consecutive years commencing from this Annual General Meeting upto September 25, 2020.

Prof. Kanwar Sain Maini is 78 years of age. He is Post Graduate in Commerce. He is an eminent educationist and having more than 36 years of experience in teaching Management and Administration. He retired as Head of



Commerce Department (Post Graduate), Govt. College, Ludhiana. He is Co-Author of many books of Book Keeping & Accountancy and Business Statistics.

Having regard to his vast expertise and knowledge, it will be in the interest of the Company to re-appoint him as an Independent Director for a further term of three years commencing from this Annual General Meeting upto September 25, 2020.

The Company has received from Prof. Kanwar Sain Maini (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, Prof. Kanwar Sain Maini fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for 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.ownahar.com](http://www.ownahar.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 Prof. Kanwar Sain Maini as an Independent Director.

Prof. Kanwar Sain Maini does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

None of the Directors except Prof. Kanwar Sain Maini, 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 Prof. Kanwar Sain Maini, nature of his expertise in specific functional area and names of the Companies in which he holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, are provided at the end of this Notice.

The Board recommends the Special 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 read with Schedule IV of the Companies Act, 2013 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 12th Annual General Meeting. Thus his period of office will be expiring at the conclusion of 12th Annual General Meeting scheduled to be held on 26th September, 2017.

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. Suresh Kumar Singla for the office of the Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and on the basis 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 68 years of age. He is M.A. (Economics & Statistics) and P.h.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 as a Director of GNA-Institute of Management and Technology, Phagwara and retired in the year 2016. He is a management expert having wide knowledge and experience of more than 36 years.

Having regard to his vast expertise and knowledge, it will be in the interest of the Company to re-appoint him as an Independent Director for a further term of five years commencing from this Annual General Meeting upto September 25, 2022.

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for 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.owmnaahar.com](http://www.owmnaahar.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 shares 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 the 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 stipulated under SEBI (Listing Obligations and Disclosure Requirements) 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 read with Schedule IV of the Companies Act, 2013 and read with erstwhile 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 12th Annual General Meeting. Thus his period of office will be expiring at the conclusion of 12th Annual General Meeting scheduled to be held on 26th September, 2017.

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

candidate of Dr. Amrik Singh Sohi for the office of the Independent Director of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and on the basis 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 70 years of age. He is M.Sc. and P.h.D. He is an eminent educationist and having more than 39 years of experience in Teaching and Entomology Research. He retired from Punjab Agriculture University, Ludhiana as Sr. Entomologist (Professor). He was a member of the state level team for evaluation of Bt. Cotton trials in Punjab for the year 2001-02. He has rich experience of research of industrial projects in Bt. Cotton Hybrids in Punjab. Presently, he is working as a Consultant in PGR Cell, Sri Rattan Tata Trust, Mumbai.

Having regard to his vast expertise and knowledge, it will be in the interest of the Company to re-appoint him as an Independent Director for a further term of five years commencing from this Annual General Meeting upto September 25, 2022.

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 (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent of the Management and possesses appropriate skills, experience and knowledge. Copy of the draft letter for 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.owmnaahar.com](http://www.owmnaahar.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. 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 shares 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 the 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 stipulated under SEBI (Listing Obligations and Disclosure Requirements) 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.

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

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

<b>1. Name</b>	<b>Mr. Dinesh Gogna</b>
<b>Age</b>	64 Years
<b>Qualification</b>	BA, LLB
<b>Expertise</b>	Having more than 40 years experience in Corporate Finance and Taxation

**Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Dinesh Gogna holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:**

**Directorship of Board:**

Sr. No.	Name of the Company	Status
1.	Monte Carlo Fashions Limited	Director
2.	Nahar Spinning Mills Limited	Director
3.	Nahar Poly Films Limited	Director
4.	Nahar Industrial Enterprises Limited	Director

**Chairmanship of Board Committees:**

Sr. No.	Name of the Company	Committee
1.	Nahar Industrial Enterprises Ltd.	Stakeholder's Relationship Committee
2.	Monte Carlo Fashions Limited	Stakeholder's Relationship Committee

**Membership of Board Committees:**

Sr. No.	Name of the Company	Committee
1.	Monte Carlo Fashions Limited	Audit Committee Nomination and Remuneration Committee
2.	Nahar Spinning Mills Limited	Audit Committee
3.	Nahar Poly Films Limited	Audit Committee
4.	Nahar Industrial Enterprises Limited	Audit Committee

**Shareholding in the Company: NIL**

**Disclosure of relationship between Directors inter-se: NIL**

<b>2. Name</b>	<b>Mr. Satish Kumar Sharma</b>
<b>Age</b>	64 Years
<b>Qualification</b>	MBA
<b>Expertise</b>	Having more than 36 years of experience in Textile Industry

**Listed Companies (other than Nahar Capital and Financial Services Limited) in which Mr. Satish Kumar Sharma holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:**

**Directorship of Board:**

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Limited	Director
2.	Nahar Poly Films Limited	Executive Director

**Chairmanship of Board Committees: NIL**

**Membership of Board Committees:**

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Limited	Stakeholder's Relationship Committee

**Shareholding in the Company : NIL**

**Disclosure of relationship between Directors inter-se: NIL**



<b>3. Name</b>	<b>Dr. Vijay Asdhir</b>
<b>Age</b>	70 Years
<b>Qualification</b>	M.Com. & Ph. D.
<b>Expertise</b>	Having more than 36 years of experience in Teaching Business and Administration

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Dr. Vijay Asdhir holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:

**Directorship of Board:**

Sr. No.	Name of the Company	Status
1.	Nahar Poly Films Limited	Independent Director
2.	Nahar Industrial Enterprises Limited	Independent Director

**Chairmanship of Board Committees:**

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

**Membership of Board Committees:**

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

**Shareholding in the Company : NIL**

**Disclosure of relationship between Directors inter-se: NIL**

<b>4. Name</b>	<b>Dr. Manisha Gupta</b>
<b>Age</b>	38 Years
<b>Qualification</b>	B.Com, MBA (Finance), UGC, Ph.D.
<b>Expertise</b>	Having more than 17 years of experience in Teaching and Research of Management and Administration

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Dr. Manisha Gupta holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:

**Directorship of Board:**

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

**Chairmanship of Board Committees: NIL**

**Membership of Board Committees**

Sr. No.	Name of the Company	Committee
1.	Monte Carlo Fashions Limited	Audit Committee

**Shareholding in the Company : NIL**

**Disclosure of relationship between Directors inter-se: NIL**

<b>5. Name</b>	<b>Prof. Kanwar Sain Maini</b>
<b>Age</b>	78 Years
<b>Qualification</b>	M.Com.
<b>Expertise</b>	Having more than 36 years of experience in Teaching Management and Administration

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Prof. Kanwar Sain Maini holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:

**Directorship of Board:**

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Limited	Independent Director
2.	Nahar Poly Films Limited	Independent Director

**Chairmanship of Board Committees:**

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Limited	Audit Committee

**Membership of Board Committees:**

Sr. No.	Name of the Company	Status
1.	Nahar Poly Films Limited	Audit Committee

**Shareholding in the Company: NIL**

**Disclosure of relationship between Directors inter-se: NIL**

<b>6. Name</b>	<b>Dr. Suresh Kumar Singla</b>
<b>Age</b>	68 Years
<b>Qualification</b>	MA (Stats. & Eco.) & Ph. D. (Stats.)
<b>Expertise</b>	Having more than 36 years of experience in Teaching Business Management and Administration

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Dr. Suresh Kumar Singla holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:

**Directorship of Board :**

Sr. No.	Name of the Company	Status
1.	Nahar Spinning Mills Limited	Independent Director
2.	Nahar Poly Films Limited	Independent Director
3.	Monte Carlo Fashions Limited	Independent Director

**Chairmanship of Board Committees:**

Sr. No.	Name of the Company	Committee
1.	Nahar Spinning Mills Limited	Nomination and Remuneration Committee
2.	Nahar Poly Films Limited	Audit Committee Nomination and Remuneration Committee
3.	Monte Carlo Fashions Ltd.	Audit Committee

**Membership of Board Committees:**

Sr. No.	Name of the Company	Committee
1.	Nahar Spinning Mills Ltd.	Audit Committee
2.	Monte Carlo Fashions Ltd.	Nomination and Remuneration Committee

**Shareholding in the Company : NIL****Disclosure of relationship between Directors inter-se: NIL**

<b>7. Name</b>	<b>Dr. Amrik Singh Sohi</b>
<b>Age</b>	70 Years
<b>Qualification</b>	M.Sc. Ph.D.
<b>Expertise</b>	Having more than 39 years of experience in Teaching and Entomology Research

Listed Companies (other than Nahar Capital and Financial Services Limited) in which Dr. Amrik Singh Sohi holds Directorship of Board, Chairmanship and Membership of Board Committees as on 31st March, 2017:

**Directorship of Board:**

Sr. No.	Name of the Company	Status
1.	Monte Carlo Fashions Ltd.	Independent Director
2.	Nahar Spinning Mills Ltd.	Independent Director
3.	Nahar Poly Films Ltd.	Independent Director
4.	Nahar Industrial Enterprises Ltd.	Independent Director

**Chairmanship of Board Committees: NIL****Membership of Board Committees:**

Sr. No.	Name of the Company	Committee
1.	Nahar Spinning Mills Limited	Stakeholder's Relationship Committee Nomination and Remuneration Committee
2.	Nahar Poly Films Limited	Stakeholder's Relationship Committee

**Shareholding in the Company : NIL****Disclosure of relationship between Directors inter-se: NIL  
FOR AND ON BEHALF OF THE BOARD****ANJALI MODGIL****DATED: 12<sup>TH</sup> AUGUST, 2017 (COMPANY SECRETARY)****Regd. Office:****375, Industrial Area-A,****Ludhiana-141003****CIN: L45202PB2006PLC029968****E-mail: secncfs@owmnaahar.com**





## DIRECTORS' REPORT

Dear Members,

Your Directors have immense pleasure in presenting the **TWELFTH 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 summarized below:

PARTICULARS	(Rs. in Lakhs)			
	STANDALONE		CONSOLIDATED	
	Current Year	Previous Year	Current Year	Previous Year
Profit before Tax	<b>3001.76</b>	1316.34	<b>6766.05</b>	4197.10
Less: Provision for Taxation	<b>470.00</b>	200.00	<b>470.00</b>	200.00
<b>Profit after Tax</b>	<b>2531.76</b>	1116.34	<b>6296.05</b>	3997.10
Add: Surplus of last year brought forward	<b>51.76</b>	79.50	<b>2861.53</b>	29.39
	<b>2583.52</b>	1195.84	<b>9157.58</b>	4026.49
<b>APPROPRIATION</b>				
Proposed Dividend	<b>0.00</b>	251.19	<b>0.00</b>	251.19
Tax on Distributed Profits	<b>0.00</b>	51.14	<b>0.00</b>	51.14
Statutory Reserve Fund	<b>506.36</b>	223.00	<b>506.36</b>	223.00
Transfer to CSR Expenditure Reserve	<b>42.39</b>	0.00	<b>42.39</b>	0.00
Income Tax adjustments for prior periods	<b>1.67</b>	18.75	<b>1.67</b>	18.75
Share of CBT paid by Associates	<b>0.00</b>	0.00	<b>62.64</b>	20.88
Transfer to General Reserve	<b>0.00</b>	600.00	<b>0.00</b>	600.00
Surplus carried to Balance Sheet	<b>2033.10</b>	51.76	<b>8544.52</b>	2861.53
	<b>2583.52</b>	1195.84	<b>9157.58</b>	4026.49

### FINANCIAL PERFORMANCE REVIEW AND STATE OF AFFAIRS

We would further like to inform you that the disclosure requirement as per Accounting Standard -17 (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 namely 'Investment/Financial Activities' comprising of Long

Term investments & Strategic Investments and Short Term Investment activities i.e. Trading Investment.

Further, pursuant to the requirements 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, it is apparent that the Company's overall performance has been excellent during the year ended 31st March, 2017. On standalone basis, the Company earned operating/other income of Rs. 3341.97 Lakhs in the current year as against Rs. 1898.30 Lakhs in the previous year showing an impressive increase of 76%. It earned a profit before tax of Rs. 3001.76 Lakhs as against Rs.1316.34 Lakhs in the previous year. After providing provision for taxation of Rs. 470.00 Lakhs, it earned a net profit of Rs. 2531.76 Lakhs for the year ended 31.03.2017 recording a significant increase of more than 126% as compared to Rs. 1116.34 Lakhs in the previous year ended 31.03.2016.

### CONSOLIDATED FINANCIAL PERFORMANCE

On consolidated basis, the Company earned operating/other income of Rs. 3034.31 Lakhs during the year under review as against Rs. 1795.72 Lakhs in the previous year. It earned a profit (including profit of associates) before tax of Rs. 6766.05 Lakhs as against Rs. 4197.10 Lakhs in the previous year. After providing provision for taxation of Rs. 470.00 Lakhs, it earned a net profit of Rs. 6296.05 Lakhs for the year ended 31.03.2017 as against Rs. 3997.10 Lakhs 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 to Rs. 333.21 Crores as on 31st March, 2017. However, after making adjustment of Statutory Reserve Fund, CSR Expenditure Reserve and adjustment of income tax, an amount of Rs. 19.81 Crores has been Retained in the Surplus Account and thus, Retained Earnings/Surplus Account stand increased to Rs. 20.33 Crores as on 31st March, 2017.

### DIVIDEND

The Board, in its meeting held on 30th May, 2017 has recommended a dividend @ 30% (i.e. Rs.1.50/- per equity shares of Rs.5/- each) on paid up share capital for the 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 26th September, 2017. The total dividend declared (excluding dividend distribution tax) for the current year is Rs. 2.51 Crores.

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

#### **INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to Section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund 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 Investor Education and Protection Fund (IEPF) established by the Central Government.

Accordingly, the Company has transferred an amount of Rs. 1,23,510/- (Rupees One Lakh Twenty Three Thousand Five Hundred and Ten only) being the amount of unclaimed dividend for the year 2008-09 to the Investor Education and Protection Fund. Further, unpaid dividend for the year 2009-10 shall be transferred to Investor Education and Protection Fund pursuant to Section 124 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 shares 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](http://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 the provisions of Section 152(6) of the Companies Act, 2013 and Article 117 of the Articles of Association of the Company, Mr. Dinesh Gogna (DIN: 00498670) and Mr. Satish Kumar Sharma (DIN: 00402712), will be retiring by rotation at the ensuing Annual General Meeting and being eligible offered themselves for re-appointment. The Board has recommended 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 re-appointed Mr. Dinesh Oswal, Managing Director of the Company for a further period of 5 years w.e.f. 1st January, 2017.

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

Dr. (Mrs.) H.K. Bal and Dr. Y.P. Sachdeva, 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 Dr. Y.P. Sachdeva during their tenure as Directors of the Company.

Further, pursuant to the Notice received alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, the Board, on the recommendation of Nomination and Remuneration Committee and on the basis of performance evaluation of Directors, has decided to re-appoint Prof. Kanwar Sain Maini (DIN: 00454686) as Independent Directors for a second term of three consecutive years i.e. upto 25th September, 2020 and Dr. Suresh Kumar Singla (DIN: 00403423) and Dr. Amrik Singh Sohi (DIN: 03575022), as Independent Directors for a second term of five consecutive years i.e. 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. Vijay Asdhir (DIN: 006671174) 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. Vijay Asdhir (DIN: 006671174) and Dr. Manisha Gupta (DIN: 06910242), as Independent Directors of the Company to hold office for five consecutive years for a term i.e. upto 25th September, 2022. The necessary resolutions 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. Dinesh Oswal, Managing Director, Mr. Hans Raj Kapoor, Chief Financial Officer and Mrs. Anjali Modgil, Company Secretary, are the Key Managerial Personnel (hereinafter referred as KMP) of the Company. There has been no change in the KMP since the last fiscal year.

#### **FIT AND PROPER POLICY**

The Directors have also adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of appointment/re-appointment of directors and on a continuing basis, pursuant to the Non Banking Financial Companies- Corporate Governance (Reserve Bank) Directions, 2015 issued by the Reserve Bank of India.

#### **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 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 of its own performance and that of its Committees and individual Directors as per the criteria laid down by the Nomination and Remuneration Committee of the Company and adopted by the Board. The evaluation was carried out through 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, behaviour, leadership qualities, level of engagement and contribution, independence of judgement, decision making ability for safeguarding the interest of the Company, stakeholders and its shareholders. The Board was satisfied with the evaluation process and approved the 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 a 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](http://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:

<b>Name of the Policy</b>	<b>Brief Description</b>
Appointment and Remuneration Policy	Pursuant to the provisions of Section 178 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors in their meeting held on 3rd February, 2015 approved the Policy for the Appointment and Remuneration of Directors, Key Managerial Personnel and other employees as recommended by Nomination and Remuneration Committee.
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 Corporate Social Responsibility Policy was formulated by CSR Committee and adopted by the Board. The Company's CSR Policy outlines the various projects/programmes/activities



	to be under taken by the Company as laid down in Schedule VII of the Companies Act, 2013.		ii.Code of conduct to regulate, monitor and report trading by insiders The Codes help to regulate trading in securities by the Directors and designated employees of the Company. The Codes requires pre clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's 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.
Whistle Blower Policy	Pursuant to the provisions of Section 177 of the Companies Act, 2013, the 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 for determining the material related party transactions and dealing with the 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 <a href="http://owmnahar.com/nahar_cf/pdf/RPT-NAHAR-CAPITAL.pdf">http://owmnahar.com/nahar_cf/pdf/RPT-NAHAR-CAPITAL .pdf</a> .	Policy for Preservation of documents	The Board of Directors in their meeting held on 10th November, 2015 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.
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 30.05.2015 under SEBI (Prohibition of Insider Trading) Regulations, 2015: i. Code of practices and procedures for fair disclosure of unpublished price sensitive information	Archival Policy	Pursuant to the requirements of Regulations 30(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted the Archival Policy in its Meeting held on 10th November, 2015. The Policy ensures protection, maintenance and archival of Company's disclosures, documents and records that are placed on Company's website i.e. <a href="http://www.owmnahar.com">www.owmnahar.com</a> .
		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 Nomination and Remuneration Committee. The policy envisages diversification of Company's Board in respect of age, knowledge, experience and expertise.
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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.

**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 ten members. Mr. Jawahar Lal Oswal is Non-Executive Chairman. Mr. Dinesh Oswal is a Managing Director. There are four Non Executive Directors and five are Independent Directors out of which one Director namely; Dr. (Mrs.) H.K. Bal is a woman director on the Board. The Company's Policy of Appointment and Remuneration includes 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 & Remuneration Policy of the Company is available on the Company's website and can be accessed at [http://owmnahar.com/nahar\\_cf/pdf/NAHARCAPPOINTMENTANDREMUNERATIONPOLICY.pdf](http://owmnahar.com/nahar_cf/pdf/NAHARCAPPOINTMENTANDREMUNERATIONPOLICY.pdf). There has been no change in the Policy since the last fiscal year.

**BOARD MEETINGS**

During the year under review, the Board of Directors of the Company met four times i.e. 30th May, 2016, 12th August, 2016, 11th November, 2016 and 13th 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.

**SEPARATE MEETING OF INDEPENDENT DIRECTORS**

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

**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 the Independent Directors are provided with all the Policies/Guidelines as framed by the Company under various statutes and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to familiarize them with Company's procedure and practices. Further, to update them on a regular basis, the Company provides copies of all the amendments in Corporate Laws, Corporate Governance Rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has made arrangement to apprise and familiarize the Directors regarding the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They were also been updated regarding the Companies Amendment Bill, 2016 which has already been approved by the Lower House and pending for approval from Upper House of the Parliament. 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://owmnahar.com/nahar\\_cf/pdf/NCFS-Familiarization-Program-2017.pdf](http://owmnahar.com/nahar_cf/pdf/NCFS-Familiarization-Program-2017.pdf)

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

During the year under review, transactions entered into with Related Parties/Group Companies/Associate Companies are given in the Notes to the Financial Statements which was on an arm's length basis and in the ordinary course of business. No any contract or arrangement was entered into with the Related Parties as per Section 188(1) of the Companies Act, 2013 read with Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended 31st March, 2017. Thus the requirement for disclosure of particulars of contracts or arrangement with related parties referred to in Section 188(1) is not applicable to the Company. However, as per Company's policy, all the transactions with the Group Companies 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 OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

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 31st March, 2017 is Rs. 837.31 Lakhs. During the year under review, the Company has neither issued shares with differential voting rights as to dividend, voting or otherwise 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 may affect Company's operations in future.

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

Details of Loans, Investments and Guarantees covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements. The Company being a Non Banking Financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934, thus the provisions of Section 186 (except Sub Section 1) of the Companies Act, 2013 in respect of lending and investment activities, are not applicable to the Company.

**CORPORATE SOCIAL RESPONSIBILITY(CSR)**

As reported in our last report, the Company adopted CSR Policy and decided to undertake 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 details of the CSR Policy are available on the company's website i.e. [www.owmnahar.com](http://www.owmnahar.com).

The disclosure relating to the 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.

**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 Compliance Officer or members of the Audit Committee about unethical behaviour, 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 victimisation of persons who uses such mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. The Company has a dedicated e-mail address i.e. [whistleblowerncfs@owmnahar.com](mailto:whistleblowerncfs@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\\_cf/pdf/vigil\\_mechanism.pdf](http://owmnahar.com/nahar_cf/pdf/vigil_mechanism.pdf)

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

**CREDIT RATING**

Your Directors are pleased to inform that M/s. ICRA Limited has reaffirmed the rating "ICRA A1+" (pronounced ICRA A one plus) assigned to the proposed Short Term Debt / Commercial Paper Programme of the Company for Rs. 25 Crores. This is the highest credit quality rating by the ICRA to the Short Term Debt / Commercial Paper and it reflects the company's sound financial discipline and prudence.

**SUSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES**

The Company does not have any subsidiary or joint venture company. However, the Company has three Associate Companies namely; M/s. Nahar Spinning Mills Limited, M/s. Nahar Poly Films Limited and M/s. Nahar Industrial Enterprises Limited. No Company has become or ceased to be the Associate Company of the Company during the year under review.

**CONSOLIDATED FINANCIAL STATEMENTS**

As per Companies Act, 2013, the Company has three



Associate Companies viz. M/s. Nahar Spinning Mills Ltd., M/s. Nahar Industrial Enterprises Ltd. and M/s. Nahar Poly Films Ltd. 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 Companies for the financial year ended 31st March, 2017.

Further, a report on the performance and financial position of each 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.

### **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 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 [secncfs@owmnahar.com](mailto:secncfs@owmnahar.com) or [gredressalncfsl@owmnahar.com](mailto:gredressalncfsl@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 BSE Ltd., 25th Floor Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.
2. The National Stock Exchange of India Ltd., Exchange Plaza, , 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 2017-18.

### **DEMATERIALIZATION OF SHARES**

Your Company has 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 31st March, 2017, 97.33% of the total Equity

Share Capital of the Company has been dematerialized. The shareholders, who have not gone for dematerialization of the shares till date, are requested to opt for dematerialization of the shares at the earliest.

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 Capital and Financial Services Ltd)  
Alankit House,  
2E/21, Jhandelwala Extension  
NEW DELHI-110055

Telephone No : (011)42541234

Fax No. : (011)41540064

E-mail Address : [rta@alankit.com](mailto: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.

### **AUDIT COMMITTEE**

As required under Section 177 of the Companies Act, 2013, Company has already constituted an Audit Committee consisting of three Non-executive Directors under the Chairmanship of Prof. K.S. Maini, Dr. S K Singla and Mr. S.K. Sharma as members. Mrs. Anjali Modgil is the Secretary of the Committee. The Committee held four meetings during the year under review.

### **RISK MANAGEMENT**

The Company being essentially an Investment Company, its main sources of income are dividend/income receivable on investments in Equity Shares/Debentures/Bonds/deposits made and held by it in other companies and Mutual Funds. The financial business is always prone to risks of capital market fluctuations and economic cycle.

To monitor and manage the risk associated with the investment business the Company has already developed and implemented a Risk Management Policy for the Company including therein identification and risk mitigation measures. The Policy is also posted on Company's website i.e. [www.owmnahar.com](http://www.owmnahar.com). Further, the Company has also



constituted Risk Management Committee pursuant to the RBI Circular No. DNBS (PD) CC No. 156 / 03.10.001 / 2009-10 dated July 1, 2009. The Committee comprises of three non-executive directors under the Chairmanship of Prof. K. S. Maini, Mr. Dinesh Gogna and Dr. S.K. Singla, as members. The main term of reference of the Committee is to review and monitor the risk associated with Company's business and suggest measures for mitigation of the same as per Company's Risk Management Policy. The Risk Management Committee met four times during the financial year under review.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

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

The Directors confirm:

- i) that in preparation of the Annual Accounts, the applicable Accounting Standards had been followed alongwith proper explanations relating to material departures;
- ii) that they had selected such accounting policies and applied them consistently and made judgements 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 the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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 they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively
- vi) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **AUDITORS AND AUDITORS' 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 (Firm

Registration No. 001393N) as Statutory Auditors of the Company to hold office till the conclusion of 12th Annual General Meeting of the Company. Their period of office will expire at the ensuing Annual General Meeting scheduled to be held on 26th 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 purpose the appointment M/s. YAPL & Co., Chartered Accountants (Firm Registration No. 017800N) having their Office at K-102, Kismat Complex, G.T. Road, Miller Ganj, Ludhiana, as Statutory Auditor of the Company, for a term of five consecutive years commencing from Company's financial year 2017-18 to hold office from the conclusion of the 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company to be held in the year 2022. They have expressed their willingness for appointment as Auditors of the Company and have given a written consent / certificate regarding eligibility for their appointment as Statutory Auditors in accordance with the Rule 4 of the Companies (Audit and Auditors) Rule, 2014 read with the provisions of Section 139 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 and Co., Chartered Accountants, the Statutory Auditors have submitted the Audit Report on the Financial Statements of the Company for the accounting year ended 31st March, 2017. The observations and comments given by Auditors in their Report read together with the Notes to the Financial Statements are self explanatory and require no comments.

**Secretarial Auditor:** The Board pursuant to the provisions 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 and Associates, a Practising Company Secretaries, having Certificate of Practice No. 2585 to conduct the Secretarial Audit of the Company for the financial year 2017-18.

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





Report.

The Report is self explanatory and requires no comments.

#### **INTERNAL FINANCIAL CONTROL AND SYSTEM**

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. However, for ensuring further improvements in the System, 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 Financial 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). The Asset Liability Management (ALM) concerned with the effective risk management in various Portfolios is also framed by the Company.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed a firm of Chartered Accountant as Internal Auditor of the Company. 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 Committee oversee the adequacy of Internal Control. 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.

#### **EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return of the Company pursuant

to Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year ended 31st March, 2017 in the Form MGT-9 is annexed herewith as Annexure III and form part of this Report.

#### **PUBLIC DEPOSITS**

The Company is registered as Non-deposit taking Non-Banking Financial Company with RBI. 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.

#### **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 Managing Director is also given in point VI of the Annexure IV annexed hereto and form part of this report.

During the year under review, Mr. Dinesh Oswal, Managing Director of the Company, has been paid remuneration of Rs. 90,00,000/- for the first nine months of the year i.e. w.e.f. 1st April 2016 to 31st December, 2016, as per the approval of the Central Government vide its letter no. SRN C36933385/2015-CL.VII dated 17th February, 2016. Thereafter, from 1st January 2017 to 31st March, 2017, he has been paid a monthly salary of Rs. 10,00,000/- because of inadequacy of profits. The Company has already submitted an application to the Ministry of Corporate Affairs (Central Government) vide SRN No. G41287038 dated 19th April, 2017 for its approval for payment of remuneration to Mr. Dinesh Oswal, the Managing Director of the Company, as per shareholders' approval vide their Special Resolution dated 30th September, 2016. He has been reappointed as a Managing Director for a further period of five years w.e.f 1st



January, 2017 to 31st December, 2021.

Mr. Dinesh Oswal is 52 years of age. He is a Commerce Graduate and has business experience of more than 32 years in textile industry and financial expertise. He is employed on contractual basis for five years w.e.f 1st January, 2017 to 31st December, 2021. Before joining the Company, he was employed with M/s. Oswal Woollen Mills Ltd. as Commercial Manager. His shareholding in the Company is Nil. He is related to Mr. Jawahar Lal Oswal, Chairman and Mr. Kamal Oswal, Director of the Company. No other employee 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.

#### **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 complaint on sexual harassment and hence no complaint remains pending as of 31 March, 2017.

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

Particulars with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules 2014, are not applicable, as the company is a Non-Banking Financial Company.

#### **REPORT ON THE CORPORATE GOVERNANCE**

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

herewith as Annexure V and form 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 Obligations and Disclosure Requirements) Regulations, 2015, is enclosed as per Annexure-VI and form 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 gratitude and appreciation to all workers, staff members and executives for their contribution to the operations of the Company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the management of the Company.

#### **FOR AND ON BEHALF OF THE BOARD**

PLACE: LUDHIANA  
DATED: 12<sup>TH</sup> AUGUST, 2017

JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN: 00463866)



**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES ANNEXURE I**

**1. A brief outline of the Company's CSR policy, including overview of projects or programs 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 formulated the Corporate Social Responsibility Policy (CSR Policy) and the same was adopted by Board of Directors on 11<sup>th</sup> August, 2014. As per Policy, the 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 details of Company's CSR policy are available on its website i.e. [www.ownahar.com/nahar\\_cf/pdf/CSR-POLICY.pdf](http://www.ownahar.com/nahar_cf/pdf/CSR-POLICY.pdf).

**2. Composition of the CSR Committee:** Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board constituted the Corporate Social Responsibility Committee comprising of three members namely;

1. Mr. Dinesh Oswal, Chairman (Managing Director)
2. Dr. S.K. Singla, Member (Independent Director)
3. Mr. Dinesh Gogna, Member (Director)
- 3. Average net profit of the Company for last three financial years:** Rs. 2119.27 Lakhs
- 4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** Rs. 42.39 Lakhs
- 5. Details of CSR spend for the financial year:**
  - (a) Total amount spent for the financial year:** Nil
  - (b) Amount unspent, if any:** Rs. 42.39 Lakhs
  - (c) Manner in which the amount spent during the financial year is detailed below:**

\*During the year under review, Company could not spend any amount on the CSR activities but it has transferred an amount of Rs. 42.39 Lakhs 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. Besides, we would also like to update the information regarding the ongoing CSR projects being undertaken by M/s Oswal Foundation on behalf of the Company/ Group Companies. The information is as under:

(1) S. No.	(2) CSR Project or activity identified	(3) Sector in which the Project is covered	(4) Projects or programs 1. Local area or other 2. Specify the State & District where project or programs was undertaken	(5) Amount Outlay (Budget) project or Programs Wise	(6) Amount Spent to the Projects or Programs Subheads: (1) Direct expenditure on projects or programs. (2) Overheads:	(7) Cumulative expenditure upto the reporting Period	(8) Amount Spent direct or through implementing agency
1.	A. Government Primary School Lehli (Lalru) B. Government Primary School Dhandari Kalan C. Adoption of Four Govt. Primary Schools in Ludhiana	Promotion of Education	(1) (a) Local Area -3 School (1) (b) Other-2 Schools  (2) State Punjab (2) (a) Ludhiana-3 Schools (2)(b) Lalru, S.A.S. Nagar-2 Schools	Rs. 8.47 Lakhs  Rs. 15.33 Lakhs  -	Rs. 8.47 Lakhs  Rs. 15.33 Lakhs  Rs. 49 Lakhs	Rs. 8.47 Lakhs  Rs. 15.33 Lakhs  Rs. 49 Lakhs	Through Oswal Foundation, a Charitable Trust
2.	A. Maintenance of Fountain Chowk B. Maintenance of G.T. Road, Sherpur Chowk C. Maintenance of Park at Vansathali, Doraha for general public	Ensuring Environmental Sustainability	(1) Local Area  (2) State-Punjab, Ludhiana	Project completed Rs. 20.33 Lakhs  Rs. 45.01 Lakhs	Rs. 6.16 Lakhs (overhead) Rs. 20.33 Lakhs  Rs. 45.01 Lakhs	Rs. 6.16 Lakhs (overhead) Rs. 20.33 Lakhs  Rs. 45.01 Lakhs	Through Oswal Foundation, a Charitable Trust

**6. Reasons for not spending the two percent of the average net profits of the last three 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 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. 42.39 Lakhs 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)

Managing Director/Chairman of CSR Committee

(DIN:00607290)

Place: Ludhiana

Date : 12<sup>TH</sup> AUGUST, 2017



## Annexure II

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDING 31ST MARCH, 2017**

[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 Capital and Financial Services Limited  
375, 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 **M/s Nahar Capital and Financial Services 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 1st April, 2016 to 31st 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 **M/s Nahar Capital and Financial Services 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, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable as the Company has not issued further capital during the financial year under review)**
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable, as the Company has not made any such scheme during the Audit Period under review)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable, as the Company has not issued Debt Securities during the Audit Period under review)**
- (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 as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial Year under review);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(Not applicable as the Company has not delisted/propose to delist its equity shares from any stock exchange during the financial year under review).**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable as the Company has not bought back/propose to buy-back**



any of its securities during the financial year under review.)

(VI) The Reserve Bank of India Act, 1934, RBI's NBFC Directions and Guidelines, Circular etc issued by RBI from time to time, applicable on NBFCs

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) SEBI (LODR) Regulations, 2015

I Report that during the period under review the Company has complied with the provisions of The Acts, 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. There has been no change in the composition of the Board of Directors during the period under review.
- 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.
- All decisions at Board Meetings and Committee Meetings have been carried out unanimously as recorded in the minutes of the meetings of Board of Directors and Committee of the Board, as case may be

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 Capital and Financial Services Limited  
375, 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 an 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



**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31.03.2017**  
**[Pursuant to Section 92 (3) of the Companies Act, 2013, and Rule 12 (1) of the Companies**  
**(Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS :**

i)	CIN:	L45202PB2006PLC029968
ii)	Registration Date:	31st March, 2006
iii)	Name of the Company:	NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED
iv)	Category / Sub-Category of the Company:	Company limited by shares/ Indian Non-Government Company
v)	Address of the Registered Office and contact details:	375 Industrial Area - A, Ludhiana - 141003 Tel. No. 0161-2665000 E-mail: secncfs@owmnahar.com
vi)	Whether listed company:	Yes
vii)	Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extension, New Delhi - 110055 Tel. No. 011-23541234 E-mail: info@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.	Investment/Financial Activities	6430	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLI CABLE SECTION
1.	NAHAR SPINNING MILLS LIMITED 373, Industrial Area - A, Ludhiana - 141003	L17115PB1980PLC004341	ASSOCIATE	28.44	2(6)
2.	NAHAR POLY FILMS LIMITED 376, Industrial Area - A, Ludhiana - 141003	L17115PB1988PLC008820	ASSOCIATE	49.16	2(6)
3.	NAHAR INDUSTRIAL ENTERPRISES LIMITED Focal Point, Ludhiana - 141010	L15143PB1983PLC018321	ASSOCIATE	23.44	2(6)

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

**I) Category-wise Shareholding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	39075	-	39075	0.23	39075	-	39075	0.23	0.00
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-



d) Bodies Corp.	11752930	-	11752930	70.18	11752930	-	11752930	70.18	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>11792005</b>	-	<b>11792005</b>	<b>70.42</b>	<b>11792005</b>	-	<b>11792005</b>	<b>70.42</b>	<b>0.00</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>11792005</b>		<b>11792005</b>	<b>70.42</b>	<b>11792005</b>	-	<b>11792005</b>	<b>70.42</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>11792005</b>	-	<b>11792005</b>	<b>70.42</b>	<b>11792005</b>	-	<b>11792005</b>	<b>70.42</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	1600	3830	5430	0.03	1600	3830	5430	0.03	0.00
b) Banks/FI	4379	1738	6117	0.04	4379	1738	6117	0.04	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	600	600	0.00	-	600	600	0.00	0.00
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>5979</b>	<b>6168</b>	<b>12147</b>	<b>0.07</b>	<b>5979</b>	<b>6168</b>	<b>12147</b>	<b>0.07</b>	<b>0.00</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i. Indian	563493	4296	567739	3.39	512022	4246	516268	3.08	-0.31
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	3037106	465009	3502115	20.91	2912403	436910	3349313	20.00	-0.91
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	734884	-	734884	4.39	911898	-	911898	5.45	1.06
c) Others (specify)									
i. NRI	136646	431	137077	0.82	163905	431	164336	0.98	0.16
ii. OCB	-	200	200	0.00	-	200	200	0.00	0.00
<b>Sub Total (B) (2):-</b>	<b>4472129</b>	<b>469886</b>	<b>4942015</b>	<b>29.51</b>	<b>4500228</b>	<b>441787</b>	<b>4942015</b>	<b>29.51</b>	<b>0.00</b>
<b>Total Public Share Holding (B)=(B) (1)+(B)(2)</b>	<b>4478108</b>	<b>476054</b>	<b>4954162</b>	<b>29.58</b>	<b>4506207</b>	<b>447955</b>	<b>4954162</b>	<b>29.58</b>	<b>0.00</b>
<b>C. Share held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>16270113</b>	<b>476054</b>	<b>16746167</b>	<b>100</b>	<b>16298212</b>	<b>447955</b>	<b>16746167</b>	<b>100</b>	<b>0.00</b>



## ii. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding held at the beginning of the year			Shareholding held at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/encumbered to total shares	
1.	Ruchika Oswal	11555	0.07	-	11555	0.07	-	0.00
2.	Abhilash Oswal	16000	0.10	-	16000	0.10	-	0.00
3.	Monica Oswal	11520	0.07	-	11520	0.07	-	0.00
4.	Abhilash Growth Fund (P) Ltd.	24750	0.15	-	24750	0.15	-	0.00
5.	Atam Vallabh Financiers Ltd.	56590	0.34	-	56590	0.34	-	0.00
6.	Bermunda Insurance Brokers (P) Ltd.	20450	0.12	-	20450	0.12	-	0.00
7.	J.L Growth Fund Ltd.	107516	0.64	-	107516	0.64	-	0.00
8.	Kovalam Investment & Trading Co. Ltd.	371527	2.22	-	371527	2.22	-	0.00
9.	Monica Growth Fund (P) Ltd.	24080	0.14	-	24080	0.14	-	0.00
10.	Nagdevi Trading & Investment Co. Ltd.	641452	3.83	-	641452	3.83	-	0.00
11.	Nahar Poly Films Ltd.	6611632	39.48	-	6611632	39.48	-	0.00
12.	Nahar Growth Fund (P) Ltd.	182054	1.09	-	182054	1.09	-	0.00
13.	Nahar Industrial Enterprises Ltd.	1363221	8.14	-	1363221	8.14	-	0.00
14.	Neha Credit and Investment (P) Ltd.	30200	0.18	-	30200	0.18	-	0.00
15.	Oswal Woollen Mills Ltd.	1322173	7.90	-	1322173	7.90	-	0.00
16.	Ruchika Growth Fund (P) Ltd.	25050	0.15	-	25050	0.15	-	0.00
17.	Sankheshwar Holding Co. Ltd.	152425	0.91	-	152425	0.91	-	0.00
18.	Vanaik Investors Ltd.	179314	1.07	-	179314	1.07	-	0.00
19.	Vardhman Investments Ltd.	62640	0.37	-	62640	0.37	-	0.00
20.	Nahar Spinning Mills Ltd.	577856	3.45	-	577856	3.45	-	0.00
	<b>Total</b>	<b>11792005</b>	<b>70.42</b>	<b>-</b>	<b>11792005</b>	<b>70.42</b>	<b>-</b>	<b>0.00</b>





iii) Change in Promoters' Shareholding (Please Specify, if there is no change)

S No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the year	11792005	70.42	11792005	70.42
	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.):	NIL	N.A.	NIL	N.A.
	At the end of the year	11792005	70.42	11792005	70.42

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2016)/ end of the year (31.03.2017)		Date wise Increase/Decrease in Shareholding during the year			Cumulative share holding during the year (01.04.2016 to 31.03.2017)	
		No. of Shares	% of total shares of the Company	Date	Increase/Decrease	Reason	No. of Shares	% of total Shares of the Company
1.	Subramanian P*	0	0.00	01.04.2016				
				14.10.2016	248160	Purchase	248160	1.48
				09.12.2016	621	Purchase	248781	1.49
		248781	1.49	31.03.2017				
2.	Columbus Stock Broking Pvt. Ltd.	170070	1.02	01.04.2016				
				16.09.2016	220	Purchase	170290	1.02
				11.11.2016	65	Purchase	170355	1.02
		170355	1.02	31.03.2017				
3.	Girishchandra Balkrishan	68537	0.41	01.04.2016				
				08.04.2016	250	Purchase	68787	0.41
				22.04.2016	1000	Purchase	69787	0.42
				13.05.2016	213	Purchase	70000	0.42
				27.05.2016	3005	Purchase	73005	0.44
				03.06.2016	1995	Purchase	75000	0.45
				02.09.2016	2000	Purchase	77000	0.46
		77000	0.46	31.03.2017				
4.	Girima Girish Puri	71201	0.43	01.04.2016				
				13.05.2016	799	Purchase	72000	0.43
				28.10.2016	100	Purchase	72100	0.43
		72100	0.43	31.03.2017				
5.	Shanthy General Finance P Ltd.	59219	0.35	01.04.2016				
						Nil movement during the year	59219	0.35
		59219	0.35	31.03.2017				
6.	Manoj Kumar Chhalani*	11270	0.07	01.04.2016				
				08.04.2016	230	Purchase	11500	0.06
				06.05.2016	172	Purchase	11672	0.07
				13.05.2016	241	Purchase	11913	0.07
				20.05.2016	2166	Purchase	14079	0.08



				27.05.2016	171	Purchase	14250	0.09
				17.06.2016	43300	Purchase	57550	0.34
				24.06.2016	7009	Purchase	64559	0.39
				08.07.2016	6574	Purchase	71133	0.42
				15.07.2016	2441	Purchase	73574	0.44
				19.08.2016	1055	Purchase	74629	0.45
				30.09.2016	-2586	Sale	72043	0.43
				07.10.2016	-2023	Sale	70020	0.42
				02.12.2016	-6300	Sale	63720	0.38
				09.12.2016	-350	Sale	63370	0.38
				15.12.2016	-56170	Sale	7200	0.04
				16.12.2016	53800	Purchase	61000	0.36
				23.12.2016	1300	Purchase	62300	0.37
				30.12.2016	-4950	Sale	57350	0.34
				06.01.2017	2041	Purchase	59391	0.35
				20.01.2017	953	Purchase	60344	0.36
				27.01.2017	656	Purchase	61000	0.36
				03.02.2017	-4500	Sale	56500	0.34
				10.02.2017	500	Purchase	57000	0.34
				17.02.2017	-500	Sale	56500	0.34
				24.02.2017	1835	Purchase	58335	0.35
				03.03.2017	-1335	Sale	57000	0.34
		55000	0.33	31.03.2017	-2000	Sale	55000	0.33
7.	Kamlesh V Shah (HUF)	41878	0.25	01.04.2016				
				02.09.2016	525	Purchase	42403	0.25
				30.09.2016	1035	Purchase	43438	0.26
				02.12.2016	595	Purchase	44033	0.26
				09.12.2016	510	Purchase	44543	0.27
				16.12.2016	3104	Purchase	47647	0.28
				23.12.2016	890	Purchase	48537	0.29
				27.01.2017	1500	Purchase	50037	0.30
		50337	0.30	31.03.2017				
8.	Lachman Kishan Chand*	23998	0.14	01.04.2016				
				03.06.2016	600	Purchase	24598	0.15
				17.06.2016	6125	Purchase	30723	0.18
				08.07.2016	1275	Purchase	31998	0.19
				12.08.2016	350	Purchase	32348	0.19
				19.08.2016	4734	Purchase	37082	0.22
				26.08.2016	550	Purchase	37632	0.22
				14.10.2016	40	Purchase	37672	0.22
				28.10.2016	2326	Purchase	39998	0.24
				04.11.2016	6500	Purchase	46498	0.28
				11.11.2016	3500	Purchase	49998	0.30
		49998	0.30	31.03.2017				
9.	Parash Kumar Jain	47108	0.28	01.04.2016				
				30.06.2016	-100	Sale	47008	0.28
				23.12.2016	1000	Purchase	48008	0.29
		48008	0.29	31.03.2017				
10.	Vellaiappan Kumarappan	46497	0.28	01.04.2016		Nil movement during the year	46497	0.28
		46497	0.28	31.03.2017				
11.	Neerav Girish Puri#	43000	0.26	01.04.2016		Nil movement during the year	43000	0.26
		43000	0.26	31.03.2017				



12.	Rajgaj Traders Pvt. Ltd.#	62999	0.38	01.04.2016				
				08.04.2016	-2202	Sale	60797	0.36
				15.04.2016	-2000	Sale	58797	0.35
				22.04.2016	-1000	Sale	57797	0.35
				06.05.2016	-1000	Sale	56797	0.34
				13.05.2016	-300	Sale	56497	0.34
				20.05.2016	-2025	Sale	54472	0.33
				03.06.2016	-1000	Sale	53472	0.32
				10.06.2016	-1850	Sale	51622	0.35
				17.06.2016	-3000	Sale	48622	0.29
				30.06.2016	916	Purchase	49538	0.30
				29.07.2016	-3300	Sale	46238	0.28
				26.08.2016	-2000	Sale	44238	0.26
				14.10.2016	-600	Sale	43638	0.26
				21.10.2016	-904	Sale	42734	0.26
				28.10.2016	-2000	Sale	40734	0.24
16.12.2016	-3000	Sale	37734	0.23				
	37734		0.23	31.03.2017				
13.	Sangeetha S#	215350	1.29	01.04.2016				
				15.04.2016	540	Purchase	215890	1.29
				14.10.2016	-215890	Sale	0	0.00
	0		0.00	31.03.2017				

\*Not in the list of Top 10 shareholders as on 01.04.2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2017.

#Ceased to be in the list of Top 10 shareholders as on 31.03.2017. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2016.

**v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	For Each of the Directors	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of Company
	At the beginning of the year	None of the Director hold shares in the Company			
	Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):				
	At the end of the year				



S. No.	For Each of the KMP	Shareholding at the beginning of the year (01.04.2016)/ end of the year (31.03.2017)		Date wise Increase/Decrease in Shareholding during the year			Cumulative share holding during the year (01.04.2016 to (31.03.2017)	
		No. of Shares	% of total shares of the Company	Date	Increase/Decrease	Reason	No. of Shares	% of total Shares of Company
1.	Mr. Dinesh Oswal Managing Director	Nil	Nil	01.04.2016	Nil	Nil Holding during the year	Nil	Nil
		Nil	Nil	31.03.2017				
2.	Mr. Hans Raj Kapoor Chief Financial Officer	450	0.003	01.04.2016	-200	Sale	250	0.002
				26.02.2017				
		250	0.002	31.03.2017				
3.	Mrs. Anjali Modgil Company Secretary	Nil	Nil	01.04.2016	Nil	Nil Holding during the year	Nil	Nil
		Nil	Nil	31.03.2017				

**V. INDEBTEDNESS**

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1496.01	0.00	0.00	1496.01
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1496.01</b>	<b>0.00</b>	<b>0.00</b>	<b>1496.01</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	0.00	0.00	0.00	0.00
• Reduction	22.47	0.00	0.00	22.47
<b>Net Change</b>	<b>-22.47</b>	<b>0.00</b>	<b>0.00</b>	<b>-22.47</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1473.54	0.00	0.00	1473.54
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>1473.54</b>	<b>0.00</b>	<b>0.00</b>	<b>1473.54</b>



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole Time Director and / or Manager.**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager Mr. Dinesh Oswal Managing Director*	Total Amount
1.	Gross Salary a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	1,20,00,000.00 - -	1,20,00,000.00 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - As % of Profit - Others, specify....	- -	- -
5.	Others, Please specify	-	-
	<b>Total (A)</b>	<b>1,20,00,000.00</b>	<b>1,20,00,000.00</b>
	Celling as per the Act.	5% of the Net Profits i.e. Rs. 156.09 Lakhs	

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Central Government vide its letter no. SRN C36933985/2014-CL.VII and dated 17th February, 2016 has given approval for payment of remuneration at Rs. 6,96,00,000/- per annum for the period commencing from 1st April, 2014 to 31st December, 2016 to Mr. Dinesh Oswal, Managing Director of the Company which he may draw from M/s Nahar Spinning Mills Limited and Nahar Capital and Financial Services Limited or Partly from the first and remaining from the second Company. Accordingly, the Company paid Rs. 90,00,000/- as salary from 1st April, 2016 to 31st December, 2016 as per Central Government approval and thereafter from 1st January 2017 to 31st March, 2017, he has been paid a monthly salary of Rs. 10,00,000/-. The Company has already submitted an application to the Ministry of Corporate Affairs (Central Government) vide SRN No. G41287038 dated 19th April, 2017 for its approval for payment of remuneration to Mr. Dinesh Oswal the Managing Director of the Company, as per shareholders' approval vide their Special Resolution dated 30th September, 2016.

**B. Remuneration to other Directors :**

**1. Independent Directors**

S. No.	Particulars of Remuneration	Name of Directors					Total Amount
		Dr. (Mrs.) H.K. Bal	Prof. K.S. Maini	Dr. S.K. Singla	Dr. Y.P. Sachdeva	Dr. A.S. Sohi	
	• Fee of attending Board/Committee Meetings	40000.00	30000.00	40000.00	20000.00	30000.00	160000.00
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)	40000.00	30000.00	40000.00	20000.00	30000.00	160000.00



**2. Other Non- Executive Directors**

S. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr. J.L. Oswal	Mr. Kamal Oswal	Mr. Dinesh Gogna	Mr. S.K. Sharma	
	• Fee of attending Board/Committee Meetings	40000.00	40000.00	40000.00	40000.00	160000.00
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	40000.00	40000.00	40000.00	40000.00	160000.00
	<b>Total (B) = (1+2)</b>					<b>320000.00</b>
	<b>Total Managerial Remuneration</b>					<b>12320000.00</b>
	Overall Ceiling as per the Act	11% of the Net Profits i.e. Rs. 343.39 Lakhs				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. H.R. Kapoor Chief Financial Officer	Mrs. Anjali Modgil Company Secretary	
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	1549315.00	353935.00	1903250.00
	b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	62255.00	6414.00	68669.00
	c) Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of Profit	-	-	-
	- Others, Specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>1611570.00</b>	<b>360349.00</b>	<b>1971919.00</b>

**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: PENALTY-PUNISHMENT-COMPOUNDING: NONE				
B.	DIRECTORS: PENALTY-PUNISHMENT-COMPOUNDING: NONE				
C.	OTHER OFFICERS IN DEFAULT: PENALTY-PUNISHMENT-COMPOUNDING: NONE				

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA  
DATED: 12<sup>th</sup> AUGUST, 2017

JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN: 00463866)



**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	Mr. J.L. Oswal Chairman	40000	0.00	0.15	
2	Mr. Dinesh Oswal# Managing Director	12000000	0.00	45.16	PBT increased by 128.04% & PAT increased by 126.79% in FY 2016-17
3	Mr. Kamal Oswal Non-Executive Director	40000	-20.00	0.15	
4	Mr. Dinesh Gogna Non-Executive Director	40000	-20.00	0.15	
5	Mr. S.K. Sharma Non-Executive Director	40000	0.00	0.15	
6	Dr. (Mrs.) H.K. Bal Independent Director	40000	0.00	0.15	
7	Dr. S.K. Singla Independent Director	40000	-20.00	0.15	
8	Dr. Y.P. Sachdeva Independent Director	20000	-60.00	0.08	
9	Prof. K.S. Maini Independent Director	30000	-40.00	0.11	
10	Dr. A.S. Sohi Independent Director	30000	50.00	0.11	
11	Mr. H.R. Kapoor Chief Financial Officer	1611570	11.70	-	
12	Mrs. Anjali Modgil Company Secretary	360349	22.82	-	PBT increased by 128.04% & PAT increased by 126.79% in FY 2016-17

# Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Central Government vide its letter no. SRN C36933985/2014-CL.VII and dated 17th February, 2016 has given approval for payment of remuneration at Rs. 6,96,00,000/- per annum for the period commencing from 1st April, 2014 to 31st December, 2016 to Mr. Dinesh Oswal, Managing Director of the Company which he may draw from M/s Nahar Spinning Mills Limited and Nahar Capital and Financial Services Limited or Partly from the first and remaining from the second Company. Accordingly, the Company paid Rs. 90,00,000/- as salary from 1st April, 2016 to 31st December, 2016 as per Central Government approval and thereafter from 1st January 2017 to 31st March, 2017, he has been paid a monthly salary of Rs. 10,00,000/-. The Company has already submitted an application to the Ministry of Corporate Affairs (Central government) vide SRN No. G41287038 dated 19th April, 2017 for its approval for payment of remuneration to Mr. Dinesh Oswal the Managing Director of the Company, as per shareholders' approval vide their Special Resolution dated 30th September, 2016.

- ii) The median remuneration of employees of the Company during the financial year was Rs. 2.66 Lakhs
- iii) In the financial year, there was an decrease of 2.10% in the

**Annexure IV**

- iv) median remuneration of employees;
- v) There were 19 permanent employees on the rolls of Company as on March 31, 2017;
- vi) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2016-17 was 9.78% whereas there is no increase in the managerial remuneration for the same financial year.
- vii) 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.

**Details of top ten employees of the Company in terms of salary drawn as required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

Sr. No.	Name & Designation	Remuneration 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.	Mr. Dinesh Oswal MD	120.00	Contractual	B.Com. 32 Years	29.12.2007	52	Oswal Woollen Mills Ltd.	Nil	Yes
2.	Mr. H.R. Kapoor CFO	16.12	Regular	CA 33 Years	01.05.2008	59	Nahar Spinning Mills Ltd.	0.002	No
3.	Mr. Siddharath Umesh Singh Sr. Manager (Finance)	15.00	Regular	MBA 10 Years	03.09.2007	35	--	Nil	No
4.	Mr. Sunil Gupta Manager (Credit Control)	7.28	Regular	Graduate 31 years	01.05.2008	55	Nahar Fibres	Nil	No
5.	Mr. Surinder Singh Internal Auditor	4.57	Regular	Graduate 33 Years	01.08.2009	64	Nahar Spinning Mills Ltd.	Nil	No
6.	Mr. Sunil Kapoor Executive (Personnel)	4.23	Regular	Graduate 28 Years	01.03.2008	55	Nahar Spinning Mills Ltd.	Nil	No
7.	Mrs. Anjali Modgil Company Secretary	3.60	Regular	CS, M.Com 6 Years	23.07.2014	29	---	Nil	No
8.	Mr. Pritpal Singh Asstt. Accounts	3.17	Regular	B.Com 16 Years	01.03.2008	41	Nahar Spinning Mills Ltd.	Nil	No
9.	Mr. Suresh Kumar Choudhary Asstt.T.O.	2.66	Regular	Hr. Sec. 24 Years	01.05.2008	47	Nahar Spinning Mills Ltd.	Nil	No
10.	Mr. Gurjit Singh Typist	2.64	Regular	Inter 26 years	01.03.2008	54	Nahar Spinning Mills Ltd.	Nil	No

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA  
DATED: 12<sup>TH</sup> AUGUST, 2017

JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN: 00463866)

**Annexure V****CORPORATE GOVERNANCE REPORT**

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

**I. 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) Regulations, 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 : -

**II. BOARD OF DIRECTORS****a. Board Composition:**

The Management believes that Board needs to have appropriate mix of Executive, Non-Executive and Independent Directors to maintain its Independence in Governance and management of the Company. The Regulation 17(1) of SEBI LODR 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 of the Company as on 31st March, 2017 is Ten Directors. The Board is optimal mix of Executive and Non-Executive Directors. Sh. Dinesh Oswal is a Managing Directors and Sh. J.L. Oswal is a 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 Five 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. Dr. (Mrs.) H.K. Bal, is the women Director of the Company. Sh. Kamal Oswal, Sh. Dinesh Gogna and Sh. S.K. Sharma are other Non-executive Directors of the Company. Thus, the Company has already complied with Regulations 17(b) of SEBI LODR 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, were appointed as Independent Directors by the Shareholders vide their Resolution dated 30th September, 2014, to hold office for three consecutive years for a term upto the conclusion of 12th Annual General Meeting. Thus, their period of office shall expire at the conclusion of the 12th Annual General Meeting scheduled to be held on 26th September, 2017. Pursuant to the Notice received along with deposit of requisite amount under Section 160 of the Companies Act, 2013, the Board, on the recommendation of Nomination and Remuneration Committee and performance evaluation of Directors, has decided to recommend the re-appointment of Prof. Kanwar Sain Maini (DIN: 00454686) for second term of three consecutive years upto 25th September, 2020 and Dr. Suresh Kumar Singla (DIN: 00403423) and Dr. Amrik Singh Sohi (DIN: 03575022), as Independent Directors to hold office for a second term of five consecutive years upto 25th September, 2022.

- iii. 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 has proposed the appointment of Dr. Vijay Asdhir (DIN: 006671174) 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.

**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 and Regulations. 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 during the year 2016-17 and last Annual General Meeting held on Friday, 30th day of September,

director within the meaning of Section 2(77) of the Companies Act, 2013.

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

None of the Director of the Company is holding any share and convertible instruments issued by the Company.

**g. Web link of Familiarization Programs:**

The details of Company's Policy on Familiarization

Name of Directors	Category of Directors	No. of others Directorship (Excluding Private Companies)	No of Committee Membership/Chairmanship		No. of Board Meetings attended	AGM Attendance	No. of Shares Held
			Member	Chairman			
Mr. Jawahar Lal Oswal	Non Executive - Promoter	8	--	1	4	NO	NIL
Mr. Dinesh Oswal	Executive - Promoter	8	--	--	4	YES	NIL
Mr. Kamal Oswal	Non Executive - Promoter	9	1	1	4	YES	NIL
Mr. Dinesh Gogna	Non Executive	8	7	2	4	YES	NIL
Mr. S.K. Sharma	Non Executive	2	1	--	4	YES	NIL
Dr.(Mrs.) H.K. Bal	Independent	5	5	3	4	NO	NIL
Dr. Yash Paul Sachdeva	Independent	5	6	1	2	NO	NIL
Prof. K.S. Maini	Independent	3	2	1	3	NO	NIL
Dr. S.K. Singla	Independent	4	2	6	4	YES	NIL
Dr. Amrik Singh Sohi	Independent	4	3	--	3	NO	NIL

2016 is given here above:

**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 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:**

Mr. Jawahar Lal Oswal is the father of Mr. Kamal Oswal, Director and Mr. Dinesh Oswal, Managing Director of the Company. Mr. Kamal Oswal and Mr. Dinesh Oswal are brothers. None of other Director is related to any other

Programs for Independent Directors are posted on the website of the Company and can be accessed at [http://owmnaahar.com/nahar\\_cf/pdf/NCFS-Familiarization-Program-2017.pdf](http://owmnaahar.com/nahar_cf/pdf/NCFS-Familiarization-Program-2017.pdf).

**h. Separate Meeting of Independent Directors:**

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.



### III. BOARD COMMITTEES

The Board has constituted Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Share Transfer Committee, CSR Committee, Risk Management Committee, Investment Committee and Asset Liability Management Committee which help the Board in good Corporate Governance. The recommendations of the Committees are submitted to the Board for their consideration and approval. During the year under review, all recommendations of Committees were approved by the Board.

#### 1. 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 consists of three Non Executive Directors under the chairmanship of Prof. K.S. Maini, the Independent Director. Mr. S.K. Sharma, Non Executive Director and Dr. S. K. Singla, Independent Director, are the two other members of the Audit Committee. There is no change in the composition of the Committee during the year. Prof. K.S. Maini is a Post Graduate in Commerce. He retired as Head of Commerce Department (Post Graduate), Government College, Ludhiana. He is having requisite expertise in Financial and Accounting matters. Dr. S.K. Singla is M.A. in Economics & Statistics & Ph.D. in Statistics and is having requisite experience in teaching Business Management & Administration. Likewise, Mr. S.K. Sharma is a MBA and is also having requisite experience in Financial and Accounting matters. Mrs. Anjali Modgil is the Secretary of the Committee. Mr. H.R. Kapoor who is the Chief Financial Officer is a permanent invitee of the Committee. The Statutory Auditors and Internal Auditors are also invited to attend the meetings as and when felt necessary and as per relevant provisions of the applicable laws/rules.

##### c. Meetings and Attendance

During the financial year 2016-17, the Committee met four times i.e. on 28th 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 year ended 31st March, 2016 before recommending the same to the Board of Directors for their perusal and adoption. The attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Prof. K.S. Maini	4	3
Mr. S.K. Sharma	4	4
Dr. S.K. Singla	4	4

#### 2. NOMINATION AND 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 directors and who can be appointed in senior management category in accordance with the criteria laid down and recommend to the Board their appointment and removal. It carries out evaluation of every director's performance. The Committee also ensures that Company's remuneration policies in respect of Managing 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, Managing Director, KMP and Senior Executives are made as per the applicable provisions of the Companies Act, 2013. It also devises a policy on "Diversity of Board of Directors".

##### b. Composition:

The Committee consists of three Independent Directors namely; Dr. S.K. Singla as the Chairman and Prof. K.S. Maini and Dr. (Mrs.) H.K. Bal as members of the Committee. There is no change in the composition of the Committee during the year.

##### c. Meetings and Attendance:

The Nomination and Remuneration Committee met three



times i.e. on 28.05.2016, 12.08.2016 and 17.01.2017 during the year under review. The attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. S.K. Singla	3	3
Prof. K.S. Maini	3	2
Dr. (Mrs.) H.K. Bal	3	3

**d. Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of parameters for evaluation includes education, knowledge, experience, expertise, skills, behaviour, 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.

**e. REMUNERATION OF DIRECTORS**

**i. 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.

**ii. 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 during the year 2016-17 is as follows:

Name of Director	Sitting Fees (Rs.)
Mr. Jawahar Lal Oswal	40,000.00
Mr. Kamal Oswal	40,000.00
Mr. Dinesh Gogna	40,000.00
Mr. S.K. Sharma	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. Amrik Singh Sohi	30,000.00
Dr. Yash Paul Sachdeva	20,000.00
<b>Total</b>	<b>3,20,000.00</b>

**iii. Disclosures with respect to remuneration:**

All the non executive directors of the Company are paid sitting fee for attending the Board Meeting. Mr. Dinesh

Oswal being the Managing 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. Dinesh Oswal is as detailed below:

**iv. Elements of remuneration package**

The elements of remuneration package paid to Mr. Dinesh Oswal, Managing Director of the Company, during the year 2016-17 is as follows:

Name of Director	Salary (Rs.)	Benefits	Bonuses	Stock Option	Pension	Total (Rs.)
Mr. Dinesh Oswal	1,20,00,000	--	--	-	-	1,20,00,000

Pursuant to the provisions of Section 197 of the Companies Act, 2013, the Central Government vide its letter no. SRN C36933985/2014-CL.VII and dated 17th February, 2016 has given approval for payment of remuneration at Rs. 6,96,00,000/- per annum for the period commencing from 1st April, 2014 to 31st December, 2016 to Mr. Dinesh Oswal, Managing Director of the Company which he may draw from M/s. Nahar Spinning Mills Limited and M/s. Nahar Capital and Financial Services Limited or partly from the first and remaining from the second Company. Accordingly, the Company paid Rs. 90,00,000/- as salary from 1st April, 2016 to 31st December, 2016 as per Central Government's approval and thereafter from 1st January 2017 to 31st March, 2017, he has been paid a monthly salary of Rs. 10,00,000/-. The Company has already submitted an application to the Ministry of Corporate Affairs (Central Government) vide SRN No. G41287038 dated 19th April, 2017 for its approval for payment of remuneration to Mr. Dinesh Oswal the Managing Director of the Company, as approved by Shareholders vide their Special Resolution dated 30th September, 2016.

**v. Details of fixed component and performance linked incentives, along with performance criteria**

The remuneration of Managing 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.

**vi. Service contracts, notice period, severance fees;**

The tenure of office of the Managing Director is for five years from the respective date of appointment and same can be terminated by either party by giving three months notice in writing. There is no separate provision for



payment of severance fees.

**vii. Stock option details**

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

**3. 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 of shares, Non receipt of Dividend, Share Certificates, 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 Chairmanship of Dr. A.S. Sohi an Independent Director. Mr. S.K. Sharma a Non Executive Director and Dr. S.K. Singla, Independent Director are the other two members of the Committee. There is 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 30th June, 2016, 1st October, 2016, 31st December, 2016 and 31st March, 2017. The attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr Amrik Singh Sohi	4	3
Mr. S.K.Sharma	4	4
Dr. S.K.Singla	4	4

**d. Name and Designation of Compliance Officer**

Mrs. Anjali Modgil, 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	: 01
No. of complaints resolved during the year	: 01
No. not solved to the satisfaction of shareholders	: 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. gredressalnctsl@owmnahar.com.

**4. SHARE TRANSFER COMMITTEE**

The Company has also constituted a Share Transfer Committee comprising of 4 (four) members under the Chairmanship of Mr. Dinesh Oswal, Managing Director of the Company. Mr. Dinesh Gogna and Prof. K.S. Maini, Directors of the Company and Mrs. Anjali Modgil, Company Secretary of the Company, are the other members of the Committee. 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 two times during the year under review i.e. 15th April, 2016, 30th April, 2016, 16th May, 2016, 31st May, 2016, 15th June, 2016, 30th June, 2016, 16th July, 2016, 30th July, 2016, 16th August, 2016, 31st August, 2016, 9th September, 2016, 30th September, 2016, 15th October, 2016, 29th October, 2016, 15th November, 2016, 30th November, 2016, 15th December, 2016, 31st December, 2016, 16th January, 2017, 31st January, 2017, 28th February, 2017 and 30th March, 2017 and the attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	22	21
Mr. Dinesh Gogna	22	18
Prof. K.S. Maini	22	11
Mrs. Anjali Modgil	22	22

As per SEBI Circular No. D&CC/FITTC/CIR-15/2002 dated 27th December, 2002, the 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. has already been mentioned in Director's Report.



**5. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

**a. Brief Description of Terms of Reference:**

The Board has constituted the Corporate Social Responsibility Committee as per the provisions of Section 135 of the Companies Act, 2013 read Companies (Corporate Social Responsibility Policy) Rules, 2014. The Committee formulated and recommended the 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 at the Company’s website i.e. [www.ownnahar.com](http://www.ownnahar.com). As per Policy, the Company is undertaking the 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 recommends the amount of expenditure to be incurred on the CSR activities through Oswal Foundation. The Committee also oversees and monitors the activities/programmes/projects undertaken by Oswal Foundation.

**b. Composition:**

The CSR Committee consists of three Directors under the Chairmanship of Mr. Dinesh Oswal, Managing Director of the Company. Dr. S.K. Singla, Independent Director and Mr. Dinesh Gogna, Non-executive Director, are the other two members of the Committee. There is no change in the composition of the Committee during the year.

**c. Meetings and Attendance**

During the year under review, the Committee met twice i.e. on 11th August, 2016 and 31st March, 2017. The attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr.Dinesh Oswal	2	2
Dr. S.K.Singla	2	2
Mr.Dinesh Gogna	2	2

The CSR Report as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 for the financial year ended 31st March, 2017 is attached as per Annexure I to the Directors Report.

**6. 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, the Company being essentially an Investment Company registered with RBI as Non Banking Financial Company, its main sources of income is dividend/income receivable on investments in Equity Shares/Debentures/Bonds/deposits made and held by it in other companies and Mutual Funds. The financial business is always prone to risks of capital market fluctuations and economic cycle. To monitor and manage the risk associated with the investment business, the Company has also constituted Risk Management Committee pursuant to the RBI Circular No. DNBS (PD) CC No. 156 / 03.10.001 / 2009-10 dated July 1, 2009. The Committee comprises of three non-executive directors under the Chairmanship of Prof. K. S. Maini, Mr. Dinesh Gogna and Dr. S.K. Singla, as members. The main term of reference of the Committee is to review and monitor the risk associated with Company’s business and suggest measures for mitigation of the same as per Company’s Risk Management Policy.

During the year under review, the Committee met four times i.e. on 28th May, 2016, 12th August, 2016, 11th November, 2016 and 13th February, 2017. The attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Prof.K.S.Maini	4	3
Mr. Dinesh Gogna	4	4
Dr. S.K.Singla	4	4

**7. INVESTMENT COMMITTEE**

The Company’s primary business activities are investment activities comprising of Long Term investment activities & Strategic Investments and Short Term Investment activities i.e. Trading Investment. The Company regularly makes investments in Primary and Secondary Market directly as well as through Mutual Funds and Portfolio Management Services etc. The Company has constituted the Investment Committee to review and take investment decisions from time to time. Before making the investment whether short term or long term, the Investment Committee duly scrutinize the Scheme considering all the pros and cons of the scheme and only after its approval the investment is made.

The Committee comprises of three directors namely; Mr. Dinesh Oswal as Chairman, Mr. Dinesh Gogna and Prof. K.S. Maini as the members of the Committee. During the year under review, the Committee met twelve times i.e. on 27th April,



2016, 18th May, 2016, 25th June, 2016, 22nd July, 2016, 24th August, 2016, 20th September, 2016, 14th October, 2016, 23rd November, 2016, 19th December, 2016, 3rd January, 2017, 8th February, 2017 and 2nd March, 2017 and the attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr.Dinesh Oswal	12	12
Mr. Dinesh Gogna	12	09
Prof.K.S.Maini	12	07

#### 8. ASSET LIABILITY MANAGEMENT COMMITTEE

The Company has constituted the Asset Liability Management Committee pursuant to the RBI Circular No. DNBS (PD) CC No. 15/02.01/2000-2001 dated June 27, 2001 to monitor the Asset Liability Mismatch in the books of accounts of the company. The Committee comprises of Mr. Dinesh Oswal as Chairman, Mr. S.K Sharma and Prof. K.S. Maini as the members of the Committee. During the year under review, the Committee met twice i.e. on 28th May, 2016 and 15th October, 2016. The attendance record of the Members at the Meetings held during the year 2016-17 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr.Dinesh Oswal	2	2
Mr. S.K.Sharma	2	2
Prof.K.S.Maini	2	2

#### IV. GENERAL BODY MEETINGS

##### a. 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	03.30 P.M.
2014-2015	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	30.09.2015	03.30 P.M.
2015-2016	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	30.09.2016	03.30 P.M.

##### b. Whether any Special Resolutions passed in the previous three Annual General Meetings:

**2013-2014** To adopt a new set of Articles of

Association.

**2014-2015** No Special Resolution was passed.

**2015-2016** To reappoint Mr. Dinesh Oswal, Managing Director of the Company

##### c. Whether any Special Resolution passed last year through postal ballot.

No Special Resolution was passed during the financial year ended 31.03.2017 through postal ballot.

##### d. 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.

##### e. Whether any special resolution is proposed to be conducted through postal ballot.

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

##### f. 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 Regulations, 2015.

#### V. 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.

**VI. GENERAL SHAREHOLDERS INFORMATION**

**a. Annual General Meeting**

**Date** : 26th September, 2017  
**Day** : Tuesday  
**Time** : 12.00 Noon  
**Venue** : Premises of Nahar Industrial Enterprises Limited, Focal Point, Ludhiana.

**b. Financial Year** : The Financial year of the Company comprises of twelve months i.e. 1st April, 2016 to 31st March, 2017

**c. Dividend** : On or before 7th October, 2017

**Payment Date:**

**d. Date of Book** : 2nd September to 9th September, 2017(both days inclusive)

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

The National Stock Exchange of India Ltd (NSE), "Exchange Plaza", Plot No. C/1 G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai -400051	The BSE Limited 25th Floor, P.J.Towers, Dalal Street, Fort, Mumbai - 400 001.
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The listing fees payable to BSE and NSE for 2017-18 have been paid in full by the Company.

**f. Stock code:** For trading at NSE: NAHARCAP  
For trading at BSE: 532952

**g. Demat ISIN number in NSDL and CDSL for Equity Shares:** INE049I01012

The annual custodian fee for the financial year 2017-18 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**h. 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 and Low stock prices from April, 2016 to March, 2017 are as follows:

Month	BSE		National Stock Exchange	
	High	Low	High	Low
April, 2016	72.95	57.05	73.70	58.00
May, 2016	70.00	64.05	71.00	63.25
June, 2016	87.50	68.05	87.70	67.15
July, 2016	95.70	74.00	95.50	74.10
August, 2016	93.00	77.60	88.35	76.05
September, 2016	99.00	76.00	85.95	78.10
October, 2016	101.35	81.50	101.40	80.35
November, 2016	102.85	82.00	100.00	81.00
December, 2016	102.80	82.00	103.30	84.15
January, 2017	102.00	88.65	104.20	90.60
February, 2017	115.00	97.15	105.00	97.00
March, 2017	103.75	98.70	103.40	98.20

Source: Data has been taken from the website of the BSE and National Stock Exchange. The Company does not have any other sources for verification of data.

**i. Performance in comparison to broad based indices such as BSE Sensex**

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

Year 2016-17	Share Prices of Nahar Capital and Financial Services Limited				BSE Sensex			
	Highest	Lowest	Closing	%age Change Over Last Month's Closing	Highest	Lowest	Closing	%age Change Over Last Month's Closing
April, 2016	72.95	57.05	66.05	14.87	26100.54	24523.20	25606.62	1.04
May, 2016	70.00	64.05	69.00	4.47	26837.20	25057.93	26667.96	4.14
June, 2016	87.50	68.05	78.50	13.77	27105.41	25911.33	26999.72	1.24
July, 2016	95.70	74.00	87.80	11.85	28240.20	27034.14	28051.86	3.90
August, 2016	93.00	77.60	83.50	-4.90	28532.25	27627.97	28452.17	1.43
September, 2016	99.00	76.00	81.80	-2.04	29077.28	27716.78	27865.96	-2.06
October, 2016	101.35	81.50	98.45	20.35	28477.65	27488.30	27930.21	0.23
November, 2016	102.85	82.00	86.30	-12.34	28029.80	25717.93	26652.81	-4.57
December, 2016	102.80	82.00	91.50	6.03	26803.76	25753.74	26626.46	-0.10
January, 2017	102.00	88.65	99.40	8.63	27980.39	26447.06	27655.96	3.87
February, 2017	115.00	97.15	102.15	2.77	29065.31	27590.10	28743.32	3.93
March, 2017	103.75	98.70	101.35	-0.78	29824.62	28716.21	29620.50	3.05

Source: Data has been taken from the website of the BSE. The Company does not have any other sources for verification of data.

**j. 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.



**k. Registrar to an issue and Share Transfer Agents**

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 share are held in demat form. For this purpose, shareholders should approach their Depository Participant.

**l. Share Transfer System**

The Company has constituted a Share Transfer Committee consisting of four members, namely; Mr. Dinesh Oswal, Managing Director, Mr. Dinesh Gogna, Prof. K.S. Maini, Directors and Mrs. Anjali Modgil, Company Secretary of the Company. Share Transfer Committee meets 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 LODR Regulations, 2015, a certificate is obtained every six months 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, transposition, subdivision, consolidation, renewal and exchange or endorsement. The certificate is forwarded to BSE and NSE where the Equity Shares of the Company are listed.

**m. Distribution of Shareholding**

As on 31st March, 2017, your Company had 12585 shareholders having a total of 1,67,46,167 Equity Shares. The following is the distribution of Shareholding:

No. of Shares Held	No. of holders	Percentage of Shareholders	Aggregate shares held	Percentage of share holding
1-500	11372	90.36	1316352	7.86
501-1000	608	4.83	453294	2.71
1001-2000	269	2.14	382911	2.28
2001-3000	112	0.89	279183	1.67
3001-4000	45	0.36	159150	0.95
4001-5000	53	0.42	239185	1.43
5001-10000	49	0.39	361987	2.16
10001 and above	77	0.61	13554105	80.94
<b>Total</b>	<b>12585</b>	<b>100.00</b>	<b>16746167</b>	<b>100.00</b>

**n. Shareholding Pattern as on March 31, 2017**

Shares held by	No. of Shares	% of Shareholding
Banks and Mutual Funds	11547	0.07
Foreign holdings (FIIs, NRIs, OCBs)	165136	0.99
Bodies Corporate	516268	3.08
Directors/Relatives of Directors	Nil	Nil
General Public	4261211	25.44
Promoter	11792005	70.42
<b>Total</b>	<b>16746167</b>	<b>100.00</b>

**o. 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, 1,62,98,212 comprising 97.33% 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.

**p. Outstanding Global Depository Receipts or 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.

**q. Commodity price risk or foreign exchange risk and hedging activities**

During the year, the Company has not dealt in any





commodity market and foreign exchange, thus there is no commodity price risk or foreign exchange risk. Further, the Company is not involved in any hedging activities.

**r. Plant Locations:**

The Company does not have any plant as the Company is not in any manufacturing activities.

**s. Address for correspondence:**

"NAHAR TOWER" 375, Industrial Area-A,  
Ludhiana-141003 (Pb.)  
Phone No.: 0161-2665000  
Fax No.: 0161-2661180, 222942  
E-mail address: secncfs@owmnaahar.com  
Website: www.owmnaahar.com

**VII. OTHER DISCLOSURES**

**1. 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 / Associate Companies are disclosed in Notes to the Financial Statements as per applicable provisions.

**2. 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 statutory authority on all matters related to capital market during last three years. No penalty or strictures have been imposed on the company by the said authorities relating to the above.

**3. 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 Codes of Conduct or Policy. The Policy also enables the 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://owmnaahar.com/nahar\\_cf/pdf/vigil\\_mechanism.pdf](http://owmnaahar.com/nahar_cf/pdf/vigil_mechanism.pdf)

**4. 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 in 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. Dinesh Oswal is Managing Director of the Company. Thus the post of Chairman and Managing 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.

**5. 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 company.

**6. 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://owmnaahar.com/nahar\\_cf/pdf/RPT-NAHAR-](http://owmnaahar.com/nahar_cf/pdf/RPT-NAHAR-)



CAPITAL.pdf.

**7. Disclosure of commodity price risks and commodity hedging activities:**

During the year, the Company has not dealt in any commodity market and foreign exchange, thus there is no commodity price risk or foreign exchange risk. Further, the Company is not involved in any hedging activities.

**8. 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 is responsible for implementation of the Code.

**9. 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.

**10. CEO and CFO Certification**

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

**VIII. 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.

**IX. 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.

**X. 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](http://www.owmnahar.com). The Board members and senior management personnel affirm the compliance of this Code annually. A declaration by the Managing 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.

**XI. 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**  
**DATED: 12<sup>TH</sup> AUGUST, 2017**

**JAWAHAR LAL OSWAL**  
**(CHAIRMAN)**  
**(DIN: 00463866)**

**MANAGING DIRECTOR'S DECLARATION**

Pursuant to the requirement of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all Board Members and Senior Management Personnel of the Company (as defined in the abovesaid Regulations) have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel' for the year ended 31st March, 2017.

**Place: Ludhiana**  
**Dated: 12<sup>TH</sup> AUGUST, 2017**

**DINESH OSWAL**  
**(MANAGING DIRECTOR)**  
**(DIN: 00607290)**

**CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members,  
Nahar Capital & Financial Services Limited,  
Ludhiana

We have examined the compliance of conditions of corporate governance by **NAHAR CAPITAL AND FINANCIAL SERVICES 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 Accountant**  
**(F. Reg. No. 001393N)**

**PLACE: LUDHIANA**  
**DATED: 12<sup>TH</sup> AUGUST, 2017**

**VINOD KUMAR KHANNA**  
**(Partner)**  
**Membership No. 81585**

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****Annexure VI****Industry Structure and Developments**

The NBFC sector in India has undergone a significant transformation over the past few years. It has come to be recognized as one of the systemically important components of the financial system and has shown consistent year-on-year growth. NBFCs play a critical role in the core development of infrastructure, transport, employment generation, wealth creation opportunities, and financial support for economically weaker sections; they also make a huge contribution to state exchequer. They help to fill the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas. The NBFC segment is now being recognized as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures etc.

The NBFC sector registered a significantly higher credit growth in comparison with credit growth of commercial banks over the past few years. According to the Reserve Bank of India's (RBI) Financial Stability Report, NBFC loans expanded 16.6% in the year 2016, twice as fast as the pedestrian credit growth of 8.8% across the banking sector. The fast-paced growth in credit disbursement by NBFCs was due to their ability to mitigate risks and cater to demand in niche markets. The profitability of NBFCs is significantly higher than the commercial banks whereas the NPAs of NBFCs remained relatively lower than that of the banking sector.

The NBFCs are primarily engaged in granting loans/advances in traditional vehicle finance as well as in personal loan, consumer loans and housing finance sector and against shares/securities, etc. or hire purchase finance or insurance business or similar activities. However, the Reserve Bank of India formulated a new category of NBFCs as NBFC-account aggregators (AAs).

Pursuant to RBI's regulatory framework, your Company has been categorized as "Systematically Important Non-deposit taking NBFCs (NBFCs-ND) having Asset size above Rs. 500 Crores" and doing investment activities with long term perspective as well as doing trading and Lending activities.

**Opportunities and Threats**

India has emerged as one of the fastest growing major economy in the world as per the Central Statistics Organization (CSO) and International Monetary Fund (IMF). The Government of India has stated the growth rate for Indian economy at 7.1 per cent in FY 2016-17. During the

financial year 2016-17, the Government of India announced demonetization of high denomination bank notes, in order to eliminate black money and the growing menace of fake Indian currency notes, thereby creating opportunities for improvement in economic growth. The Government of India has approved the Central Goods and Services Tax (CGST), Integrated GST (IGST), Union Territory GST (UTGST), and Compensation Bill thereby making the 'One nation, one tax' a reality. During the year 2016-17, the Government of India took numerous steps under Digital India initiative. In August 2016, the union cabinet has given nod for foreign direct investment (FDI) under the automatic route in regulated NBFCs.

India is expected to be the third largest consumer economy as its consumption may triple to US\$ 4 trillion by 2025 owing to shift in consumer behavior and expenditure pattern, according to a Boston Consulting Group (BCG) report. According to The World Bank, demonetization is expected to have a positive impact on the Indian economy, which will help foster a clean and digitized economy in the long run. (Source:<http://fortune.com/2017/05/30/worlds-fastest-growing-economy-india/>)

The above structural reforms introduced by our Prime Minister coupled with reviving world economies have created a Pandora of opportunities for Investors.

All above mentioned measures has created positive investment scenario but caution is required against unknown threats. Industrial production growth slipped to 3.1% in April 2017 as against 6.5% in April last year due to poor show by manufacturing, mining and power sectors coupled with lower off take of capital goods and consumer durable as per Central Statistics Office (CSO).

Even the GST implementation, with suboptimal design and too complicated structure is affecting the industrial and commercial activities. The corporate sector and commercial banks are experiencing with their stressed Balance Sheets due to huge accumulated Non Performing Assets (NPA's). Also, we have to be cautious about War like situations created by ISIS, North Korea and even by our neighboring countries. Indian economy is also too much dependent on uncertainty of Monsoon.

With growth missing and equity markets witnessing a sharp surge, there have been questions on valuations. There appear to mixed emotions of "Greed and Fear" at play. Greed suggests that while market is at higher level, there is still money to be made. In contrast, fear suggests that valuations are ahead of fundamentals and there is more risk on the table.



During the financial year 2016-17, the Company maintained allocation of funds in Fixed Maturity Instruments, Longer Maturity Debt Funds, Debentures, Tax Free Bonds, Perpetual Bonds and Preference Shares etc., which helped in better Asset portfolio Management and profitability of the Company. The Company also invested in Debt Structures, Higher Equity Yield Structures, Real Estate Alternate Investment Funds, Increased allocation in equity through reputed Portfolio Fund Managers, allocation in Private Equity Funds etc. to get the better returns. Keeping in view the key policy changes by Government and RBI, the Company decided to maintain its investment in Equity Market to participate in overall growth of Industry and Economy.

#### **Future Outlook**

The Indian Financial Sector is optimistic due to various policy measures announced or taken by the Government, in the Union Budget 2017-18. As per Economic Survey, it is expected that the Indian economy will grow up to the rate of 7.5% in fiscal year 2017-18. Latest Government structural reforms like Demonetization, GST, RERA (Real Estate (Regulation and Development) Act, 2016) etc. may affect growth rate in short term of 4 to 5 quarters, but may have long-term benefits. A normal monsoon and further rate cut by RBI are expected to facilitate the improvement of Indian economic outlook and better performance of Industry.

With revival of World economies and structural reforms in India, there will be sustainability of inflows in to equity as well as bond markets both from Foreign Investors and Domestic investors.

Your company is mainly engaged in Investment and Financial Management. Low inflation coupled with falling interest rates regime as well as slowdown in the economic activities of the country are the factors that could affect the Company's profitability. The Company intends to continue focusing on diversifying its business into new avenues of Investment/financial with lower risk to earn reasonable returns such as Structured Products, Private Equity Venture Funds, Real Estate Alternate Investment Funds, Perpetual Bonds of Banks, Infrastructure and Tax Free Bonds, Latest Portfolio Management Schemes, Foreign funds etc. along with expanding its business into new areas of financial activities and making its best efforts to utilize the available opportunities with caution and emerge as fully Integrated Financial Company.

The Company has also made substantial capital expenditure in property to earn returns and company started earning rental income from current year. Government is also taking several measures for increasing the economic activities of the Country as well as boosting the real estate sector which will help to improve Company's profitability further.

The Company will strive to do the financial business, focused on delivering consistent and superior returns to the company's shareholders and at the same time maintaining the high levels of safety. We have created an organization, keeping our aspirations and business model in mind. Our Company has recognized its role as a corporate citizen and continuously endeavors to adopt the best practices and the highest standards of corporate governance. Our Company will continuously focus on its resources, strengths and strategies to achieve its vision keeping the above strategic intent in mind.

#### **Risks and Concerns**

The Financial Business is always prone to risk of Capital Market Fluctuations, Global Threats, Political Instability, Economic Risk and Interest Rate Volatility etc., which can affect the return on investments and financial business in unexpected way. Your Company tries to manage these contingencies by diversifying the investment portfolio to different type of Assets Classes as well as allocating the investment among reputed Asset Management Companies and Institutions.

As part of the Risk Management framework, the Company has also constituted the Risk Management Committee comprising of three non executive directors to monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Risk Management Committee met four times during the financial year under review. The Company is having Risk Management Policy and Fair Practice Code to strengthens the investment decisions and also for better risk management.

#### **Internal Control Systems and Their Adequacy**

The Company is maintaining an efficient and effective system of Internal Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. However, for ensuring further improvements in the System, 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 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). The Asset Liability Management (ALM) Policy concerned with the effective risk management in various Portfolios is also framed by the Company.

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. 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 Whistle Blower Policy/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/Operational Performance**

The Company has performed reasonably well during the year under review. The Company achieved an income of Rs. 3341.97 Lakhs with a net profit before tax of Rs. 3001.76 Lakhs. The detailed performance has already been discussed in the Directors' Report under the column

'Financial Review'.

Your Company continued to reward shareholders with regular dividends. Considering the growth and consistent profits, the Board has proposed a payment of dividend of Rs. 1.50 per share (30%) for the year ending March 31, 2017 on equity shares.

#### **Human Resources/Industrial Relations**

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. 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 total permanent employee's strength of the Company was 19 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**  
**DATED: 12<sup>TH</sup> AUGUST, 2017**

**JAWAHAR LAL OSWAL**  
**(CHAIRMAN)**  
**(DIN: 00463866)**



## INDEPENDENT AUDITOR'S REPORT

**To the Members of  
Nahar Capital & Financial Services Ltd  
Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of **Nahar Capital & Financial Services 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:
- the Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - 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;
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - the Company has provided requisite disclosures in its standalone 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 standalone financial statements.

**For Gupta Vigg & Co.**  
**Chartered Accountants**  
**Firm Regn No. 001393N**

**Place: Ludhiana**  
**Dated: 30th May, 2017**

**(C.A. Vinod Kumar Khanna)**  
**(Partner)**  
**M. No.081585**

### **Annexure - A to the Independent Auditor's 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 except the following properties:

Sr No	Particulars	Gross Block	Net Block (Rs. In Lakhs)	Remarks
1	Palm Spring Plaza	1017.19	1014.30	The agreement/allotment is in the name of the company only conveyance deed is pending.

- (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 any granted loans to any 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) The maintenance of cost records is not applicable to the company.
- (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, the following 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:

Name of Statute	Nature of dues	Amount (Unpaid)	Period to which it relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	2194180	2013-2014	CIT (A), Ludhiana

- (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.

The Company is required to be registered under section 45-IA of the Reserve Bank of India Act 1934

and the registration has been obtained.

**For Gupta Vigg & Co.**  
**Chartered Accountants**  
**Firm Regn No. 001393N**

**Place: Ludhiana**  
**Dated: 30th May, 2017**

**(C.A. Vinod Kumar Khanna)**  
**(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 Capital & Financial Services Ltd** ("the Company") as of 31 March 2017 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. issued by the Institute of Chartered Accountants of India.

**For Gupta Vigg & Co.  
Chartered Accountants  
Firm Regn No. 001393N**

**Place: Ludhiana  
Dated: 30th May, 2017**

**(C.A. Vinod Kumar Khanna)  
(Partner)  
M. No.081585**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

₹ in lakhs

	Current Year Ended 31.03.2017		Previous Year Ended 31.03.2016	
<b>A CASH FLOW FROM THE OPERATING ACTIVITIES</b>				
Net Profit before Tax and Extrordinary items		<b>3001.76</b>		<b>1316.34</b>
Adjustments for:				
Provision for NPA	10.00		8.21	
Provision for Standard Assets	-0.30		0.05	
Depreciation	16.61		13.75	
Interst Paid	17.24		14.39	
Profit/Loss on Sale of Investments	-2198.34		-850.91	
Interest Received	-288.14		-296.25	
Dividend/UTI Income	-694.54		-660.11	
Previous Year Income	-4.72		-1.34	
Misc Income	-1.02		-1.18	
Income From Stock Lending	-6.21		-9.90	
Rental Income	-13.78		0.00	
Increase in Loans and Advances	-34.98		-22.10	
Increase in Stock in Trade	-1095.69		-462.16	
Increase in Current Liabilities	-199.09		1521.57	
Direct Taxes Paid	-517.73		-218.51	
		<b>-4612.50</b>		<b>-964.49</b>
		<b>-1610.74</b>		<b>351.85</b>
<b>B CASH FLOW FROM THE INVESTING ACTIVIES</b>				
Purchase of Fixed Assets	-1017.19		-0.44	
Capital Work in Progress	676.34		-129.36	
Interst Paid	-17.24		-14.39	
Profit/Loss on Sale of Investments	2198.34		-850.91	
Interest Received	288.14		-285.23	
Dividend/UTI Income	694.54		-660.11	
Previous Year Income	4.72		1.34	
Misc Income	1.02		1.18	
Rental icome	13.78		0.00	
Income From Stock Lending	6.21		9.90	
Purchase of Investments	-13307.54		-11044.28	
Sale of Investments	12480.82		9269.15	
		<b>-2021.93</b>		<b>-3703.15</b>
<b>C CASH FLOW FROM FINANCING ACTIVIES</b>				
Loans Given	0.00		0.00	
Loans Given Received Back	0.00		0.00	
Interest Received from loan	0.00		11.03	
Dividend including Dividend				
Distribution Tax Paid	-302.33		-303.22	
		<b>-302.33</b>		<b>292.19</b>
<b>Net Increase/Decrease in Cash and Cash Equivalent</b>		<b>108.86</b>		<b>-50.10</b>
Opening Cash and Cash Equivalent		<b>33.90</b>		<b>84.00</b>
Closing Cash and Cash Equivalent		<b>142.76</b>		<b>33.90</b>

**Note :** The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2017

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
		₹ in lakhs	₹ in lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	837.31	837.31
(b) Reserves and surplus	3	52293.81	49763.72
		<b>53131.12</b>	50601.03
<b>Current liabilities</b>			
(a) Short-term Borrowings	4	1473.53	1496.01
(b) Trade payables	5	159.99	18.82
(c) Other current liabilities	6	218.38	137.98
(d) Short-term provisions	7	470.00	502.63
		<b>2321.90</b>	2155.44
<b>Total Equity &amp; Liabilities</b>		<b>55453.02</b>	52756.47
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>a. Fixed assets</b>			
i Tangible assets	8	1739.35	738.77
ii Capital work-in-progress		1839.21	2515.55
<b>b. Investments</b>			
Non Current Investments	9	48133.87	47307.15
Long Term Loan & Advances	10	25.86	21.76
		<b>51738.29</b>	50583.23
<b>Current assets</b>			
(a) Inventories	11	2674.25	1578.56
(b) Cash and cash equivalents	12	142.76	33.90
(c) Short-term loans and advances	13	147.46	157.46
(d) Other current assets	14	750.26	403.32
		<b>3714.73</b>	2173.24
<b>Total Assets</b>		<b>55453.02</b>	52756.47
Significant Accounting Policies	1		
Other Notes on Financial Statements	21 to 34		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2017

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	Note No.	Current Year Ended	Previous Year Ended
		31st March 2017	31st March 2016
		₹ in lakhs	₹ in lakhs
<b>Income</b>			
Revenue from Operations	15	290.71	134.31
Other Income	16	3051.26	1763.99
<b>Total Revenue</b>		<b>3341.97</b>	1898.30
<b>Expenses:</b>			
Employee benefits expense	17	197.65	250.10
Finance costs	18	17.24	14.38
Depreciation and amortization expense	8	16.61	13.75
Other expenses	19	108.71	256.06
<b>Total expenses</b>		<b>340.21</b>	534.29
<b>Profit before exceptional and extraordinary items and tax</b>		<b>3001.76</b>	1364.01
Exceptional Items		0.00	0.00
<b>Profit before extraordinary items and tax</b>		<b>3001.76</b>	1364.01
CSR Expenditure		0.00	(47.67)
<b>Profit before tax</b>		<b>3001.76</b>	<b>1316.34</b>
Tax expense:			
-Current tax		(470.00)	(200.00)
<b>Profit (Loss) for the year from continuing operations</b>		<b>2531.76</b>	1116.34
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>0.00</b>	0.00
<b>Profit (Loss) for the period</b>		<b>2531.76</b>	1116.34
Earnings per equity share:	20		
Basic and Diluted		15.12	6.67
Significant Accounting Policies	1		
Other Notes on Financial Statements	21 to 34		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2017

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)

**Note 1. Significant Accounting Policies****i) The Company is in the business of Investment and Finance.**

The Company is a Public Limited Company incorporated and domiciled in India and has its Registered Office at Ludhiana, Punjab, India. The CIN No of the Company is L45202PB2006PLC029968. The Company has its primary listings on the 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 under the historical cost convention, in accordance with applicable accounting standards and relevant presentation requirements of the Companies Act, 2013.

**iii) INVESTMENTS**

- a) Investments are classified into Current Investments and long-term investments.
- b) Current Investments are valued category wise at book value or fair value, whichever is lower.
- c) Long Term Investments are stated at cost. Diminution in value of investments which are of temporary nature, is not considered.

**iv) STOCK-IN-TRADE**

Stock in Trade is valued category wise at cost or fair value, whichever is lower.

**v) REVENUE RECOGNITION****Income from Investments**

Dividend Income is recognized when the company's right to receive payment is established. Profit/Loss on Sale of investments is considered at the time of sale/redemption.

**Interest Income**

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**Rental Income**

Rental Income is accounted for on accrual basis.

**v) FIXED ASSETS AND DEPRECIATION**

- (a) 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 basis as per the rates specified in Schedule- II of the Companies Act, 2013.
- (b) 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.

**vii) ACCOUNTING FOR TAXES ON INCOME**

Provision for Taxation for the year comprises of current taxes and deferred tax. Current Taxes consists of Income Tax payable on the current year income. Deferred Tax is calculated for timing differences.

**viii) IMPAIRMENT OF ASSETS**

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

**ix) PROVISIONS AND CONTINGENT LIABILITIES**

- a) Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if:
  - The company has a present obligation as a result of a 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 the 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.
- c) Re-imburement expected in respect of expenditure required to settle a provision is recognized only when it is virtually certain that the re-imburement will be received.
- x) **RETIREMENT BENEFITS**
- 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.
- xi) Material events occurring after the balance sheet date are taken into cognizance.
- xii) The accounts of the Company have been prepared on going concern basis.
- xiii) Prior period extraordinary changes in accounting policies, having material effect on the financial affairs of the company (if any) are disclosed.

**Note 2.1 Share Capital**

(₹ in Lakhs)

Particulars	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 5/- each	30000000.00	1500.00	30000000.00	1500.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs 5/- each	16746167.00	837.31	16746167.00	837.31
<b>Total</b>	16746167.00	837.31	16746167.00	837.31

**Note 2.2 Reconciliation of shares outstanding at the beginning and at the end of the reporting period.**

Particulars	Equity Shares	
	31.03.2017	31.03.2016
Shares outstanding at the beginning of the year	16746167.00	16746167.00
Shares Issued during the year	0.00	0.00
Shares bought back during the year	0.00	0.00
Shares outstanding at the end of the year	16746167.00	16746167.00

**Note 2.3 The Company is not having any holding as well as subsidiary company.**

**Note 2.4 Name of Shareholders holding more than 5% shares of the company.**

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nahar Polyfilms Ltd	6611632	39.48	6611632	39.48
Nahar Industrial Enterprises Ltd	1363221	8.14	1363221	8.14
Oswal Woollen Mills Ltd	1322173	7.90	1322173	7.90

Note 2.5 (a) The Company has not issued any shares in pursuance to contract(s) without payment being received in cash during five years 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 Balance Sheet is prepared.

(c) The Company has not bought back any shares during five years immediately preceding the date as at which the Balance Sheet is prepared.

**Note 3. Reserves & Surplus**

(₹ in Lakhs)

Particulars	As at 31 March 2017	As at 31 March 2016
<b>SECURITIES PREMIUM ACCOUNT</b>		
Opening Balance	12591.71	12591.71
Add : Securities premium credited on Share issue	0.00	0.00
Less : Premium Utilised	0.00	0.00
Closing Balance	12591.71	12591.71
<b>GENERAL RESERVE</b>		
Opening Balance	33321.15	32721.15
Add : Current Year Transfer	0.00	600.00
Closing Balance	33321.15	33321.15
<b>CSR EXPENDITURE RESERVE</b>		
Opening Balance	0.00	0.00
Add : Current Year Transfer	42.39	0.00
Closing Balance	42.39	0.00
<b>STATUTORY RESERVE FUND</b>		
Opening Balance	3799.10	3576.10
Add : Current Year Transfer	506.36	223.00
Closing Balance	4305.46	3799.10
<b>SURPLUS</b>		
Opening Balance	51.76	79.50
Add: Profit for the year	2531.76	1116.34
Less: Provision for Proposed Dividend	0.00	(251.19)
Less: Provision for Tax on Proposed Dividend	0.00	(51.14)
Income Tax Adjustments for prior periods	(1.67)	(18.75)
Less: Transfer to Special Statutory Reserve Fund	(506.36)	(223.00)
Less: Transfer to General Reserve	0.00	(600.00)
Less: Transfer to CSR Expenditure Reserve	(42.39)	0.00
Closing Balance	2033.10	51.76
<b>Total</b>	<b>52293.81</b>	<b>49763.72</b>

**Note 4. SHORT TERM BORROWINGS**

Working Capital Loans from Banks:		
ICICI Bank Limited(Over Draft A/C against Investments)	1473.53	1496.01
<b>Total</b>	<b>1473.53</b>	<b>1496.01</b>

(Secured against lien on Investments in Mutual Funds worth Rs.209966119/- )





**Note 5. TRADE PAYABLES**

Sundry Creditors	<b>159.99</b>	18.82
<b>Total</b>	<b>159.99</b>	18.82

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.

**Note 6. OTHER CURRENT LIABILITIES**

TDS Payables	<b>7.68</b>	16.14
Service Tax Payable	<b>0.05</b>	0.00
Statutory Liabilities	<b>0.03</b>	0.03
Other Liabilities	<b>175.45</b>	87.32
Income Received in Advance	<b>0.12</b>	0.34
Due to Directors	<b>4.65</b>	6.95
Unpaid dividends	<b>30.40</b>	27.20
<b>Total</b>	<b>218.38</b>	137.98

**Note 7. SHORT- TERM PROVISIONS**

Provision for Income Tax	<b>470.00</b>	200.00
Provisions for Standard Assets	<b>0.00</b>	0.30
Proposed Dividend	<b>0.00</b>	251.19
Dividend Distribution Tax	<b>0.00</b>	51.14
<b>Total</b>	<b>470.00</b>	502.63

**Note 8. Fixed Assets**

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	During the year 2016-17	Retained earnings	Sales/ Adj	As on 31.03.17	As on 31.03.17	As on 31.03.16
a. - BUILDING	767.82	1,017.19	-	1,785.01	36.82	15.03	-	-	51.85	1,733.16	731.00
- VEHICLES	11.57	-	-	11.57	4.28	1.43	-	-	5.71	5.86	7.29
- OTHER EQUIPMENTS	1.85	-	-	1.85	1.37	0.15	-	-	1.52	0.33	0.48
SUB TOTAL	781.24	1,017.19	-	1,798.43	42.47	16.61	-	-	59.08	1,739.35	738.77
Total (Tangible Assets)	781.24	1,017.19	-	1,798.43	42.47	16.61	-	-	59.08	1,739.35	738.77
Previous Year	780.80	0.44	-	781.24	28.72	13.75	-	-	42.47	738.77	752.09
b. Capital WIP											
- Building Under Construction										1,839.21	2,515.55
Total (CWIP)										1,839.21	2,515.55
Total (a+b)										3,578.56	3,254.32

Note : There are no intangible assets under development as on 31.03.2017 as well as on 31.03.2016.

**Note 9. Non Current Investments**

Particulars	As at 31 March 2017	As at 31 March 2016
<b>Trade Investments (Refer A below)</b>		
(a) Investment Properties	-	-
(b) Investment in Equity instruments	391.96	230.20
© Investments in preference shares	1574.05	1174.44
(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	852.80	852.80
(f) Investments in Mutual Funds	-	-



(g) Investments in partnership firms	-	-
(h) Other non-current investments (specify nature)	-	-
<b>Total (A)</b>	<b>2818.81</b>	<b>2257.44</b>
<b>Other Investments (Refer B below)</b>		
(a) Investment Properties	-	-
(b) Investment in Equity instruments	22285.94	21896.36
(c) Investments in preference shares	100.03	100.03
(d) Investments in Government or Trust securities	154.19	154.19
(e) Investments in debentures or bonds	3078.93	2059.35
(f) Investments in Mutual Funds	19027.60	20500.87
(g) Investments in partnership firms	-	-
(h) Other non-current investments (Venture Funds/AIF)	719.21	389.75
<b>Total</b>	<b>45365.90</b>	<b>45100.55</b>
Less : Provision for dimunition in the value of Investments	-50.84	-50.84
<b>Total (B)</b>	<b>45315.06</b>	<b>45049.71</b>
<b>Grand Total (A + B)</b>	<b>48133.87</b>	<b>47307.15</b>

**A. Details of Trade Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes /No	If Answer to Column (10) is 'No' - Basis of Valuation
			2017	2016			2017	2016		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	<b>Investment Properties</b>	-	-	-	-	-	-	-	-	-
(b)	<b>Investment in Equity Instruments</b>									
1	L & T Finance Holdings Limited	Others	50000	50000	Quoted	Fully paid	25.25	25.25	Yes	N.A.
2	PNB Gilts Ltd.	Others	225733	225733	Quoted	Fully paid	50.79	50.79	Yes	N.A.
3	HDFC Ltd. Warrants	Others	94900	65700	Quoted	Fully paid	141.07	101.84	Yes	N.A.
4	Reliance Capital Ltd.	Others	2500	2500	Quoted	Fully paid	47.62	47.62	Yes	N.A.
5	IDFC Ltd.	Others	90000	5000	Quoted	Fully paid	56.07	4.71	Yes	N.A.
	<b>Investments through ASK Investments Managers Pvt Ltd.</b>									
6	Bajaj Finance Ltd.	Others	2380	0	Quoted	Fully paid	26.63	0.00	Yes	N.A.
7	Cholamandalam Investments And Finance Company Ltd	Others	2497	0	Quoted	Fully paid	29.31	0.00	Yes	N.A.
	<b>Investments through Invesco Asset Management (India) Pvt Ltd.</b>									
8	Shriram Transport Finance Co. Ltd	Others	687	0	Quoted	Fully paid	8.20	0.00	Yes	N.A.
9	Mahindra And Mahindra Financial Services Ltd.	Others	2185	0	Quoted	Fully paid	7.02	0.00	Yes	N.A.
	<b>Total</b>						<b>391.96</b>	<b>230.20</b>		



(c)	<b>Investments in Preference Shares</b>									
10	L & T Finance Holdings Ltd. 9.00%	Others	361202	361202	Quoted	Fully paid	374.15	374.15	Yes	N.A.
11	L & T Finance Holdings Ltd. 8.15%	Others	200000	200000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
12	IL&FS Financial Services Ltd. 8.50%	Others	666	666	Quoted	Fully paid	99.90	99.90	Yes	N.A.
13	India Infoline Finance Ltd. 9.25%	Others	0	1000000	Unquoted	Fully paid	0.00	100.38	Yes	N.A.
14	TATA Capital Ltd. 7.50%	Others	50000	0	Unquoted	Fully paid	500.00	0.00	Yes	N.A.
15	TATA Capital Ltd. 8.33%	Others	40000	40000	Unquoted	Fully paid	400.00	400.00	Yes	N.A.
	<b>TOTAL</b>						<b>1574.05</b>	<b>1174.43</b>		
(d)	<b>Investments in Government or Trust securities</b>		-	-	-	-	-	-	-	-
(e)	<b>Investments in Debentures or Bonds</b>									
16	India Infrastructure Finance Company Ltd. 8.50% (Tax Free Bonds)	Others	20000	20000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
17	India Infoline Finance Limited 12.75% (NCD)	Others	4925	4925	Quoted	Fully paid	49.25	49.25	Yes	N.A.
18	Religare Finvest Limited 12.25% (NCD)	Others	20000	20000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
19	Housing and Urban Development Corporation Ltd. 8.76% (Tax Free Bonds)	Others	10000	10000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
20	Housing and Urban Development Corporation Ltd. 7.39% (Tax Free Bonds)	Others	13135	13135	Quoted	Fully paid	131.35	131.35	Yes	N.A.
21	National Housing Bank 8.63% (Tax Free Bonds)	Others	1444	1444	Quoted	Fully paid	72.20	72.20	Yes	N.A.
22	SREI Infrastructure Finance Ltd. 11% (NCD)	Others	10000	10000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
	<b>TOTAL</b>						<b>852.80</b>	<b>852.80</b>		
(f)	<b>Investments in Mutual Funds</b>		-	-	-	-	-	-	-	-
(g)	<b>Investments in partnership firms</b>		-	-	-	-	-	-	-	-
(h)	<b>Other non-current investments (specify nature)</b>		-	-	-	-	-	-	-	-
	<b>TOTAL TRADE INVESTMENTS 'A'</b>						<b>2818.81</b>	<b>2257.44</b>		



**B. Details of Other Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes/No	If Answer to Column (10) is 'No' - Basis of Valuation
			2017	2016			2017	2016		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	<b>Investment Properties</b>	-	-	-	-	-	-	-	-	-
(b)	<b>Investment in Equity Instruments</b>									
	<b>Direct Investments</b>									
1	Allahabad Bank	Others	227001	227001	Quoted	Fully paid	22.70	22.70	Yes	N.A.
2	Bank of Maharashtra	Others	50000	25000	Quoted	Fully paid	17.49	9.74	Yes	N.A.
3	Bharat Electronics Ltd.	Others	82210	9000	Quoted	Fully paid	31.04	43.18	Yes	N.A.
4	Bharat Heavy Electricals Ltd.	Others	7500	6500	Quoted	Fully paid	15.22	14.05	Yes	N.A.
5	Canara Bank	Others	21171	19000	Quoted	Fully paid	55.56	51.07	Yes	N.A.
6	Coal India Ltd.	Others	39977	39977	Quoted	Fully paid	118.54	118.54	Yes	N.A.
7	Gas Authority of India Ltd.	Others	34000	25500	Quoted	Fully paid	36.93	36.93	Yes	N.A.
8	HDFC Bank Ltd.	Others	19825	19825	Quoted	Fully paid	22.17	22.17	Yes	N.A.
9	IDFC Bank Ltd.	Others	23000	5000	Quoted	Fully paid	12.35	3.07	Yes	N.A.
10	Jaiprakash Associates Ltd.	Others	36000	36000	Quoted	Fully paid	65.99	65.99	Yes	N.A.
11	Jaiprakash Power Ventures Ltd.	Others	80000	80000	Quoted	Fully paid	58.14	58.14	Yes	N.A.
12	Karuturi Global Ltd.	Others	500000	300000	Quoted	Fully paid	46.08	43.03	Yes	N.A.
13	Kingfisher Airlines Ltd.	Others	204559	204559	Unquoted	Fully paid	33.84	33.84	Yes	N.A.
14	Malwa Cotton Spinning Mills Ltd	Others	50	50	Quoted	Fully paid	0.02	0.02	Yes	N.A.
15	Moil Ltd.	Others	20000	20000	Quoted	Fully paid	75.27	75.27	Yes	N.A.
16	Monte Carlo Fashions Ltd.	Group Company	1651215	1651215	Quoted	Fully paid	385.43	385.43	Yes	N.A.
17	Nahar Industrial Enterprises Ltd.	Associate	9336745	9336745	Quoted	Fully paid	9973.89	9973.89	Yes	N.A.
18	Nahar Poly Films Ltd.	Associate	12087671	12087671	Quoted	Fully paid	2886.85	2886.85	Yes	N.A.
19	Nahar Spinning Mills Ltd.	Associate	10257384	10257384	Quoted	Fully paid	6087.15	6087.15	Yes	N.A.
20	National Thermal Power Corporation Ltd.	Others	35000	35000	Quoted	Fully paid	53.79	53.79	Yes	N.A.
21	NHPC Ltd.	Others	190000	190366	Quoted	Fully paid	64.04	64.92	Yes	N.A.
22	Petronet LNG Ltd.	Others	205000	205000	Quoted	Fully paid	30.75	30.75	Yes	N.A.
23	Power Grid Corporation of India Ltd.	Others	49092	49092	Quoted	Fully paid	58.74	58.74	Yes	N.A.
24	Punjab & Sind Bank Ltd.	Others	23495	25000	Quoted	Fully paid	26.58	28.38	Yes	N.A.
25	Reliance Industries Ltd.	Others	20616	20616	Quoted	Fully paid	233.37	233.37	Yes	N.A.
26	Reliance Infrastructure Ltd.	Others	9000	9000	Quoted	Fully paid	178.34	178.34	Yes	N.A.
27	Reliance Power Ltd.	Others	5000	5000	Quoted	Fully paid	31.25	31.25	Yes	N.A.
28	Sancia Global Infraprojects Ltd..	Others	5000	5000	Quoted	Fully paid	17.49	17.49	Yes	N.A.
29	Vedanta Ltd.	Others	37263	37263	Quoted	Fully paid	106.30	106.30	Yes	N.A.
30	Tata Consultancy Services Ltd.	Others	7372	7372	Quoted	Fully paid	15.67	15.67	Yes	N.A.
31	Tata Global Beverages Ltd.	Others	20000	14000	Quoted	Fully paid	28.35	21.04	Yes	N.A.
32	Tata Motors Ltd.	Others	21869	21869	Quoted	Fully paid	45.88	45.88	Yes	N.A.
33	Tata Teleservice (Maharashtra) Ltd.	Others	231766	231766	Quoted	Fully paid	43.65	43.65	Yes	N.A.
34	Titan Industries Ltd.	Others	20000	20000	Quoted	Fully paid	58.17	58.17	Yes	N.A.



35	Uco Bank	Others	60000	60000	Quoted	Fully paid	8.88	8.88	Yes	N.A.
36	Vardhman Acrylics Ltd.	Others	917855	917855	Quoted	Fully paid	144.72	144.72	Yes	N.A.
37	Vardhman Special Steels Ltd.	Others	7167	7167	Quoted	Fully paid	8.19	8.19	Yes	N.A.
38	Vardhman Textiles Ltd.	Others	42368	46324	Quoted	Fully paid	220.66	225.85	Yes	N.A.
39	Delhi Stock Exchange Ltd.	Others	748250	748250	Unquoted	Fully paid	523.78	523.78	Yes	N.A.
40	Essar Steel Ltd.	Others	5000	5000	Unquoted	Fully paid	3.34	3.34	Yes	N.A.
41	Nimbua Greenfield (Punjab) Ltd.	Others	140625	140625	Unquoted	Fully paid	14.06	14.06	Yes	N.A.
42	Oswal Woollen Mills Ltd.	Group Company	1462500	1462500	Unquoted	Fully paid	48.75	48.75	Yes	N.A.

**Investments through ASK Investments Managers Pvt Ltd.**

43	Emami Ltd.	Others	2162	0	Quoted	Fully paid	25.05	0.00	Yes	N.A.
44	Himatsingka Seide Ltd.	Others	7888	0	Quoted	Fully paid	21.56	0.00	Yes	N.A.
45	Hindustan Petroleum Corporation Ltd.	Others	4903	0	Quoted	Fully paid	22.13	0.00	Yes	N.A.
46	M R F Ltd.	Others	42	0	Quoted	Fully paid	24.35	0.00	Yes	N.A.
47	Maruti Suzuki India Ltd.	Others	429	0	Quoted	Fully paid	25.04	0.00	Yes	N.A.
48	Nilkamal Ltd.	Others	1310	0	Quoted	Fully paid	23.36	0.00	Yes	N.A.
49	P I Industries Ltd.	Others	3075	0	Quoted	Fully paid	25.38	0.00	Yes	N.A.
50	Sharda Cropchem Ltd.	Others	5400	0	Quoted	Fully paid	23.18	0.00	Yes	N.A.
51	Solar Industries India Ltd.	Others	3321	0	Quoted	Fully paid	22.12	0.00	Yes	N.A.
52	Va Tech Wabag Ltd.	Others	4398	0	Quoted	Fully paid	22.33	0.00	Yes	N.A.

**Investments through Invesco Asset Management (India) Pvt Ltd.**

53	CCL Products Ltd.	Others	2537	0	Quoted	Fully paid	6.15	0.00	Yes	N.A.
54	Balkrishna Industries Ltd.	Others	594	0	Quoted	Fully paid	4.03	0.00	Yes	N.A.
55	KEC International Ltd.	Others	3370	0	Quoted	Fully paid	5.53	0.00	Yes	N.A.
56	Torrent Power Ltd.	Others	2879	0	Quoted	Fully paid	4.83	0.00	Yes	N.A.
57	Coromandel International Ltd	Others	2078	0	Quoted	Fully paid	4.96	0.00	Yes	N.A.
58	VIP Industries Ltd.	Others	3205	0	Quoted	Fully paid	4.01	0.00	Yes	N.A.
59	National Aluminium Co. Ltd.	Others	7912	0	Quoted	Fully paid	3.85	0.00	Yes	N.A.
60	J k Cement Ltd	Others	670	0	Quoted	Fully paid	5.67	0.00	Yes	N.A.
61	Tvs Motor Company Ltd.	Others	1416	0	Quoted	Fully paid	4.26	0.00	Yes	N.A.
62	Ramkrishna Forgings Ltd.	Others	1260	0	Quoted	Fully paid	5.35	0.00	Yes	N.A.
63	Aia Engineering Ltd.	Others	377	0	Quoted	Fully paid	3.84	0.00	Yes	N.A.
64	The Ramco Cements Ltd	Others	833	0	Quoted	Fully paid	4.65	0.00	Yes	N.A.
65	Gujrat Gas Ltd.	Others	678	0	Quoted	Fully paid	3.75	0.00	Yes	N.A.
66	Ratnamani Metals And Tubes Ltd	Others	659	0	Quoted	Fully paid	4.54	0.00	Yes	N.A.
67	Mahindra And Mahindra Ltd.	Others	350	0	Quoted	Fully paid	5.08	0.00	Yes	N.A.
68	D.B. Corp Ltd.	Others	1161	0	Quoted	Fully paid	4.42	0.00	Yes	N.A.
69	Gujrat Pipavav Port Ltd.	Others	2102	0	Quoted	Fully paid	3.68	0.00	Yes	N.A.
70	Power Mech Projects Ltd.	Others	616	0	Quoted	Fully paid	3.44	0.00	Yes	N.A.

**Investments through Motilal Oswal Asset Management Company Limited**

71	Motilal Oswal Focused Multicap Opportunities Fund	Others	600000.000	0.000	Quoted	Fully paid	60.00	0.00	Yes	N.A.
<b>Total</b>							<b>22285.94</b>	<b>21896.36</b>		

**(c) Investments in Preference Shares**

**Direct Investments**

72	ZEE Entertainment Ltd. 6.00%	Others	1200000	1200000	Quoted	Fully paid	100.03	100.03	Yes	N.A.
<b>Total</b>							<b>100.03</b>	<b>100.03</b>		

**(d) Investments in Government or Trust securities**

73	National Highways Authority of India 7.39% (Tax Free Bonds)	Others	15419	15419	Quoted	Fully paid	154.19	154.19	Yes	N.A.
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<b>Total</b>							<b>154.19</b>	<b>154.19</b>		
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(e)	Investments in Debentures or Bonds									
	<b>Direct Investments</b>									
74	Anand Rathi Global Finance Ltd. SR-II BR (NCD)	Others	105	105	Unquoted	Fully paid	105.00	105.00	Yes	N.A.
75	Citicorp Finance India Limited Sr-503 (NCD) Th.Motilal pms	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
76	Citicorp Finance India Limited Sr-512 (NCD) Th.Motilal pms	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
77	ECL Finance Ltd. B6C402 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
78	ECL Finance Ltd. C6E401 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
79	ECL Finance Ltd. C6F401 (NCD)	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
80	ECL Finance Ltd. H6I401 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
81	ECL Finance Ltd. F7K503A (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
82	ECL Finance Ltd. C8C601I (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
83	ECL Finance Ltd. E94601A (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
84	ECL Finance Ltd. E8F602C (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
85	ECL Finance Ltd. G9G605C (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
86	ECL Finance Ltd. G9G605D (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
87	ECL Finance Ltd. G9H601E (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
88	ECL Finance Ltd. I9I603B (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
89	ECL Finance Ltd. J8J603B (NCD)	Others	200	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
90	Edelweiss Finance Ltd. C6I401 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
91	Edelweiss Finance Ltd. A8E501 (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
92	Edelweiss Finance Ltd. C8I501A (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
93	Edelweiss Finance Ltd. C7I501A (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
94	Edelweiss Finvest Ltd. B9B701 (NCD)	Others	300	0	Quoted	Fully paid	299.58	0.00	Yes	N.A.
95	India Infoline Finance Limited (NCD)	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
96	IIFL Wealth Finance Ltd. HEC1933 170	Others	150	0	Quoted	Fully paid	150.00	0.00	Yes	N.A.
97	IIFL Wealth Finance Ltd. IEC1933 2109	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
98	KARVY Financial Services Ltd SR-B-45 (NCD)	Others	14	14	Quoted	Fully paid	140.00	140.00	Yes	N.A.
99	NTPC Ltd. Sr -54 NCD 8.49% (Bonus)	Others	35000	35000	Quoted	Fully paid	0.00	0.00	Yes	N.A.
100	Reliance Capital Ltd. SR-B/253 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.



101	Reliance Capital Ltd. SR-B/285 (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
102	Reliance Capital Ltd. SR-B/356 (NCD)	Others	200	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
103	Reliance Capital Ltd. SR-B/360 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
104	Reliance Capital Ltd. SR-B/365 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
105	Reliance Capital Ltd. SR-B/393 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
106	Indian Railway Finance Corporation Ltd. 7.35% (Tax Free Bonds)	Others	9405	9405	Quoted	Fully paid	94.05	94.05	Yes	N.A.
107	Indian Renewable Energy Development Agency Ltd. 7.28% (Tax Free Bonds)	Others	17030	17030	Quoted	Fully paid	170.30	170.30	Yes	N.A.
	<b>Total</b>						<b>3078.93</b>	<b>2059.35</b>		

(f) Investments in Mutual Funds

Debt Mutual Funds

Direct Investments

108	Axis Income Fund Direct (Growth)	Others	1453777.404	0.000	Quoted	Fully paid	220.00	0.00	Yes	N.A.
109	Axis Dynamic Bond Fund Direct Plan (Growth)	Others	0.000	797200.233	Quoted	Fully paid	0.00	100.00	Yes	N.A.
110	Birla Sunlife Fixed Term Plan Direct plan (Growth)	Others	6000000.000	5000000.000	Quoted	Fully paid	600.00	500.00	Yes	N.A.
111	Birla Sunlife Medium Term Plan Direct (Growth)	Others	478096.030	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
112	Birla Sunlife Dynamic Bond Fund Direct (Growth)	Others	735684.938	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
113	Birla Sunlife Income Plus Direct (Growth)	Others	269813.411	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
114	Canara Robeco Dynamic Bond Fund Regular Plan (Growth)	Others	519084.148	1537881.022	Quoted	Fully paid	100.00	210.00	Yes	N.A.
115	DSP Black Rock FMP Direct Plan (Growth)	Others	1000000.000	1500000.000	Quoted	Fully paid	100.00	150.00	Yes	N.A.
116	DHFL Pramerica FMP S-57 Direct Plan (Growth)	Others	2100000.000	2100000.000	Quoted	Fully paid	210.00	210.00	Yes	N.A.
117	DHFL Pramerica Corporate Debt Opportunities Fund Regular Plan (Growth)	Others	944447.593	944447.593	Quoted	Fully paid	100.00	100.00	Yes	N.A.
118	DSP Black Rock Income Opportunities Fund Regular Plan (Growth)	Others	886715.681	483895.943	Quoted	Fully paid	200.00	100.00	Yes	N.A.
119	HDFC Debt Fund for Cancer Cure 2014 (Dividend)Regular	Others	0.000	250000.000	Quoted	Fully paid	0.00	25.00	Yes	N.A.
120	HDFC Fixed Maturity Plan Direct Plan (Growth)	Others	11000000.00	10000000.00	Quoted	Fully paid	1100.00	1000.00	Yes	N.A.
121	HDFC Income Fund Regular (Growth)	Others	0.000	370915.754	Quoted	Fully paid	0.00	100.00	Yes	N.A.
122	HDFC High Interest Fund Regular Plan (Growth)	Others	413201.646	250852.271	Quoted	Fully paid	225.00	100.00	Yes	N.A.
123	HDFC Income Fund Direct Plan (Growth)	Others	408141.054	725636.747	Quoted	Fully paid	150.00	200.00	Yes	N.A.
124	HDFC Corporate Debt Opportunities Fund Regular Plan (Growth)	Others	2102078.078	1323425.614	Quoted	Fully paid	235.00	135.00	Yes	N.A.



125	HSBC Fixed Term Fund Direct Plan (Growth)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
126	JP Morgan India Active Bond Fund - Retail Plan (Growth)	Others	0.000	1659524.565	Quoted	Fully paid	0.00	225.00	Yes	N.A.
127	JP Morgan India Corporate Debt Opportunities Fund Direct Plan (Growth)	Others	3032453.853	3032453.853	Quoted	Fully paid	311.25	311.25	Yes	N.A.
128	ICICI Prudential Fixed Maturity Plan Regular Plan(Growth)	Others	1850000.000	1850000.000	Quoted	Fully paid	185.00	185.00	Yes	N.A.
129	ICICI Prudential Fixed Maturity Plan Direct Plan(Growth)	Others	12991030.00	13491030.00	Quoted	Fully paid	1299.10	1349.10	Yes	N.A.
130	ICICI Prudential Interval Fund Annual Interval Plan-I Direct Plan (Growth)	Others	0.000	775524.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
131	ICICI Prudential Income opportunities fund Direct plan (Growth)	Others	937760.815	2418408.328	Quoted	Fully paid	200.00	400.00	Yes	N.A.
132	ICICI Prudential Corporate Bond Fund Regular Plan (Growth)	Others	1210803.595	2315794.285	Quoted	Fully paid	239.15	439.15	Yes	N.A.
133	ICICI Prudential Long Term Direct Plan (Growth)	Others	1366496.756	826851.734	Quoted	Fully paid	250.00	150.00	Yes	N.A.
134	ICICI Prudential Dynamic Bond Fund Direct (Growth)	Others	1115866.723	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
135	ICICI Prudential Income Plan Direct (Growth)	Others	408878.385	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
136	IDFC FMP Direct Plan (Growth)	Others	0.000	1986891.741	Quoted	Fully paid	0.00	198.69	Yes	N.A.
137	IDFC Corporate Bond Fund Direct (Growth)	Others	1460209.297	0.000	Quoted	Fully paid	150.00	0.00	Yes	N.A.
138	IDFC Super Saver Income Fund Investment Plan - Direct Plan (Growth)	Others	267840.164	683749.806	Quoted	Fully paid	100.00	200.00	Yes	N.A.
139	Invesco Fixed Maturity Plan S-29 Direct (Growth)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
140	Invesco Corporate Bond Fund Direct (Growth)	Others	7688.110	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
141	Kotak Fixed Maturity Plan Direct Plan (Growth)	Others	1000000.000	5000000.000	Quoted	Fully paid	100.00	500.00	yes	N.A.
142	Kotak Medium Term Plan Regular (Growth)	Others	741185.452	0.000	Quoted	Fully paid	100.00	0.00	yes	N.A.
143	L & T FMP Direct Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
144	L & T Triple Ace Bond Fund Regular Plan (Bonus Option)	Others	0.000	568672.420	Quoted	Fully paid	0.00	6.10	Yes	N.A.
145	L & T Triple Ace Bond Fund Regular Plan (Growth)	Others	0.000	313380.403	Quoted	Fully paid	0.00	100.00	Yes	N.A.
146	L&T Income Opportunities Fund Regular Plan (Growth)	Others	1502542.024	922636.896	Quoted	Fully paid	240.00	140.00	Yes	N.A.





147	L&T Resurgent India Corporate Bond Fund Regular Plan (Growth)	Others	2190099.424	1300000.000	Quoted	Fully paid	230.00	130.00	Yes	N.A.
148	Principal PNB Fixed Maturity plan Direct Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
149	Reliance Fixed Horizon Fund Direct Plan (Growth)	Others	5536329.153	1036329.153	Quoted	Fully paid	553.63	103.63	Yes	N.A.
150	Religare FMP Direct Plan (Growth)	Others	5350000.000	8350000.000	Quoted	Fully paid	535.00	835.00	Yes	N.A.
151	Reliance Corporate Bond Fund Regular Plan (Growth)	Others	3265598.676	3265598.676	Quoted	Fully paid	350.00	350.00	Yes	N.A.
152	Reliance Dynamic Bond Fund Regular (Growth)	Others	919320.438	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
153	Reliance Income Fund Regular (Growth)	Others	195647.623	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
154	SBI Magnum Income Fund (Growth)	Others	538149.412	654898.147	Quoted	Fully paid	200.00	200.00	Yes	N.A.
155	SBI Fixed Maturity Plans Direct Plan (Growth)	Others	17403935.150	15403935.150	Quoted	Fully paid	1740.394	1540.394	Yes	N.A.
156	SBI Corporate Bond Fund Regular Plan (Growth)	Others	647413.813	647413.813	Quoted	Fully paid	140.000	140.000	Yes	N.A.
157	SBI Corporate Bond Fund Direct Plan (Growth)	Others	2257981.581	2257981.581	Quoted	Fully paid	500.000	500.000	Yes	N.A.
158	SBI Dynamic Bond Fund Direct (Growth)	Others	525036.359	0.000	Quoted	Fully paid	100.000	0.000	Yes	N.A.
159	Tata Fixed Maturity Plan Direct Plan (Growth)	Others	5291390.000	6291390.000	Quoted	Fully paid	529.14	629.14	Yes	N.A.
160	TATA Dynamic Bond Fund Regular Plan (Growth)	Others	0.000	1097303.377	Quoted	Fully paid	0.00	200.00	Yes	N.A.
161	Franklin India Corporate Bond Opportunities Fund Regular Plan (Growth)	Others	4498039.811	4498039.811	Quoted	Fully paid	622.88	622.88	Yes	N.A.
162	Franklin India Income Builder Account Plan - A (Growth)	Others	0.000	246836.177	Quoted	Fully paid	0.00	100.00	Yes	N.A.
163	Franklin India Income Opportunities Fund (Growth)	Others	0.000	733939.567	Quoted	Fully paid	0.00	100.00	Yes	N.A.
164	UTI Fixed Maturity Plan Direct Plan (Growth)	Others	10550000.000	8550000.000	Quoted	Fully paid	1055.00	855.00	Yes	N.A.
165	UTI Income Opportunities Fund Regular Plan (Growth)	Others	1092055.948	5039475.595	Quoted	Fully paid	125.00	544.60	Yes	N.A.
166	UTI Bond Fund Direct (Growth)	Others	578719.219	0.000	Quoted	Fully paid	300.00	0.00	Yes	N.A.
167	UTI Dynamic Bond Fund Direct Plan (Growth)	Others	2244920.737	1553615.263	Quoted	Fully paid	400.51	200.00	Yes	N.A.
<b>Investments through Invesco Asset Management (India) Pvt. Ltd.</b>										
168	Invesco India Liquid Fund- Direct Plan (Daily Dividend)	Others	330.362	0.00	Quoted	Fully paid	3.31	0.00	Yes	N.A.
<b>Equity Mutual Funds</b>										
169	Birla Sunlife Index fund Direct Plan (Dividend Payout)	Others	0.000	819356.477	Quoted	Fully paid	0.00	100.00	Yes	N.A.
170	Birla sunlife MNC Fund Regular Plan (Dividend Payout)	Others	226609.905	83943.738	Quoted	Fully paid	330.00	120.00	Yes	N.A.



171	Birla Sunlife Enhanced Arbitrage Fund Direct Plan (Growth)	Others	0.000	664006.215	Quoted	Fully paid	0.00	100.00	Yes	N.A.
172	Birla Sunlife Equity Saving Regular (Dividend Payout)	Others	1748251.748	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
173	DHFL Pramerica Top Euroland Offshore Fund Regular Plan(Growth)	Others	377654.061	377654.061	Quoted	Fully paid	50.00	50.00	Yes	N.A.
174	DSP Black Rock Focus 25 Fund Regular Plan (Dividend Payout)	Others	613158.379	613158.379	Quoted	Fully paid	100.00	100.00	Yes	N.A.
175	DSP Blackrock US Flexible Equity Fund Regular (Growth)	Others	565981.273	0.000	Quoted	Fully paid	110.00	0.00	Yes	N.A.
176	Franklin India Feeder - Franklin European Growth Fund Regular Plan (Growth)	Others	0.000	699727.254	Quoted	Fully paid	0.00	70.00	Yes	N.A.
177	Franklin India Balanced Fund Regular Plan (Dividend Payout)	Others	0.000	415311.712	Quoted	Fully paid	0.00	100.00	Yes	N.A.
178	Franklin Asian Equity Fund Regular (Growth)	Others	568091.440	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
179	HDFC Index fund-Sensex Plus Plan Direct Plan (Growth)	Others	0.000	28406.061	Quoted	Fully paid	0.00	105.00	Yes	N.A.
180	HDFC Charity Cancer Cure Arbitrage Plan Direct (Growth)	Others	250000.000	0.000	Quoted	Fully paid	25.00	0.00	Yes	N.A.
181	HDFC Prudence Fund (Dividend Payout)	Others	0.000	308280.412	Quoted	Fully paid	0.00	100.00	Yes	N.A.
182	HDFC Equity Saving Fund Regular Plan (Dividend Payout)	Others	2222258.448	0.000	Quoted	Fully paid	250.00	0.00	Yes	N.A.
183	JP Morgan Europe Dynamic Equity Offshore Fund Regular Plan(Growth)	Others	0.000	513831.494	Quoted	Fully paid	0.00	51.38	Yes	N.A.
184	JP Morgan India Equity Income Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
185	JP Morgan India Equity Income Fund Direct Plan (Growth)	Others	0.000	1404731.134	Quoted	Fully paid	0.00	150.00	Yes	N.A.
186	JP Morgan India Balanced Advantage Fund Direct Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
187	Kotak 50 Equity Scheme Regular Plan (Dividend Payout)	Others	0.000	223553.608	Quoted	Fully paid	0.00	100.00	Yes	N.A.
188	Kotak Nifty ETF	Others	17500.000	17500.000	Quoted	Fully paid	148.23	148.23	Yes	N.A.
189	L&T Equity Savings Fund Regular Plan (Growth)	Others	0.000	707113.562	Quoted	Fully paid	0.00	100.00	Yes	N.A.
190	ICICI Prudential Balanced Advantage Fund Regular Plan (Dividend)	Others	0.000	1880879.220	Quoted	Fully paid	0.00	300.00	Yes	N.A.
191	ICICI Prudential Equity Arbitrage fund Regular Plan (Growth)	Others	0.000	508124.917	Quoted	Fully paid	0.00	100.00	Yes	N.A.



192	ICICI Prudential US Bluechip Equity Fund Regular Plan (Growth)	Others	493985.452	706125.100	Quoted	Fully paid	100.00	105.00	Yes	N.A.
193	ICICI Prudential Global Stable Equity Fund Regular Plan (Growth)	Others	759301.443	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
194	ICICI Prudential Dividend Yield Equity Fund Regular Plan (Dividend Payout)	Others	0.000	905410.794	Quoted	Fully paid	0.00	105.00	Yes	N.A.
195	ICICI Prudential India Recovery Fund Regular Plan (Dividend Payout)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
196	L&T Emerging Businesses Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
197	L&T Business Cycles Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
198	L&T India Prudence Fund Regular Plan (Dividend Payout)	Others	0.000	547525.186	Quoted	Fully paid	0.00	100.00	Yes	N.A.
199	L&T Global Real Assets Fund(Growth)	Others	0.000	1046624.566	Quoted	Fully paid	0.00	200.00	Yes	N.A.
200	Religare Global Equity Income Fund Regular Plan (Growth)	Others	0.000	983904.477	Quoted	Fully paid	0.00	100.00	Yes	N.A.
201	Reliance Arbitrage Advantage Fund Direct Plan (Growth)	Others	0.000	670245.779	Quoted	Fully paid	0.00	100.00	Yes	N.A.
202	Reliance Regular Saving Fund Balanced (Dividend Payout)	Others	0.000	556863.759	Quoted	Fully paid	0.00	100.58	Yes	N.A.
203	SBI Magnum Balanced Fund Regular Plan (Dividend Payout)	Others	355000.178	686773.073	Quoted	Fully paid	100.00	200.00	Yes	N.A.
204	SBI Equity Opportunities Fund S-2 Regular Plan (Dividend Payout)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
205	SBI Arbitrage Opportunities Fund Direct Plan (Growth)	Others	0.000	518615.711	Quoted	Fully paid	0.00	100.00	Yes	N.A.
206	SBI Small and Midcap Fund Regular Plan (Dividend Payout)	Others	1348632.716	607358.243	Quoted	Fully paid	345.00	145.00	Yes	N.A.
207	SBI Pharma Fund Regular Plan (Dividend Payout)	Others	111166.053	101006.889	Quoted	Fully paid	120.00	110.00	Yes	N.A.
208	TATA Balanced Fund Regular Plan (Dividend Payout)	Others	0.000	123807.732	Quoted	Fully paid	0.00	100.00	Yes	N.A.
<b>MIP Mutual Funds (Debt-More than 50%)</b>										
209	Axis Hybrid Fund Series Regular plan(Growth)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
210	DSP Black Rock Dual Advantage Fund Regular Plan (Growth)	Others	2000000.000	4000000.000	Quoted	Fully paid	200.00	400.00	Yes	N.A.
211	DSP Black Rock Dynamic Allocation Fund Regular Growth	Others	767748.424	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.



212	HDFC Capital Protection Oriented Fund Regular Plan (Growth Plan)	Others	1000000.000	5057376.000	Quoted	Fully paid	100.00	505.74	Yes	N.A.
213	ICICI Prudential Capital protection Oriented Fund Regular plan(Growth)	Others	1000000.000	2000000.000	Quoted	Fully paid	100.00	200.00	Yes	N.A.
214	Reliance Dual Advantage Fixed Tenure Fund Regular Plan (Growth)	Others	1500000.000	1500000.000	Quoted	Fully paid	150.00	150.00	Yes	N.A.
215	SBI Dual Advantage Fund S-VII Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
216	SBI Dynamic Asset Allocation Fund Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
217	TATA Dual Advantage Fund Scheme A Plan - A Regular Plan (Growth)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
218	TATA Dual Advantage Fund Scheme C Plan- A Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
	<b>TOTAL</b>						<b>19027.60</b>	<b>20500.87</b>		
(g)	<b>Investments in partnership firms</b>		-	-	-	-	-	-	-	-
(h)	<b>Other non-current investments (Venture Funds/AIF)</b>									
219	Kotak India Venture fund, Life Sciences & Biotech Fund through Kotak Mahindra Bank Ltd.	Others	16000.000	16000.000	Unquoted	Fully paid	18.67	52.53	Yes	N.A.
220	IIFL Real Estate Fund (Domestic) - Series 1	Others	97191.000	97191.000	Unquoted	Fully paid	15.48	15.48	Yes	N.A.
221	IIFL Seed Ventures Fund I	Others	554649.444	250000.000	Unquoted	Partly Paid	60.00	25.00	Yes	N.A.
222	IIFL Special Opportunities Fund	Others	250000.000	0.000	Unquoted	Partly Paid	25.00	0.00	Yes	N.A.
223	IIFL Income Opportunities Series Debt Advantage	Others	3000000.000	0.000	Unquoted	Fully paid	300.00	0.00	Yes	N.A.
224	IDFC Real Estate Yield Fund	Others	19900.000	19900.000	Unquoted	Partly Paid	117.35	144.01	Yes	N.A.
225	Asha Fund (Arthveda Low Income Housing Fund)	Others	5000.000	2000.000	Unquoted	Partly Paid	50.00	20.00	Yes	N.A.
226	ORIOS Ventures Partners Fund-II	Others	35000.000	35000.000	Unquoted	Partly Paid	35.00	35.00	Yes	N.A.
227	SBI PIPE Fund-1	Others	1000.000	1000.000	Quoted	Fully paid	97.71	97.71	Yes	N.A.
	<b>TOTAL</b>						<b>719.21</b>	<b>389.74</b>		
	<b>TOTAL OTHER INVESTMENT</b>						<b>45365.90</b>	<b>45100.54</b>		
	<b>Less : Provision for diminution in the value of Investments</b>									
	<b>Kingfisher Airlines Ltd.</b>						<b>-33.84</b>	<b>-33.84</b>		
	<b>Sancia Global Infraprojects Ltd.</b>						<b>-17.00</b>	<b>-17.00</b>		
	<b>TOTAL OTHER INVESTMENT 'B'</b>						<b>45315.06</b>	<b>45049.70</b>		
	<b>TOTAL INVESTMENT 'A + B'</b>						<b>48133.87</b>	<b>47307.14</b>		
	<b>SUMMARY</b>									
	<b>Book Value of Quoted Investments</b>						<b>45917.45</b>	<b>45722.10</b>		
	<b>Book Value of Unquoted Investments</b>						<b>2216.42</b>	<b>1585.04</b>		
	<b>Market Value of Quoted Investments</b>						<b>70810.31</b>	<b>54449.95</b>		

**Note 10 Long Term Loan & Advance**

Security Deposits	25.86	21.76
<b>Total</b>	<b>25.86</b>	<b>21.76</b>

**Note 11 Inventories**

Equity Shares	920.77	327.58
Bonds/Debentures	391.78	0.00
Debt Mutual Funds	0.15	0.00
Real Estate Fund	657.62	547.05
Real Estate Property	703.93	703.93
<b>Total</b>	<b>2674.25</b>	<b>1578.56</b>

**Note 12 Cash And Cash Equivalents**

a. Balances with banks*		
This includes:		
- Earmarked Balances (e.g. Unpaid dividend accounts)	30.40	27.20
- In Current Accounts	22.63	6.11
b. Cash in hand	0.66	0.59
c. Cash with PMS	10.04	0.00
d. Fixed Deposit Account	79.03	0.00
<b>Total</b>	<b>142.76</b>	<b>33.90</b>

**Note 13 Short-term Loans and Advances**

Secured Loan Considered good		0.00		0.00
Unsecured Loans considered (Doubtful)	182.09		82.09	
Provision for NPA	<u>-34.63</u>	147.46	<u>-24.63</u>	57.46
Unsecured Loans considered good		0.00		100.00
<b>Total</b>		<b>147.46</b>		<b>157.46</b>

**Note 14. Other Current Assets**

<b>(Unsecured Considered Good)</b>		
Interest Accrued	208.29	135.07
Others	18.33	60.66
Advance Taxes	523.64	207.59
<b>Total</b>	<b>750.26</b>	<b>403.32</b>

**Note 15. Operating Income**

<b>Gain/(Loss) From Trading of Shares/Securities/Others</b>		
Opening Stock	(1578.56)	(1116.40)
Purchases	(2250.69)	(999.82)
Sales of Securities	1289.91	616.25
Closing Stock	2674.25	1578.56
	<b>134.91</b>	<b>78.59</b>
Dividend Income	3.58	5.44
Interest Gross	142.18	38.13
Income from Stock Lending	6.21	9.90
Previous Year Income	3.81	1.35
Miscellaneous Receipts	0.00	0.90
Previous Year Expenses Written Back	0.02	0.00
<b>Total</b>	<b>290.71</b>	<b>134.31</b>

**Note 16. Other Income**

Dividend Income	690.96	654.67
Interest Gross	145.96	258.13
Net Gain on Sale of Investments	2198.34	850.91
Miscellaneous Receipts	1.00	0.28
Previous Year Income	0.92	0.00
Provision for Standard Assets Written Back	0.30	0.00
Rental Income	13.78	0.00
<b>Total</b>	<b>3051.26</b>	<b>1763.99</b>

**Note 17. Employee Benefits Expenses**

Salary, Wages And Bonus	197.18	249.68
Contribution To Group Insurance & Gratuity	0.42	0.38
Employee Welfare Exp.	0.05	0.04
<b>Total</b>	<b>197.65</b>	<b>250.10</b>

**Note 18. Financial Expenses**

<b>Interest To Banks</b>		
- On Over Draft Account	17.24	8.00
<b>Interest to Other's</b>	<b>0.00</b>	<b>6.38</b>
<b>Total</b>	<b>17.24</b>	<b>14.38</b>

**Note 19. Other Expenses**

<b>Administrative Expenses (A)</b>		
Conveyance	8.70	7.71
Rent	2.28	2.20
Fees & Taxes	12.07	12.76
Service Tax Others	1.04	1.01
Insurance	1.08	1.14
Legal & Professional Charges	39.15	153.45
Printing & Stationery	2.95	0.42
Postage And Telegraph	1.37	0.20
Director Sitting Fees	3.20	3.90
Travelling Expenses	1.01	0.53
Entertainment Expenses	0.03	0.00
Telephone Expenses	1.15	0.98
Security Transaction Tax(Main Unit)	0.68	0.73
Security Transaction Tax(Trading Unit)	1.32	0.81
Vehicle Fuel	2.84	4.09
Vehicle Other	0.09	0.00
AGM Expenses	0.44	0.39
Provision on Standard Assets	0.00	0.05
Electricity Expenses	0.17	0.14
Subscription	0.03	0.03
<b>AUDITORS REMUNERATION</b>		
Audit Fees	0.84	0.80
Tax Audit Fees	0.24	0.23
Certification Charges	0.05	0.07
<b>TOTAL (A)</b>	<b>80.73</b>	<b>191.64</b>



<b>Other Expenses (B)</b>		
Charity & Donation	0.93	0.58
Previous Year Expenses	0.79	0.31
Previous Year Income Written off	1.64	0.00
Amount Rounded Off	0.00	0.00
Provision for Doubtful Assets	10.00	8.21
Provision For Diminution in Long Term Investments	0.00	50.84
Building Repair & Maintainance	14.01	4.00
Vehicle Repair	0.35	0.24
Newspaper Books & Periodicals	0.04	0.08
Miscellaneous Expenses	0.09	0.08
Fine & Penalty	0.00	0.01
General Repair & Maintainance	0.00	0.01
Bank Charges	0.13	0.06
<b>TOTAL (B)</b>	<b>27.98</b>	<b>64.42</b>
<b>TOTAL (A to B)</b>	<b>108.71</b>	<b>256.06</b>

**Note 20 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 'Earning per Share' issued by the Institute of Chartered Accountants of India.

<b>BASIC AND DILUTED</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Earning per share has been computed as under:		
<b>BASIC</b>		
a) Profit after Taxation	2531.76	1116.34
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	15.12	6.67
<b>DILUTED</b>		
a) Profit after Taxation	2531.76	1116.34
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	15.12	6.67

**NOTES ON FINANCIAL STATEMENTS****Note 21 Contingent Liabilities not provided for**

<b>Particulars</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees	-	-
(c) Other money for which the company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	66.73	136.23
(b) Uncalled liability on shares and other investments partly paid	1,090.97	399.97
(c) Letter of Credit outstanding in favour of Suppliers of Goods(Net of Advances)	-	-
(d) Other commitments (Collateral Charge on Land against outstanding Bank Loan to Developer of Chennai Property)	1,329.67	1,805.04
(e) Demand of Income Tax Payable for A.Y. 2013-2014	21.94	21.94
<b>Total</b>	<b>2,509.31</b>	<b>2,363.18</b>



**Note 22 RELATED PARTY DISCLOSURE :**

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

Sr.No.	PARTICULARS	*ASSOCIATES		KEY MANAGEMENT PERSONNELS & THEIR RELATIVES		Total	
		Current Year (In Lakhs)	Previous Year (In Lakhs)	Current Year (In Lakhs)	Previous Year (In Lakhs)	Current Year (In Lakhs)	Previous Year (In Lakhs)
1	Loan Taken	0.00	1890.00	0.00	0.00	0.00	1890.00
2	Loan Repaid	0.00	1890.00	0.00	0.00	0.00	1890.00
3	Interest Paid	0.00	6.38	0.00	0.00	0.00	6.38
4	Investment Purchase	0.00	0.00	108.65	0.00	108.65	0.00
5	Director's Sitting Fee	0.00	0.00	0.80	0.90	0.80	0.90
6	Interest Received	0.00	0.00	0.00	0.00	0.00	0.00
7	CSR Expenses/Contribution	0.00	47.67	0.00	0.00	0.00	47.67
8	Rent	2.28	2.20	0.00	0.00	2.28	2.20
9	Managerial Remuneration	0.00	0.00	120.00	180.00	120.00	180.00
10	Balance Payable	8.46	15.94	4.65	6.95	13.11	22.89

**Note :**

**Associates**

Nahar Spinning Mills Ltd., Nahar Poly Films Ltd., Nahar Industrial Enterprises Ltd.,

**\*Other Related Parties/ Group Companies**

Oswal Woollen Mills Ltd., Monte Carlo Fashions Ltd., Cotton County Retail Ltd., Vanaik Spinning Mills Ltd., Abhilash Growth Fund (P) Ltd., Atam Vallabh Financers Ltd., Bermuda Insurance Brokers Pvt. Ltd., Kovalam Investments & Trading Co. Ltd., Monica Growth Fund (P) Ltd., Nagdevi Trading & Investments Co. Ltd., Nahar Growth Fund (P) Ltd., Neha Credit & Investments (P) Ltd., Crown Stars Ltd., Ruchika Growth Fund (P) Ltd., Girnar Investments Ltd., HUG Foods (P) Ltd., Sankeshwar Holding Co. Ltd., Vanaik Investors Ltd., Vardhman Investments Ltd., J.L.Growth Fund Ltd., Simran & Shanaya Co. Ltd., Sidhant & Mannat Co. Ltd., Oswal Foundation, Amloh Industries Limited, Retailerkart E Venture Private Limited, Nahar Industrial Infrastructure Corporation Limited, Nahar Financial and Investment Limited, Palam Motels Limited, Vigil Investment Private Limited, Shri Atam Fabrics Limited, Cabot Trading and Investment Co Private Limited, Marble E Retail Private Limited, Suvrat Trading Company Limited, White Tiger Breweries and Distilleries Limited

**Key Management Personnel**

Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Sh. Kamal Oswal

**Relatives of Key Management Personnel**

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

\*Associates includes the Companies/entities in which the Key Management Personnel or their relatives have significant influence and also includes enterprises with whom no transaction has taken place during the period.





**Note 23 GENERAL**

- a) In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet except in case of those shown as doubtful.
- b) The Company is liable to pay tax as per provisions of section 115JB of the Income Tax Act, 1961. In accordance with the provisions of section 115JAA of the said Act, the Company is entitled to take credit of the tax paid under section 115JB of the said act. However, such credit has not been recognized in the financial statements, as there is no convincing evidence available that the Company will be paying tax as per normal provisions of the said act, during the period for which MAT credit can be carried forward, Hence no Deferred Tax Asset has been created.
- c) The Institute of Chartered Accountants of India has issued an Accounting Standard (AS)-28 on impairment of assets, which is mandatory for the accounting periods commencing on or after 1st April 2004. In accordance with the said standard, the company has assessed as on date of applicability of the aforesaid Standard and as well as on Balance Sheet Date, whether there are any indications (listed in paragraph 8 to 10 of the Standards) with regards to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of accounts.
- d) Company has given collateral Security of Land not exceeding Rs. 1329.67 Lakhs against loan outstanding with Indian Overseas Bank by Developer of Chennai Property i.e. M/s. Voora Property Developers (P) Ltd., for uninterrupted construction of villas.
- e) The Company is operating in Single Segment i.e. Investment/Financial Activity. Hence, Segment reporting as required under Accounting Standard 17 (AS17) is not applicable.

**Note 24 The Employee's Gratuity Fund scheme is managed by LIC. The following table set out the funded status of the gratuity plan recognized as per the company's financial statement as at 31.03.2017.**

Sr.No.	Particulars	As at 31 March 2017	As at 31 March 2016
1	<b>Asumptions</b>		
	Discount Rate	8%	8%
	Salary Escalation	7%	7%
	Mortality Table (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
2	<b>Reconciliation of Opening and Closing balances of defined benefit obligation:</b>		
	Present value of obligations as at the beginning of the year	25.87	23.22
	Interest Cost	2.07	1.86
	Current Service Cost	1.40	1.21
	Benefit Paid	0.00	0.00
	Actuarial (gain)/(Loss) on obligations	(0.77)	(0.42)
	Present value of obligations as at the end of the year	28.57	25.87
3	<b>Reconciliation of Opening and Closing balances of plan assets:</b>		
	Fair value of plan as at the beginning of year	27.44	24.21
	Returns on plan asset	2.26	2.27
	Contributions	0.00	0.96
	Benefit Paid	-	-
	Actuarial (gain)/(Loss) of Plan Asset	--	-
	Fair value of plan as at the end of year	29.70	27.44
4	<b>Reconciliation of fair value of assets and obligations:</b>		
	Present Value of obligations as at the end of year	28.56	25.87
	Fair value of plan as at the end of year	29.70	27.44
	Net Asset/(Liability) recognized in the Balance Sheet	0.00	0.00
5	<b>Expenses Recognized in statement of Profit &amp; Loss</b>		
	Current Service Cost	1.40	1.21
	Interest Cost	2.07	1.86
	Expected return on plan asset	(2.26)	(2.27)
	Net Actuarial (gain)/loss recognised in the year	(0.77)	(0.42)
	Expenses Recognized in statement of Profit & Loss	0.43	0.38



**Note 25 Disclosure of details as required by Revised Para 13 of Non Banking Financial Companies Prudential norms (Reserve Bank Directions,2007), earlier Para 9BB of Non Banking Financial Companies Prudential norms (Reserve Bank Directions,1998)**

Particulars	Amount	Amount	Amount	Amount
	Outstanding 31-03-2017	Overdue 31-03-2017	Outstanding 31-03-2016	Overdue 31-03-2016
<b>1. Loans and advances availed by NBFC</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Inclusive of Interest accrued there on but not paid</b>				
a. Debentures (Other than falling with in the meaning of public deposits)				
(i) Secured	0.00	0.00	0.00	0.00
(ii) Unsecured	0.00	0.00	0.00	0.00
b. Deferred Credits	0.00	0.00	0.00	0.00
c. Term Loans	0.00	0.00	0.00	0.00
d. Inter-Corporate Loans & Borrowings	0.00	0.00	0.00	0.00
e. Commercial Paper	0.00	0.00	0.00	0.00
f. Other Loans (Over Draft Account)	0.00	0.00	0.00	0.00
<b>2. Break up of Loans &amp; Advances including bills receivable other than those including in (3) below</b>				
a. Secured	0.00	0.00	0.00	0.00
b. Unsecured	147.46	0.00	157.46	0.00
<b>3. Break up of Leased Assets and Stock in hire and other assets counting towards AFC activities</b>		<b>As at 31.03.2017</b>		<b>As at 31.03.2016</b>
<b>Lease Assets including lease rentals under Sundry Debtors</b>				
1. Financial Lease (Net of Depreciation and Lease adjustment)		0.00		0.00
2. Operating Lease		0.00		0.00
<b>4. Break up of Investments</b>				
<b>a. Current Investments</b>				
1. Quoted Investments				
a. Shares				
i) Equity		0.00		0.00
ii) Preference		0.00		0.00
b. Debentures & Bonds		0.00		0.00
c. Units of Mutual Funds		0.00		0.00
d. Government Securities		0.00		0.00
e. Others (Please specify)		0.00		0.00
2. Unquoted Investments				
a. Shares				
i) Equity		0.00		0.00
ii) Preference		0.00		0.00
b. Debentures & Bonds		0.00		0.00
c. Units of Mutual Funds		0.00		0.00
d. Government Securities		0.00		0.00
e. Others (Please specify)		0.00		0.00
<b>b. Long Term Investments</b>				
1. Quoted				
-Shares		22134.85		21485.00
-Preference		774.08		774.08
-Debentures & Bonds		3826.73		2961.35



-Units of Mutual Funds	19027.60	20500.87
-Government Securities	154.19	0.00
<b>Total</b>	<b>45917.45</b>	<b>45722.10</b>
2. Unquoted		
-Shares	589.92	589.93
-Preference	900.00	500.38
-Debentures & Bonds	105.00	105.00
-Units of Mutual Funds/Venture Funds/AIF	621.50	389.74
-GOI Securities	0.00	0.00
-Other (Please specify)	0.00	0.00
<b>Total</b>	<b>2216.42</b>	<b>1585.05</b>
<b>Grand Total</b>	<b>48133.87</b>	<b>47307.15</b>

**5. Borrower group-wise classification of assets financed as in (2) and (3) above**

Particulars	Amount Net of Provisions					
	Secured 31.03.17	Secured 31.03.16	Unsecured 31.03.17	Unsecured 31.03.16	Total 31.03.17	Total 31.03.16
1 ) Related Parties						
a) Subsidiaries	0.00	0.00	0.00	0.00	0.00	0.00
b) Companies in the Same Group	0.00	0.00	0.00	0.00	0.00	0.00
c) Other related parties	0.00	0.00	0.00	0.00	0.00	0.00
2) Other than related parties Net	0.00	0.00	147.46	157.46	147.46	157.46
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>147.46</b>	<b>157.46</b>	<b>147.46</b>	<b>157.46</b>

**6. Investor group wise classification of all investments (current & long term) in shares & securities both quoted and unquoted excluding Stock-in-Trade**

Particulars	Market Value or Fair Value of NAV		Book Value (Net of Provisions)	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
1 ) Related Parties				
a) Subsidiaries	0.00	0.00	0.00	0.00
b) Companies in the Same Group	38692.16	24094.19	19382.07	19382.07
c) Other related parties	0.00	0.00	0.00	0.00
2 ) Other than related Parties	34334.58	31940.80	28751.80	27925.07
<b>Total</b>	<b>73026.74</b>	<b>56034.99</b>	<b>48133.87</b>	<b>47307.14</b>

**7. Other Information**

Particulars	Amount as on 31.03.2017	Amount as on 31.03.2016
a) Gross Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	182.09	82.09
b) Net Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	147.46	57.46
c) Assets acquired in satisfaction of debt	0.00	0.00

**Note 26 Disclosure of details as required by Para 5 of Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015.**

I. Capital to Risk Asset Ratio ("CRAR")	(₹ in lakhs)	
Items	31.03.2017	31.03.2016
i) CRAR (%)	92.66	91.79



ii) CRAR - Tier I Capital (%)	92.66	91.79
iii) CRAR - Tier II Capital (%)	0.00	0.00
<b>II. Exposure to Real Estate Category</b>		
a) Direct Exposure		
i) Residential Mortgage	0.00	0.00
ii) Commercial Real Estate	0.00	0.00
iii) Investments in Mortgage Backed securities (MBS) and other securitised exposures (Investments in Equity and Debentures through Religare Credit Opportunities Fund-I, IIFL Real Estate Fund (Demostic Series-I), IDFC Real Estate Yield Fund, Reliance Yield Maximiser AIF-I, ICICI Prudential Real Estate AIF-I, ICICI Prudential Real Estate AIF-II, Asha Fund (Arthveda Low Income Housing Fund), IDFC Score fund AIF-II, Ask Real Estate Special Solutions Fund AIF-I & Indiareit Domestic Real Estate Strategy-I	0.00	0.00
a) Residential	803.23	694.21
b) Commercial Real Estate	37.23	32.34
b) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	303.55	303.55

**III. Maturity Pattern of asset and liabilities (At Book Values)**

	1 day to 30/31 days	Over 1 month to 2 months	Over 2 month to 3 month	Over 3 month to 6 month	Over 6 month to 1 Year	Over 1 year to 3 Year	Over 3 year to 5 Year	Over 5 years	Total
<b>Liabilities</b>									
Borrowings	0.00	1473.53	0.00	0.00	0.00	0.00	0.00	0.00	1473.53
from Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Market Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Assets</b>									
Advance	0.00	0.00	0.00	0.00	147.46	0.00	0.00	0.00	147.46
Investments	2256.00	1607.13	930.00	1629.00	2201.72	10647.70	2999.93	25862.39	48133.87

**Note 27 STOCK IN TRADE**

	Amount as on 31.03.2017	Amount as on 31.03.2016
Equity Shares	920.77	327.58
Debt Mutual Funds	0.15	0.00
Bonds	391.78	0.00
Real Estate Funds	657.62	547.05
Real Estate Property	703.93	703.93
<b>Total</b>	<b>2674.25</b>	<b>1578.56</b>

**Note 28 Particulars in respect of Opening Stock, Purchase, Sales & Closing Stock in Trade.**

	Value 31.03.2017	Value 31.03.2016
<b>OPENING STOCK</b>		
Equity Shares	327.58	227.25
Real Estate Funds	547.05	185.22
Real Estate Property	703.93	703.93
<b>Total</b>	<b>1578.56</b>	<b>1116.40</b>
<b>PURCHASES/TRANSFERS</b>		
Equity Shares	1453.69	407.82
Debt Mutual Funds	121.57	224.76
Bonds/NCD	500.43	367.24
Real Estate Funds	175.00	0.00



Real Estate Property	0.00	0.00
<b>Total</b>	<b>2250.69</b>	<b>999.82</b>
<b>SALES/TRANSFERS</b>		
Equity Shares	995.13	383.83
Debt Mutual Funds	121.52	0.00
Bonds/NCD	108.80	227.00
Real Estate Funds	64.47	5.42
Real Estate Property	0.00	0.00
<b>Total</b>	<b>1289.92</b>	<b>616.25</b>
<b>CLOSING STOCK</b>		
Equity Shares	920.77	327.58
Debt Mutual Funds	0.15	0.00
Bonds/NCD	391.78	0.00
Real Estate Funds	657.62	547.05
Real Estate Property	703.93	703.93
<b>Total</b>	<b>2674.25</b>	<b>1578.56</b>

**Note 29 Impact of prior period items on Profits is as under:**

	Current Year 31.03.2017	Previous Year 31.03.2016
Pre-Tax Profit after adjustment of prior period items	3001.76	1316.34
Add: Prior period expenses	2.42	0.31
Less: Previous Year Income	5.04	1.35
Net Profit before prior period items	2999.14	1315.30

**Note 30** Company has Capitalised Property (Palm Spring Plaza at Gurgaon) of Value Rs. 101718648.26, the Registration of the same is not done in the name of the Company by developer till the date of Balance Sheet. Possession of the said property has been taken.

**Note 31 The Details of Specified Bank Notes(SBN) held and transacted during the period from 08.11.16 to 30.12.16.**

	SBNs	Other denomination Notes	Total
Closing Cash in Hand	57500.00	2303.00	59803.00
(+) Permitted Receipts	0.00	110000.00	110000.00
(-) Permitted Payments	0.00	62818.00	62818.00
(-) Amount Deposited in Banks	57500.00	0.00	57500.00
Closing Cash in Hand	0.00	49485.00	49485.00

**Note 32** The Computation of net profit under section 198 of the Companies Act, 2013, for the purpose of remuneration payable to Managing Director, are given below:

Particulars	Current Year	Previous Year
Net Profit Before Taxation	3001.76	1316.34
Add: Managerial Remuneration	120.00	180.00
Net Profit U/S 198 of the Companies Act, 2013	3121.76	1496.34
Managerial Remuneration @ 5% of the above	156.09	74.82
Managerial Remuneration paid to Managing Director		
Salary Income	120.00	180.00
Other Perquisites	0.00	0.00
	120.00	180.00



**Note 33** In accordance with the Section 135 of the Companies Act, 2013, the Company is covered by the provisions of the said section

	<b>Current Year</b>	<b>Previous Year</b>
a) The amount required to be spent	<b>Rs. 42.39 Lakhs</b>	Rs. 47.67 Lakhs
b) The amount spent	<b>Rs. NIL</b>	Rs. 47.67 Lakhs

Last year the Company and other Group Companies have joined hands to undertake the future CSR activities under one Umbrella organization i.e. Oswal Foundation.

M/s. Oswal Foundation, a special purpose vehicle has been considering new project in the field of health care which is likely to be finalized soon. Whenever it will matured and approved by all the companies under umbrella, the amount of CSR liability will immediately be contributed to OSWAL FOUNDATION to implement the CSR project during the year 2017-18. Accordingly, the amount of CSR liability of Rs. 42.39 Lakhs has been set apart in Reserve and will be contributed as and when foundation demands for new project in hand.

**Note 34** The Board of Directors at their meeting proposed a dividend of Rs. 1.50 per share, subject to the approval of the members at the ensuing Annual General Meeting. In terms of revised Accounting Standard (AS) 4 "Contingencies and Events occurring after the Balance Sheet date" as notified by the Ministry of Corporate Affairs through amendments to Companies (accounting Standards) Amendment Rules, 2016, the Company has not appropriated proposed dividend (including tax) aggregating Rs. 3.02 Crore from Statement of Profit & Loss for the year ended March 31, 2017. However, the effect of the proposed dividend has been reckoned in determining capital funds in the computation of capital adequacy ratio as at March 31, 2017.

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

**FOR AND ON BEHALF OF THE BOARD**

**Place : LUDHIANA**  
**Date : 30.05.2017**

**VINOD KUMAR KHANNA**  
Partner  
M.No. 81585

**ANJALI MODGIL**  
Company Secretary

**HANS RAJ KAPOOR**  
Chief Financial Officer

**DINESH OSWAL**  
Managing Director  
(DIN-00607290)

**J.L. OSWAL**  
Chairman  
(DIN-00463866)

**INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

To  
The Members of  
**Nahar Capital & Financial Services Ltd**  
**Report on the Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of Nahar Capital & Financial Services Ltd ("the Parent Company") and associate companies (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 Parent 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 Parent 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 Parent 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 Parent 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 Parent 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 31st March, 2017;
- b. In the case of the consolidated Statement of Profit and Loss, of the profit 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.

**Other Matters**

The consolidated financial statements also include the Group's share of net profit of Rs. 991.45 Lakhs for the year ended 31st March, 2017, as considered in the Consolidated Financial Statements, in respect of one associate, whose Ind AS financial statements have not been audited by us. These Ind AS financial statements have been audited by other auditors whose reports have been furnished to us by the



Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of that associate insofar as it relates to the aforesaid associate, is based solely on the reports of the other auditors.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

#### 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 and the reports of the other auditors.
  - (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 Parent company as on 31st March, 2017 taken on record by the Board of Directors of the Parent company and the reports of the statutory auditors of 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 as well as based on the

report of statutory auditors of associate company:

- (i) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Parent 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 Parent Company and associate company
- (iv) The Company has provided requisite disclosures in its financial statements as to Parents 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 consolidated financial statements.

**For Gupta Vigg & Co.  
Chartered Accountants  
Firm Regn.No.001393N**

**(CA. Vinod Kumar Khanna)  
Partner  
M.No.81585**

**Dated:30.05.2017  
Place : Ludhiana**

#### 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 Capital & Financial Services Limited ("the Parent Company") and as based on the report of statutory auditors of associate company, as of that date.

##### Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Parent 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 Parent Company and as based on the report of statutory auditors of 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  
Firm Regn.No.001393N**

**Dated: 30.05.2017  
Place : Ludhiana**

**(CA. Vinod Kumar Khanna)  
Partner  
M.No.81585**

**CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2017**

Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
		₹ in lakhs	₹ in lakhs
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share capital	2	837.31	837.31
(b) Reserves and surplus	3	67540.13	61308.39
		<b>68377.44</b>	<b>62145.70</b>
<b>Current liabilities</b>			
(a) Short-term Borrowings	4	1473.54	1496.01
(b) Trade payables	5	159.99	18.82
(c) Other current liabilities	6	218.38	137.98
(d) Short-term provisions	7	470.00	502.63
		<b>2321.91</b>	<b>2155.44</b>
<b>Total Equity &amp; Liabilities</b>		<b>70699.35</b>	<b>64301.14</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>a. Fixed assets</b>			
i Tangible assets	8	1739.35	738.77
ii Capital work-in-progress		1839.21	2515.55
<b>b. Investments</b>			
Non Current Investments	9	63380.19	58851.82
Long Term Loan & Advances	10	25.86	21.76
		<b>66984.61</b>	<b>62127.90</b>
<b>Current assets</b>			
(a) Inventories	11	2674.25	1578.56
(b) Cash and cash equivalents	12	142.76	33.90
(c) Short-term loans and advances	13	147.46	157.46
(d) Other current assets	14	750.27	403.32
		<b>3714.74</b>	<b>2173.24</b>
<b>Total Assets</b>		<b>70699.35</b>	<b>64301.14</b>
Significant Accounting Policies	1		
Other Notes on Financial Statements	21 to 35		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2017

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)



**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

Particulars	Note No.	For the Year Ended	For the Year Ended
		31st March 2017	31st March 2016
		₹ in lakhs	₹ in lakhs
<b>Income</b>			
Revenue from Operations	15	290.71	134.31
Other Income	16	2743.59	1661.41
<b>Total Revenue</b>		<b>3034.30</b>	1795.72
<b>Expenses:</b>			
Employee benefits expense	17	197.65	250.10
Finance costs	18	17.24	14.38
Depreciation and amortization expense	8	16.61	13.75
Other expenses	19	108.71	256.06
<b>Total expenses</b>		<b>340.21</b>	534.29
<b>Profit before exceptional and extraordinary items and tax</b>		<b>2694.09</b>	1261.43
Exceptional Items		0.00	0.00
<b>Profit before extraordinary items and tax</b>		<b>2694.09</b>	1261.43
CSR Expenditure		0.00	47.67
<b>Profit before tax</b>		<b>2694.09</b>	1213.76
Tax expense:			
-Current tax		(470.00)	(200.00)
<b>Profit (Loss) for the period from continuing operations</b>		<b>2224.09</b>	1013.76
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>0.00</b>	0.00
<b>Profit from associates</b>		<b>4071.96</b>	2983.34
<b>Profit (Loss) for the period</b>		<b>6296.05</b>	3997.10
Earnings per equity share:	20		
Basic and Diluted		37.60	23.87
Significant Accounting Policies	1		
Other Notes on Financial Statements	21 to 35		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2017

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)



**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2017**

₹ in lakhs

	Current Year Ended 31.03.2017		Previous Year Ended 31.03.2016	
<b>A CASH FLOW FROM THE OPERATING ACTIVITIES</b>				
Net Profit before Tax and Extraordinary items		6766.06		4197.10
<b>Adjustments for:</b>				
Provision for NPA	10.00		8.21	
Provision for Standard Assets	-0.30		0.05	
Income from Associates	-4071.95		-2983.34	
Depreciation	16.61		13.75	
Interest Paid	17.24		14.38	
Profit/Loss on Sale of Investments	-2198.35		-850.91	
Interest Received	-288.14		-296.25	
Dividend/UTI Income	386.87		-557.54	
Previous Year Income	-4.73		-1.35	
Misc Income	-1.01		-1.18	
Rental Income	-13.78		0.00	
Income From Stock Lending	-6.21		-9.90	
Increase in Loans and Advances	-34.99		-22.10	
Increase in Stock in Trade	-1095.69		-462.16	
Increase in Current Liabilities	199.11		1521.58	
Direct Taxes Paid	-517.73	-7603.06	-218.51	-3845.26
		-837.01		351.85
<b>B CASH FLOW FROM THE INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	-1017.19		-0.44	
Capital Work in Progress	676.34		-129.36	
Interest Paid	-17.24		-14.38	
Profit/Loss on Sale of Investments	2198.35		850.91	
Interest Received	288.14		285.22	
Dividend/UTI Income	-79.20		660.11	
Previous Year Income	4.73		1.35	
Misc Income	1.01		1.18	
Rental Income	13.78		0.00	
Income From Stock Lending	6.21		9.90	
Purchase of Investments	-13307.55		-11044.28	
Sale of Investments	12480.81	1248.20	9269.15	-110.64
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>				
Loans Given	0.00		0.00	
Loans Given Received Back	0.00		0.00	
Interest Received from loan	0.00		11.03	
Dividend including Dividend				
Distribution Tax Paid	-302.33	-302.33	-302.33	-291.30
<b>Net Increase/Decrease in Cash and Cash Equivalent</b>		<b>108.86</b>		<b>50.10</b>
Opening Cash and Cash Equivalent		<b>33.90</b>		<b>84.00</b>
Closing Cash and Cash Equivalent		<b>142.76</b>		<b>33.90</b>

**Note :** The previous year figures have been regrouped/ reclassified, wherever necessary to conform to the current year presentation.

As per our Report of even date annexed

**For GUPTA VIGG & COMPANY**

Chartered Accountants

FRN 001393N

**FOR AND ON BEHALF OF THE BOARD**

Place : LUDHIANA

Date : 30.05.2017

VINOD KUMAR KHANNA

Partner

M.No. 81585

ANJALI MODGIL

Company Secretary

HANS RAJ KAPOOR

Chief Financial Officer

DINESH OSWAL

Managing Director  
(DIN-00607290)

J.L. OSWAL

Chairman  
(DIN-00463866)

**Note 1. SIGNIFICANT ACCOUNTING POLICIES**

- i) The Company is a Public Limited Company incorporated and domiciled in India and has its Registered Office at Ludhiana, Punjab, India. The CIN No of the Company is L45202PB2006PLC029968. The Company has its primary listings on the 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 under the historical cost convention, in accordance with applicable accounting standards and relevant presentation requirements of the companies Act, 2013

**iii) INVESTMENTS**

- a) Investments are classified into Current Investments and long-term investments.
- b) Current Investments are valued category wise at book value or fair value, whichever is lower.
- c) Long Term Investments are stated at cost. Diminution in value of investments which are of temporary nature, is not considered.

**iv) STOCK-IN-TRADE**

Stock in Trade is valued category wise at cost or fair value, whichever is lower.

**v) REVENUE RECOGNITION**
**Income from Investments**

Dividend Income is recognized when the company's right to receive payment is established. Profit/Loss on Sale of investments is considered at the time of sale/redemption.

**Interest Income**

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**vi) FIXED ASSETS AND DEPRECIATION**

- (a) 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 basis as per the rates specified in Schedule- II of the Companies Act, 2013.
- (b) 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.

**vii) ACCOUNTING FOR TAXES ON INCOME**

Provision for Taxation for the year comprises of current taxes and deferred tax. Current Taxes consists of Income Tax payable on the current year income. Deferred Tax is calculated for timing differences.

**viii) IMPAIRMENT OF ASSETS**

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

**ix) PROVISIONS AND CONTINGENT LIABILITIES**

- a) Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation, if:
  - The company has a present obligation as a result of a 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 the 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.
- c) Re-imburement expected in respect of expenditure required to settle a provision is recognized only



when it is virtually certain that the re-imburement will be received.

**x) RETIREMENT BENEFITS**

**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.

- xi)** Material events occurring after the balance sheet date are taken into cognizance.
- xii)** The accounts of the Company have been prepared on going concern basis.
- xiii)** Prior period extraordinary changes in accounting policies, having material effect on the financial affairs of the company (if any) are disclosed.

**CONSOLIDATED NOTES ON ACCOUNTS**

**Note 2.1 Share Capital**

(₹ in Lakhs)

Particulars	As at 31 March 2017		As at 31 March 2016	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of Rs. 5/- each	30000000.00	1500.00	30000000.00	1500.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of Rs 5/- each	16746167.00	837.31	16746167.00	837.31
<b>Total</b>	<b>16746167.00</b>	<b>837.31</b>	<b>16746167.00</b>	<b>837.31</b>

**Note 2.2 Reconciliation of shares outstanding at the beginning and at the end of the reporting period.**

Particulars	Equity Shares	
	31.03.2017	31.03.2016
Shares outstanding at the beginning of the year	<b>16746167.00</b>	<b>16746167.00</b>
Shares Issued during the year	<b>0.00</b>	<b>0.00</b>
Shares bought back during the year	<b>0.00</b>	<b>0.00</b>
Shares outstanding at the end of the year	<b>16746167.00</b>	<b>16746167.00</b>

**Note 2.3 The Company is not having any holding as well as subsidiary company.**

**Note 2.4 Name of Shareholders holding more than 5% shares of the company.**

Name of Shareholder	As at 31 March 2017		As at 31 March 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nahar Polyfilms Ltd	6611632	39.48	6611632	39.48
Nahar Industrial Enterprises Ltd	1363221	8.14	1363221	8.14
Oswal Woollen Mills Ltd	1322173	7.90	1322173	7.90

**Note 2.5 (a)** The Company has not issued any shares in pursuance to contract(s) without payment being received in cash during five years 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 Balance Sheet is prepared.

**(c)** The Company has not bought back any shares during five years immediately preceding the date as at which the Balance Sheet is prepared.

**Note 3. Reserves & Surplus**

(₹ in Lakhs)

Particulars	As at 31 March 2017	As at 31 March 2016
<b>SECURITIES PREMIUM ACCOUNT</b>		
Opening Balance	12591.71	12591.71
Add : Securities premium credited on Share issue	0.00	0.00
Less : Premium Utilised	0.00	0.00
Closing Balance	12591.71	12591.71
<b>GENERAL RESERVE</b>		
Opening Balance	42056.05	41456.05
Add : During the year	0.00	600.00
Closing Balance	42056.05	42056.05
<b>CSR EXPENDITURE RESERVE</b>		
Opening Balance	0.00	0.00
Add : Current Year Transfer	42.39	0.00
Closing Balance	42.39	0.00
<b>STATUTORY RESERVE FUND</b>		
Opening Balance	3799.10	3576.10
Add : Current Year Transfer	506.36	223.00
Closing Balance	4305.46	3799.10
<b>SURPLUS</b>		
Opening Balance	2861.53	29.39
Add: Profit for the year	6296.05	3997.10
Less: Share of CDT Paid by Associates	(62.64)	(20.88)
Less: Provision for Proposed Dividend	0.00	(251.19)
Less: Provision for Tax on Proposed Dividend	0.00	(51.14)
Income Tax Adjustments for prior periods	(1.67)	(18.75)
Less: Transfer to CSR Expenditure Reserve	(42.39)	0.00
Less: Transfer to Special Statutory Reserve Fund	(506.36)	(223.00)
Less: Transfer to General Reserve	0.00	(600.00)
Closing Balance	8544.52	2861.53
<b>Total</b>	<b>67540.13</b>	<b>61308.39</b>



**Note 4 SHORT TERM BORROWINGS**

Working Capital Loans from Banks:		
ICICI Bank Limited(Over Draft A/C against Investments)	1473.54	1496.01
<b>Total</b>	<b>1473.54</b>	<b>1496.01</b>

(Secured against lien on Investments in Mutual Funds worth Rs. 209966119/- )

**Note 5 TRADE PAYABLES**

Sundry Creditors	159.99	18.82
<b>Total</b>	<b>159.99</b>	<b>18.82</b>

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.

**Note 6 OTHER CURRENT LIABILITIES**

TDS Payables	7.68	16.14
Service Tax Payable	0.05	0.00
Statutory Liabilities	0.03	0.03
Other Liabilities	175.45	87.32
Income Received in Advance	0.12	0.34
Due to Directors	4.65	6.95
Unpaid dividends	30.40	27.20
<b>Total</b>	<b>218.38</b>	<b>137.98</b>

**Note 7 SHORT- TERM PROVISIONS**

Provision for Income Tax	470.00	200.00
Provisions for Standard Assets	0.00	0.30
Proposed Dividend	0.00	251.19
Dividend Distribution Tax	0.00	51.14
<b>Total</b>	<b>470.00</b>	<b>502.63</b>

**Note 8 Fixed Assets**

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	During the year 2015-16	Retained earnings	Sales/ Adj	As on 31.03.17	As on 31.03.17	As on 31.03.16
a.											
- BUILDING	767.82	1017.19	-	1785.01	36.82	15.03	-	-	51.85	1733.16	731.00
- VEHICLES	11.57	-	-	11.57	4.28	1.43	-	-	5.71	5.86	7.29
- OTHER EQUIPMENTS	1.85	-	-	1.85	1.37	0.15	-	-	1.52	0.33	0.48
SUB TOTAL	781.24	1017.19	-	1798.43	42.47	16.61	-	-	59.08	1739.35	738.77
Total (Tangible Assets)	781.24	1017.19	-	1798.43	42.47	16.61	-	-	59.08	1739.35	738.77
Previous Year	780.80	0.44	-	781.24	28.72	13.75	-	-	42.47	738.77	752.09
b.											
Capital WIP											
- Building Under Construction										1839.21	2,515.55
Total (CWIP)										1839.21	2,515.55
<b>Total (a+b)</b>										<b>3578.56</b>	<b>3,254.32</b>

Note : There are no intangible assets under development as on 31.03.2017 as well as on 31.03.2016.





**Note 9. Non Current Investments**

Particulars	As at 31 March 2017	As at 31 March 2016
<b>Trade Investments (Refer A below)</b>		
(a) Investment Properties	-	-
(b) Investment in Equity instruments	391.96	230.20
(c) Investments in preference shares	1574.06	1174.44
(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	852.80	852.80
(f) Investments in Mutual Funds	-	-
(g) Investments in partnership firms*	-	-
(h) Other non-current investments (specify nature)	-	-
<b>Total (A)</b>	<b>2818.82</b>	<b>2257.44</b>
<b>Other Investments (Refer B below)</b>		
(a) Investment Properties	-	-
(b) Investment in Equity instruments	37532.25	33441.02
(c) Investments in preference shares	100.03	100.03
(d) Investments in Government or Trust securities	154.19	154.19
(e) Investments in debentures or bonds	3078.93	2059.35
(f) Investments in Mutual Funds	19027.60	20500.87
(g) Investments in partnership firms	-	-
(h) Other non-current investments (Venture Funds/AIF)	719.21	389.77
<b>Total</b>	<b>60612.21</b>	<b>56645.23</b>
Less : Provision for diminution in the value of Investments	-50.84	-50.84
<b>Total (B)</b>	<b>60561.37</b>	<b>56594.39</b>
<b>Total (A+B)</b>	<b>63380.19</b>	<b>58851.83</b>

**A. Details of Trade Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes /No	If Answer to Column (10) is 'No' - Basis of Valuation
			2017	2016			2017	2016		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	<b>Investment Properties</b>	-	-	-	-	-	-	-	-	-
(b)	<b>Investment in Equity Instruments</b>									
1	L & T Finance Holdings Limited	Others	50000	50000	Quoted	Fully paid	25.25	25.25	Yes	N.A.
2	PNB Gilts Ltd.	Others	225733	225733	Quoted	Fully paid	50.79	50.79	Yes	N.A.
3	HDFC Ltd. Warrants	Others	94900	65700	Quoted	Fully paid	141.07	101.84	Yes	N.A.
4	Reliance Capital Ltd.	Others	2500	2500	Quoted	Fully paid	47.62	47.62	Yes	N.A.
5	IDFC Ltd.	Others	90000	5000	Quoted	Fully paid	56.07	4.71	Yes	N.A.
<b>Investments through ASK Investments Managers Pvt Ltd.</b>										
6	Bajaj Finance Ltd.	Others	2380	0	Quoted	Fully paid	26.63	0.00	Yes	N.A.
7	Cholamandalam Investments And Finance Company Ltd	Others	2497	0	Quoted	Fully paid	29.31	0.00	Yes	N.A.
<b>Investments through Invesco Asset Management (India) Pvt Ltd.</b>										
8	Shriram Transport Finance Co. Ltd	Others	687	0	Quoted	Fully paid	8.20	0.00	Yes	N.A.
9	Mahindra And Mahindra Financial Services Ltd.	Others	2185	0	Quoted	Fully paid	7.02	0.00	Yes	N.A.
	<b>Total</b>						<b>391.96</b>	230.20		



<b>(c)</b>	<b>Investments in Preference Shares</b>									
10	L & T Finance Holdings Ltd. 9.00%	Others	361202	361202	Quoted	Fully paid	374.16	374.16	Yes	N.A.
11	L & T Finance Holdings Ltd. 8.15%	Others	200000	200000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
12	IL&FS Financial Services Ltd. 8.50%	Others	666	666	Quoted	Fully paid	99.90	99.90	Yes	N.A.
13	India Infoline Finance Ltd. 9.25%	Others	0	1000000	Unquoted	Fully paid	0.00	100.38	Yes	N.A.
14	TATA Capital Ltd. 7.50%	Others	50000	0	Unquoted	Fully paid	500.00	0.00	Yes	N.A.
15	TATA Capital Ltd. 8.33%	Others	40000	40000	Unquoted	Fully paid	400.00	400.00	Yes	N.A.
	<b>TOTAL</b>						<b>1574.06</b>	<b>1174.44</b>		
<b>(d)</b>	<b>Investments in Government or Trust securities</b>									
			-	-	-	-	-	-	-	-
<b>(e)</b>	<b>Investments in Debentures or Bonds</b>									
16	India Infrastructure Finance Company Ltd. 8.50% (Tax Free Bonds)	Others	20000	20000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
17	India Infoline Finance Limited 12.75% (NCD)	Others	4925	4925	Quoted	Fully paid	49.25	49.25	Yes	N.A.
18	Religare Finvest Limited 12.25% (NCD)	Others	20000	20000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
19	Housing and Urban Development Corporation Ltd. 8.76% (Tax Free Bonds)	Others	10000	10000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
20	Housing and Urban Development Corporation Ltd. 7.39% (Tax Free Bonds)	Others	13135	13135	Quoted	Fully paid	131.35	131.35	Yes	N.A.
21	National Housing Bank 8.63% (Tax Free Bonds)	Others	1444	1444	Quoted	Fully paid	72.20	72.20	Yes	N.A.
22	SREI Infrastructure Finance Ltd. 11% (NCD)	Others	10000	10000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
	<b>TOTAL</b>						<b>852.80</b>	<b>852.80</b>		
<b>(f)</b>	<b>Investments in Mutual Funds</b>									
			-	-	-	-	-	-	-	-
<b>(g)</b>	<b>Investments in partnership firms</b>									
			-	-	-	-	-	-	-	-
<b>(h)</b>	<b>Other non-current investments (specify nature)</b>									
			-	-	-	-	-	-	-	-
	<b>TOTAL TRADE INVESTMENTS 'A'</b>						<b>2818.82</b>	<b>2257.44</b>		



**B. Details of Other Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes/No	If Answer to Column (10) is 'No' - Basis of Valuation
			2017	2016			2017	2016		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	<b>Investment</b>	-	-	-	-	-	-	-	-	-
	<b>Properties</b>									
(b)	<b>Investment in Equity Instruments</b>									
	<b>Direct Investments</b>									
1	Allahabad Bank	Others	227001	227001	Quoted	Fully paid	22.70	22.70	Yes	N.A.
2	Bank of Maharashtra	Others	50000	25000	Quoted	Fully paid	17.49	9.74	Yes	N.A.
3	Bharat Electronics Ltd.	Others	82210	9000	Quoted	Fully paid	31.04	43.18	Yes	N.A.
4	Bharat Heavy Electricals Ltd.	Others	7500	6500	Quoted	Fully paid	15.22	14.05	Yes	N.A.
5	Canara Bank	Others	21171	19000	Quoted	Fully paid	55.56	51.07	Yes	N.A.
6	Coal India Ltd.	Others	39977	39977	Quoted	Fully paid	118.54	118.54	Yes	N.A.
7	Gas Authority of India Ltd.	Others	34000	25500	Quoted	Fully paid	36.93	36.93	Yes	N.A.
8	HDFC Bank Ltd.	Others	19825	19825	Quoted	Fully paid	22.17	22.17	Yes	N.A.
9	IDFC Bank Ltd.	Others	23000	5000	Quoted	Fully paid	12.35	3.07	Yes	N.A.
10	Jaiprakash Associates Ltd.	Others	36000	36000	Quoted	Fully paid	65.99	65.99	Yes	N.A.
11	Jaiprakash Power Ventures Ltd.	Others	80000	80000	Quoted	Fully paid	58.14	58.14	Yes	N.A.
12	Karuturi Global Ltd.	Others	500000	300000	Quoted	Fully paid	46.08	43.03	Yes	N.A.
13	Kingfisher Airlines Ltd.	Others	204559	204559	Unquoted	Fully paid	33.84	33.84	Yes	N.A.
14	Malwa Cotton Spinning Mills Ltd	Others	50	50	Quoted	Fully paid	0.02	0.02	Yes	N.A.
15	Moil Ltd.	Others	20000	20000	Quoted	Fully paid	75.27	75.27	Yes	N.A.
16	Monte Carlo Fashions Ltd.	Group Company	1651215	1651215	Quoted	Fully paid	385.43	385.43	Yes	N.A.
17	Nahar Industrial Enterprises Ltd. Add: Accumulated Profits of Associates Company. Book Value of Investment (Net of Capital Reserve of Rs. 87979252/-)	Associate	9336745	9336745	Quoted	Fully paid	9973.89 5511.39 <b>15485.28</b>	9973.89 3526.83 <b>13500.72</b>	Yes	N.A.
18	Nahar Poly Films Ltd. Add: Accumulated Profits of Associates Company. Book Value of Investment (Net of Capital Reserve of Rs. 328829580/-)	Associate	12087671	12087671	Quoted	Fully paid	2886.85 2129.81 <b>5016.66</b>	2886.85 1712.68 <b>4599.54</b>	Yes	N.A.
19	Nahar Spinning Mills Ltd. Add: Accumulated Profits of Associates Company. Book Value of Investment (Net of Capital Reserve of Rs. 1064775985/-)	Associate	10257384	10257384	Quoted	Fully paid	6087.15 7605.11 <b>13692.25</b>	6087.15 6305.14 <b>12392.29</b>	Yes	N.A.
20	National Thermal Power Corporation Ltd.	Others	35000	35000	Quoted	Fully paid	53.79	53.79	Yes	N.A.
21	NHPC Ltd.	Others	190000	190366	Quoted	Fully paid	64.04	64.92	Yes	N.A.
22	Petronet LNG Ltd.	Others	205000	205000	Quoted	Fully paid	30.75	30.75	Yes	N.A.



23	Power Grid Corporation of India Ltd.	Others	49092	49092	Quoted	Fully paid	58.74	58.74	Yes	N.A.
24	Punjab & Sind Bank Ltd.	Others	23495	25000	Quoted	Fully paid	26.58	28.38	Yes	N.A.
25	Reliance Industries Ltd.	Others	20616	20616	Quoted	Fully paid	233.37	233.37	Yes	N.A.
26	Reliance Infrastructure Ltd.	Others	9000	9000	Quoted	Fully paid	178.34	178.34	Yes	N.A.
27	Reliance Power Ltd.	Others	5000	5000	Quoted	Fully paid	31.25	31.25	Yes	N.A.
28	Sancia Global Infraprojects Ltd..	Others	5000	5000	Quoted	Fully paid	17.49	17.49	Yes	N.A.
29	Vedanta Ltd.	Others	37263	37263	Quoted	Fully paid	106.30	106.30	Yes	N.A.
30	Tata Consultancy Services Ltd.	Others	7372	7372	Quoted	Fully paid	15.67	15.67	Yes	N.A.
31	Tata Global Beverages Ltd.	Others	20000	14000	Quoted	Fully paid	28.35	21.04	Yes	N.A.
32	Tata Motors Ltd.	Others	21869	21869	Quoted	Fully paid	45.88	45.88	Yes	N.A.
33	Tata Teleservice (Maharashtra) Ltd.	Others	231766	231766	Quoted	Fully paid	43.65	43.65	Yes	N.A.
34	Titan Industries Ltd.	Others	20000	20000	Quoted	Fully paid	58.17	58.17	Yes	N.A.
35	Uco Bank	Others	60000	60000	Quoted	Fully paid	8.88	8.88	Yes	N.A.
36	Vardhman Acrylics Ltd.	Others	917855	917855	Quoted	Fully paid	144.72	144.72	Yes	N.A.
37	Vardhman Special Steels Ltd.	Others	7167	7167	Quoted	Fully paid	8.19	8.19	Yes	N.A.
38	Vardhman Textiles Ltd.	Others	42368	46324	Quoted	Fully paid	220.66	225.85	Yes	N.A.
39	Delhi Stock Exchange Ltd.	Others	748250	748250	Unquoted	Fully paid	523.78	523.78	Yes	N.A.
40	Essar Steel Ltd.	Others	5000	5000	Unquoted	Fully paid	3.34	3.34	Yes	N.A.
41	Nimbua Greenfield (Punjab) Ltd.	Others	140625	140625	Unquoted	Fully paid	14.06	14.06	Yes	N.A.
42	Oswal Woollen Mills Ltd.	Group Company	1462500	1462500	Unquoted	Fully paid	48.75	48.75	Yes	N.A.
<b>Investments through ASK Investments Managers Pvt Ltd.</b>										
43	Emami Ltd.	Others	2162	0	Quoted	Fully paid	25.05	0.00	Yes	N.A.
44	Himatsingka Seide Ltd.	Others	7888	0	Quoted	Fully paid	21.56	0.00	Yes	N.A.
45	Hindustan Petroleum Corporation Ltd.	Others	4903	0	Quoted	Fully paid	22.13	0.00	Yes	N.A.
46	M R F Ltd.	Others	42	0	Quoted	Fully paid	24.35	0.00	Yes	N.A.
47	Maruti Suzuki India Ltd.	Others	429	0	Quoted	Fully paid	25.04	0.00	Yes	N.A.
48	Nilkamal Ltd.	Others	1310	0	Quoted	Fully paid	23.36	0.00	Yes	N.A.
49	P I Industries Ltd.	Others	3075	0	Quoted	Fully paid	25.38	0.00	Yes	N.A.
50	Sharda Cropchem Ltd.	Others	5400	0	Quoted	Fully paid	23.18	0.00	Yes	N.A.
51	Solar Industries India Ltd.	Others	3321	0	Quoted	Fully paid	22.12	0.00	Yes	N.A.
52	Va Tech Wabag Ltd.	Others	4398	0	Quoted	Fully paid	22.33	0.00	Yes	N.A.
<b>Investments through Invesco Asset Management (India) Pvt Ltd.</b>										
53	CCL Products Ltd.	Others	2537	0	Quoted	Fully paid	6.15	0.00	Yes	N.A.
54	Balkrishna Industries Ltd.	Others	594	0	Quoted	Fully paid	4.03	0.00	Yes	N.A.
55	KEC International Ltd.	Others	3370	0	Quoted	Fully paid	5.53	0.00	Yes	N.A.
56	Torrent Power Ltd.	Others	2879	0	Quoted	Fully paid	4.83	0.00	Yes	N.A.
57	Coromandel International Ltd.	Others	2078	0	Quoted	Fully paid	4.96	0.00	Yes	N.A.
58	VIP Industries Ltd.	Others	3205	0	Quoted	Fully paid	4.01	0.00	Yes	N.A.
59	National Aluminium Co. Ltd.	Others	7912	0	Quoted	Fully paid	3.85	0.00	Yes	N.A.
60	J k Cement Ltd	Others	670	0	Quoted	Fully paid	5.67	0.00	Yes	N.A.
61	Tvs Motor Company Ltd.	Others	1416	0	Quoted	Fully paid	4.26	0.00	Yes	N.A.
62	Ramkrishna Forgings Ltd.	Others	1260	0	Quoted	Fully paid	5.35	0.00	Yes	N.A.
63	Aia Engineering Ltd.	Others	377	0	Quoted	Fully paid	3.84	0.00	Yes	N.A.
64	The Ramco Cements Ltd	Others	833	0	Quoted	Fully paid	4.65	0.00	Yes	N.A.
65	Gujrat Gas Ltd.	Others	678	0	Quoted	Fully paid	3.75	0.00	Yes	N.A.
66	Ratnamani Metals And Tubes Ltd	Others	659	0	Quoted	Fully paid	4.54	0.00	Yes	N.A.
67	Mahindra And Mahindra Ltd.	Others	350	0	Quoted	Fully paid	5.08	0.00	Yes	N.A.
68	D.B. Corp Ltd.	Others	1161	0	Quoted	Fully paid	4.42	0.00	Yes	N.A.
69	Gujrat Pipavav Port Ltd.	Others	2102	0	Quoted	Fully paid	3.68	0.00	Yes	N.A.
70	Power Mech Projects Ltd.	Others	616	0	Quoted	Fully paid	3.44	0.00	Yes	N.A.



Investments through Motilal Oswal Asset Management Company Limited										
71	Motilal Oswal Focused Multicap Opportunities Fund	Others	600000.000	0.000	Quoted	Fully paid	60.00	0.00	Yes	N.A.
<b>Total</b>							<b>37532.25</b>	<b>33441.02</b>		
<b>(c) Investments in Preference Shares</b>										
<b>Direct Investments</b>										
72	ZEE Entertainment Ltd. 6.00%	Others	1200000	1200000	Quoted	Fully paid	100.03	100.03	Yes	N.A.
<b>Total</b>							<b>100.03</b>	<b>100.03</b>		
<b>(d) Investments in Government or Trust securities</b>										
73	National Highways Authority of India 7.39% (Tax Free Bonds)	Others	15419	15419	Quoted	Fully paid	154.19	154.19	Yes	N.A.
<b>Total</b>							<b>154.19</b>	<b>154.19</b>		
<b>(e) Investments in Debentures or Bonds</b>										
<b>Direct Investments</b>										
74	Anand Rathi Global Finance Ltd. SR-II BR (NCD)	Others	105	105	Unquoted	Fully paid	105.00	105.00	Yes	N.A.
75	Citicorp Finance India Limited Sr-503 (NCD) Th.Motilal pms	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
76	Citicorp Finance India Limited Sr-512 (NCD) Th.Motilal pms	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
77	ECL Finance Ltd. B6C402 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
78	ECL Finance Ltd. C6E401 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
79	ECL Finance Ltd. C6F401 (NCD)	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
80	ECL Finance Ltd. H6I401 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
81	ECL Finance Ltd. F7K503A (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
82	ECL Finance Ltd. C8C6011 (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
83	ECL Finance Ltd. E94601A (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
84	ECL Finance Ltd. E8F602C (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
85	ECL Finance Ltd. G9G605C (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
86	ECL Finance Ltd. G9G605D (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
87	ECL Finance Ltd. G9H601E (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
88	ECL Finance Ltd. I9I603B (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
89	ECL Finance Ltd. J8J603B (NCD)	Others	200	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
90	Edelweiss Finance Ltd. C6I401 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
91	Edelweiss Finance Ltd. A8E501 (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.



92	Edelweiss Finance Ltd. C8I501A (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
93	Edelweiss Finance Ltd. C7I501A (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
94	Edelweiss Finvest Ltd. B9B701 (NCD)	Others	300	0	Quoted	Fully paid	299.58	0.00	Yes	N.A.
95	India Infoline Finance Limited (NCD)	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
96	IIFL Wealth Finance Ltd. HEC1933 170	Others	150	0	Quoted	Fully paid	150.00	0.00	Yes	N.A.
97	IIFL Wealth Finance Ltd. IEC1933 2109	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
98	KARVY Financial Services Ltd SR-B-45 (NCD)	Others	14	14	Quoted	Fully paid	140.00	140.00	Yes	N.A.
99	NTPC Ltd. Sr -54 NCD 8.49% (Bonus)	Others	35000	35000	Quoted	Fully paid	0.00	0.00	Yes	N.A.
100	Reliance Capital Ltd. SR-B/253 (NCD)	Others	0	105	Quoted	Fully paid	0.00	105.00	Yes	N.A.
101	Reliance Capital Ltd. SR-B/285 (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
102	Reliance Capital Ltd. SR-B/356 (NCD)	Others	200	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
103	Reliance Capital Ltd. SR-B/360 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
104	Reliance Capital Ltd. SR-B/365 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
105	Reliance Capital Ltd. SR-B/393 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
106	Indian Railway Finance Corporation Ltd. 7.35% (Tax Free Bonds)	Others	9405	9405	Quoted	Fully paid	94.05	94.05	Yes	N.A.
107	Indian Renewable Energy Development Agency Ltd. 7.28% (Tax Free Bonds)	Others	17030	17030	Quoted	Fully paid	170.30	170.30	Yes	N.A.
	<b>Total</b>						<b>3078.93</b>	<b>2059.35</b>		
<b>(f)</b>	<b>Investments in Mutual Funds</b>									
	<b>Debt Mutual Funds</b>									
	<b>Direct Investments</b>									
108	Axis Income Fund Direct (Growth)	Others	1453777.404	0.000	Quoted	Fully paid	220.00	0.00	Yes	N.A.
109	Axis Dynamic Bond Fund Direct Plan (Growth)	Others	0.000	797200.233	Quoted	Fully paid	0.00	100.00	Yes	N.A.
110	Birla Sunlife Fixed Term Plan Direct plan (Growth)	Others	6000000.000	5000000.000	Quoted	Fully paid	600.00	500.00	Yes	N.A.
111	Birla Sunlife Medium Term Plan Direct (Growth)	Others	478096.030	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
112	Birla Sunlife Dynamic Bond Fund Direct (Growth)	Others	735684.938	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
113	Birla Sunlife Income Plus Direct (Growth)	Others	269813.411	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
114	Canara Robeco Dynamic Bond Fund Regular Plan (Growth)	Others	519084.148	1537881.022	Quoted	Fully paid	100.00	210.00	Yes	N.A.
115	DSP Black Rock FMP Direct Plan (Growth)	Others	1000000.000	1500000.000	Quoted	Fully paid	100.00	150.00	Yes	N.A.
116	DHFL Pramerica FMP S-57 Direct Plan (Growth)	Others	2100000.000	2100000.000	Quoted	Fully paid	210.00	210.00	Yes	N.A.



117	DHFL Pramerica Corporate Debt Opportunities Fund Regular Plan (Growth)	Others	944447.593	944447.593	Quoted	Fully paid	100.00	100.00	Yes	N.A.
118	DSP Black Rock Income Opportunities Fund Regular Plan (Growth)	Others	886715.681	483895.943	Quoted	Fully paid	200.00	100.00	Yes	N.A.
119	HDFC Debt Fund for Cancer Cure 2014 (Dividend)Regular	Others	0.000	250000.000	Quoted	Fully paid	0.00	25.00	Yes	N.A.
120	HDFC Fixed Maturity Plan Direct Plan (Growth)	Others	11000000.00	10000000.00	Quoted	Fully paid	1100.00	1000.00	Yes	N.A.
121	HDFC Income Fund Regular (Growth)	Others	0.000	370915.754	Quoted	Fully paid	0.00	100.00	Yes	N.A.
122	HDFC High Interest Fund Regular Plan (Growth)	Others	413201.646	250852.271	Quoted	Fully paid	225.00	100.00	Yes	N.A.
123	HDFC Income Fund Direct Plan (Growth)	Others	408141.054	725636.747	Quoted	Fully paid	150.00	200.00	Yes	N.A.
124	HDFC Corporate Debt Opportunities Fund Regular Plan (Growth)	Others	2102078.078	1323425.614	Quoted	Fully paid	235.00	135.00	Yes	N.A.
125	HSBC Fixed Term Fund Direct Plan (Growth)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
126	JP Morgan India Active Bond Fund - Retail Plan (Growth)	Others	0.000	1659524.565	Quoted	Fully paid	0.00	225.00	Yes	N.A.
127	JP Morgan India Corporate Debt Opportunities Fund Direct Plan (Growth)	Others	3032453.853	3032453.853	Quoted	Fully paid	311.25	311.25	Yes	N.A.
128	ICICI Prudential Fixed Maturity Plan Regular Plan(Growth)	Others	1850000.000	1850000.000	Quoted	Fully paid	185.00	185.00	Yes	N.A.
129	ICICI Prudential Fixed Maturity Plan Direct Plan(Growth)	Others	12991030.00	13491030.00	Quoted	Fully paid	1299.10	1349.10	Yes	N.A.
130	ICICI Prudential Interval Fund Annual Interval Plan-I Direct Plan (Growth)	Others	0.000	775524.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
131	ICICI Prudential Income opportunities fund Direct plan (Growth)	Others	937760.815	2418408.328	Quoted	Fully paid	200.00	400.00	Yes	N.A.
132	ICICI Prudential Corporate Bond Fund Regular Plan (Growth)	Others	1210803.595	2315794.285	Quoted	Fully paid	239.15	439.15	Yes	N.A.
133	ICICI Prudential Long Term Direct Plan (Growth)	Others	1366496.756	826851.734	Quoted	Fully paid	250.00	150.00	Yes	N.A.
134	ICICI Prudential Dynamic Bond Fund Direct (Growth)	Others	1115866.723	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
135	ICICI Prudential Income Plan Direct (Growth)	Others	408878.385	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
136	IDFC FMP Direct Plan (Growth)	Others	0.000	1986891.741	Quoted	Fully paid	0.00	198.69	Yes	N.A.
137	IDFC Corporate Bond Fund Direct (Growth)	Others	1460209.297	0.000	Quoted	Fully paid	150.00	0.00	Yes	N.A.



138	IDFC Super Saver Income Fund Investment Plan - Direct Plan (Growth)	Others	267840.164	683749.806	Quoted	Fully paid	100.00	200.00	Yes	N.A.
139	Invesco Fixed Maturity Plan S-29 Direct (Growth)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
140	Invesco Corporate Bond Fund Direct (Growth)	Others	7688.110	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
141	Kotak Fixed Maturity Plan Direct Plan (Growth)	Others	1000000.000	5000000.000	Quoted	Fully paid	100.00	500.00	yes	N.A.
142	Kotak Medium Term Plan Regular (Growth)	Others	741185.452	0.000	Quoted	Fully paid	100.00	0.00	yes	N.A.
143	L & T FMP Direct Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
144	L & T Triple Ace Bond Fund Regular Plan (Bonus Option)	Others	0.000	568672.420	Quoted	Fully paid	0.00	6.10	Yes	N.A.
145	L & T Triple Ace Bond Fund Regular Plan (Growth)	Others	0.000	313380.403	Quoted	Fully paid	0.00	100.00	Yes	N.A.
146	L&T Income Opportunities Fund Regular Plan (Growth)	Others	1502542.024	922636.896	Quoted	Fully paid	240.00	140.00	Yes	N.A.
147	L&T Resurgent India Corporate Bond Fund Regular Plan (Growth)	Others	2190099.424	1300000.000	Quoted	Fully paid	230.00	130.00	Yes	N.A.
148	Principal PNB Fixed Maturity plan Direct Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
149	Reliance Fixed Horizon Fund Direct Plan (Growth)	Others	5536329.153	1036329.153	Quoted	Fully paid	553.63	103.63	Yes	N.A.
150	Religare FMP Direct Plan (Growth)	Others	5350000.000	8350000.000	Quoted	Fully paid	535.00	835.00	Yes	N.A.
151	Reliance Corporate Bond Fund Regular Plan (Growth)	Others	3265598.676	3265598.676	Quoted	Fully paid	350.00	350.00	Yes	N.A.
152	Reliance Dynamic Bond Fund Regular (Growth)	Others	919320.438	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
153	Reliance Income Fund Regular (Growth)	Others	195647.623	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
154	SBI Magnum Income Fund (Growth)	Others	538149.412	654898.147	Quoted	Fully paid	200.00	200.00	Yes	N.A.
155	SBI Fixed Maturity Plans Direct Plan (Growth)	Others	17403935.150	15403935.150	Quoted	Fully paid	1740.394	1540.394	Yes	N.A.
156	SBI Corporate Bond Fund Regular Plan (Growth)	Others	647413.813	647413.813	Quoted	Fully paid	140.000	140.000	Yes	N.A.
157	SBI Corporate Bond Fund Direct Plan (Growth)	Others	2257981.581	2257981.581	Quoted	Fully paid	500.000	500.000	Yes	N.A.
158	SBI Dynamic Bond Fund Direct Growth	Others	525036.359	0.000	Quoted	Fully paid	100.000	0.000	Yes	N.A.
159	Tata Fixed Maturity Plan Direct Plan (Growth)	Others	5291390.000	6291390.000	Quoted	Fully paid	529.14	629.14	Yes	N.A.
160	TATA Dynamic Bond Fund Regular Plan (Growth)	Others	0.000	1097303.377	Quoted	Fully paid	0.00	200.00	Yes	N.A.
161	Franklin India Corporate Bond Opportunities Fund Regular Plan (Growth)	Others	4498039.811	4498039.811	Quoted	Fully paid	622.88	622.88	Yes	N.A.
162	Franklin India Income Builder Account Plan - A (Growth)	Others	0.000	246836.177	Quoted	Fully paid	0.00	100.00	Yes	N.A.
163	Franklin India Income Opportunities Fund (Growth)	Others	0.000	733939.567	Quoted	Fully paid	0.00	100.00	Yes	N.A.





164	UTI Fixed Maturity Plan Direct Plan (Growth)	Others	10550000.000	8550000.000	Quoted	Fully paid	1055.00	855.00	Yes	N.A.
165	UTI Income Opportunities Fund Regular Plan (Growth)	Others	1092055.948	5039475.595	Quoted	Fully paid	125.00	544.60	Yes	N.A.
166	UTI Bond Fund Direct Growth	Others	578719.219	0.000	Quoted	Fully paid	300.00	0.00	Yes	N.A.
167	UTI Dynamic Bond Fund Direct Plan (Growth)	Others	2244920.737	1553615.263	Quoted	Fully paid	400.51	200.00	Yes	N.A.
<b>Investments through Invesco Asset Management (India) Pvt. Ltd.</b>										
168	Invesco India Liquid Fund- Direct Plan Daily Dividend	Others	330.362	0.00	Quoted	Fully paid	3.31	0.00	Yes	N.A.
<b>Equity Mutual Funds</b>										
169	Birla Sunlife Index fund Direct Plan (Dividend Payout)	Others	0.000	819356.477	Quoted	Fully paid	0.00	100.00	Yes	N.A.
170	Birla sunlife MNC Fund Regular Plan (Dividend Payout)	Others	226609.905	83943.738	Quoted	Fully paid	330.00	120.00	Yes	N.A.
171	Birla Sunlife Enhanced Arbitrage Fund Direct Plan (Growth)	Others	0.000	664006.215	Quoted	Fully paid	0.00	100.00	Yes	N.A.
172	Birla Sunlife Equity Saving Regular (Dividend Payout)	Others	1748251.748	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
173	DHFL Pramerica Top Euroland Offshore Fund Regular Plan(Growth)	Others	377654.061	377654.061	Quoted	Fully paid	50.00	50.00	Yes	N.A.
174	DSP Black Rock Focus 25 Fund Regular Plan (Dividend Payout)	Others	613158.379	613158.379	Quoted	Fully paid	100.00	100.00	Yes	N.A.
175	DSP Blackrock US Flexible Equity Fund Regular (Growth)	Others	565981.273	0.000	Quoted	Fully paid	110.00	0.00	Yes	N.A.
176	Franklin India Feeder - Franklin European Growth Fund Regular Plan (Growth)	Others	0.000	699727.254	Quoted	Fully paid	0.00	70.00	Yes	N.A.
177	Franklin India Balanced Fund Regular Plan (Dividend Payout)	Others	0.000	415311.712	Quoted	Fully paid	0.00	100.00	Yes	N.A.
178	Franklin Asian Equity Fund Regular (Growth)	Others	568091.440	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
179	HDFC Index fund-Sensex Plus Plan Direct Plan (Growth)	Others	0.000	28406.061	Quoted	Fully paid	0.00	105.00	Yes	N.A.
180	HDFC Charity Cancer Cure Arbitrage Plan Direct (Growth)	Others	250000.000	0.000	Quoted	Fully paid	25.00	0.00	Yes	N.A.
181	HDFC Prudence Fund (Dividend Payout)	Others	0.000	308280.412	Quoted	Fully paid	0.00	100.00	Yes	N.A.
182	HDFC Equity Saving Fund Regular Plan (Dividend Payout)	Others	2222258.448	0.000	Quoted	Fully paid	250.00	0.00	Yes	N.A.
183	JP Morgan Europe Dynamic Equity Offshore Fund Regular Plan(Growth)	Others	0.000	513831.494	Quoted	Fully paid	0.00	51.38	Yes	N.A.
184	JP Morgan India Equity Income Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.



185	JP Morgan India Equity Income Fund Direct Plan (Growth)	Others	0.000	1404731.134	Quoted	Fully paid	0.00	150.00	Yes	N.A.
186	JP Morgan India Balanced Advantage Fund Direct Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
187	Kotak 50 Equity Scheme Regular Plan (Dividend Payout)	Others	0.000	223553.608	Quoted	Fully paid	0.00	100.00	Yes	N.A.
188	Kotak Nifty ETF	Others	17500.000	17500.000	Quoted	Fully paid	148.23	148.23	Yes	N.A.
189	L&T Equity Savings Fund Regular Plan (Growth)	Others	0.000	707113.562	Quoted	Fully paid	0.00	100.00	Yes	N.A.
190	ICICI Prudential Balanced Advantage Fund Regular Plan (Dividend)	Others	0.000	1880879.220	Quoted	Fully paid	0.00	300.00	Yes	N.A.
191	ICICI Prudential Equity Arbitrage fund Regular Plan (Growth)	Others	0.000	508124.917	Quoted	Fully paid	0.00	100.00	Yes	N.A.
192	ICICI Prudential US Bluechip Equity Fund Regular Plan (Growth)	Others	493985.452	706125.100	Quoted	Fully paid	100.00	105.00	Yes	N.A.
193	ICICI Prudential Global Stable Equity Fund Regular Plan (Growth)	Others	759301.443	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
194	ICICI Prudential Dividend Yield Equity Fund Regular Plan (Dividend Payout)	Others	0.000	905410.794	Quoted	Fully paid	0.00	105.00	Yes	N.A.
195	ICICI Prudential India Recovery Fund Regular Plan (Dividend Payout)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
196	L&T Emerging Businesses Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
197	L&T Business Cycles Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
198	L&T India Prudence Fund Regular Plan (Dividend Payout)	Others	0.000	547525.186	Quoted	Fully paid	0.00	100.00	Yes	N.A.
199	L&T Global Real Assets Fund(Growth)	Others	0.000	1046624.566	Quoted	Fully paid	0.00	200.00	Yes	N.A.
200	Religare Global Equity Income Fund Regular Plan (Growth)	Others	0.000	983904.477	Quoted	Fully paid	0.00	100.00	Yes	N.A.
201	Reliance Arbitrage Advantage Fund Direct Plan (Growth)	Others	0.000	670245.779	Quoted	Fully paid	0.00	100.00	Yes	N.A.
202	Reliance Regular Saving Fund Balanced (Dividend Payout)	Others	0.000	556863.759	Quoted	Fully paid	0.00	100.58	Yes	N.A.
203	SBI Magnum Balanced Fund Regular Plan (Dividend Payout)	Others	355000.178	686773.073	Quoted	Fully paid	100.00	200.00	Yes	N.A.
204	SBI Equity Opportunities Fund S-2 Regular Plan (Dividend Payout)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.



205	SBI Arbitrage Opportunities Fund Direct Plan (Growth)	Others	0.000	518615.711	Quoted	Fully paid	0.00	100.00	Yes	N.A.
206	SBI Small and Midcap Fund Regular Plan (Dividend Payout)	Others	1348632.716	607358.243	Quoted	Fully paid	345.00	145.00	Yes	N.A.
207	SBI Pharma Fund Regular Plan (Dividend Payout)	Others	111166.053	101006.889	Quoted	Fully paid	120.00	110.00	Yes	N.A.
208	TATA Balanced Fund Regular Plan (Dividend Payout)	Others	0.000	123807.732	Quoted	Fully paid	0.00	100.00	Yes	N.A.
<b>MIP Mutual Funds (Debt-More than 50%)</b>										
209	Axis Hybrid Fund Series Regular plan(Growth)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
210	DSP Black Rock Dual Advantage Fund Regular Plan (Growth)	Others	2000000.000	4000000.000	Quoted	Fully paid	200.00	400.00	Yes	N.A.
211	DSP Black Rock Dynamic Allocation Fund Regular Growth	Others	767748.424	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
212	HDFC Capital Protection Oriented Fund Regular Plan (Growth Plan)	Others	1000000.000	5057376.000	Quoted	Fully paid	100.00	505.74	Yes	N.A.
213	ICICI Prudential Capital protection Oriented Fund Regular plan(Growth)	Others	1000000.000	2000000.000	Quoted	Fully paid	100.00	200.00	Yes	N.A.
214	Reliance Dual Advantage Fixed Tenure Fund Regular Plan (Growth)	Others	1500000.000	1500000.000	Quoted	Fully paid	150.00	150.00	Yes	N.A.
215	SBI Dual Advantage Fund S-VII Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
216	SBI Dynamic Asset Allocation Fund Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
217	TATA Dual Advantage Fund Scheme A Plan - A Regular Plan (Growth)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
218	TATA Dual Advantage Fund Scheme C Plan- A Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
<b>TOTAL</b>							<b>19027.60</b>	<b>20500.87</b>		
<b>(g)</b>	<b>Investments in partnership firms</b>	-	-	-	-	-	-	-	-	-
<b>(h)</b>	<b>Other non-current investments (Venture Funds/AIF)</b>									
219	Kotak India Venture fund, Life Sciences & Biotech Fund through Kotak Mahindra Bank Ltd.	Others	16000.000	16000.000	Unquoted	Fully paid	18.67	52.53	Yes	N.A.
220	IIFL Real Estate Fund (Domestic) - Series 1	Others	97191.000	97191.000	Unquoted	Fully paid	15.48	15.48	Yes	N.A.
221	IIFL Seed Ventures Fund I	Others	554649.444	250000.000	Unquoted	Partly Paid	60.00	25.00	Yes	N.A.
222	IIFL Special Opportunities Fund	Others	250000.000	0.000	Unquoted	Partly Paid	25.00	0.00	Yes	N.A.
223	IIFL Income Opportunities Series Debt Advantage	Others	3000000.000	0.000	Unquoted	Fully paid	300.00	0.00	Yes	N.A.
224	IDFC Real Estate Yield Fund	Others	19900.000	19900.000	Unquoted	Partly Paid	117.35	144.01	Yes	N.A.
225	Asha Fund (Arthveda Low Income Housing Fund)	Others	5000.000	2000.000	Unquoted	Partly Paid	50.00	20.00	Yes	N.A.



226	ORIOS Ventures Partners Fund-II	Others	35000.000	35000.000	Unquoted	Partly Paid	35.00	35.00	Yes	N.A.
227	SBI PIPE Fund-1	Others	1000.000	1000.000	Quoted	Fully paid	97.71	97.71	Yes	N.A.
<b>TOTAL</b>							<b>719.21</b>	<b>389.74</b>		
<b>TOTAL OTHER INVESTMENT</b>							<b>60612.21</b>	<b>56645.20</b>		
<b>Less : Provision for diminution in the value of Investments</b>										
<b>Kingfisher Airlines Ltd.</b>							<b>-33.84</b>	<b>-33.84</b>		
<b>Sancia Global Infraprojects Ltd.</b>							<b>-17.00</b>	<b>-17.00</b>		
<b>TOTAL OTHER INVESTMENT 'B'</b>							<b>60561.37</b>	<b>56594.36</b>		
<b>TOTAL INVESTMENT 'A + B '</b>							<b>63380.19</b>	<b>58851.80</b>		
<b>SUMMARY ( Standalone)</b>										
<b>Book Value of Quoted Investments</b>							<b>45917.45</b>	<b>45722.10</b>		
<b>Book Value of Unquoted Investments</b>							<b>2216.42</b>	<b>1585.04</b>		
<b>Market Value of Quoted Investments</b>							<b>70810.31</b>	<b>54449.95</b>		

**Note 10 Long Term Loan & Advance**

Security Deposits		<b>25.86</b>	21.76
<b>Total</b>		<b>25.86</b>	21.76

**Note 11 Inventories**

Equity Shares	<b>920.77</b>	327.58
Bonds/Debentures	<b>391.78</b>	0.00
Debt Mutual Funds	<b>0.15</b>	0.00
Real Estate Fund	<b>657.62</b>	547.05
Real Estate Property	<b>703.93</b>	703.93
<b>Total</b>	<b>2674.25</b>	1578.56

**Note 12 Cash And Cash Equivalents**

a. Balances with banks*			
This includes:			
- Earmarked Balances (e.g. Unpaid dividend accounts)	<b>30.40</b>	27.20	
- In Current Accounts	<b>22.63</b>	6.11	
b. Cash in hand	<b>0.66</b>	0.59	
c. Cash with PMS	<b>10.04</b>	0.00	
d. Fixed Deposit Account	<b>79.03</b>	0.00	
<b>Total</b>	<b>142.76</b>	33.90	

**Note 13 Short-term Loans and Advances**

Secured Loan Considered good		<b>0.00</b>	0.00
Unsecured Loans considered (Doubtful)	182.09		82.09
Provision for NPA	<u>-34.63</u>	<b>147.46</b>	<u>-24.63</u> 57.46
Unsecured Loans considered good		<b>0.00</b>	100.00
<b>Total</b>		<b>147.46</b>	157.46

**Note 14. Other Current Assets**

<b>(Unsecured Considered Good)</b>			
Interest Accrued		<b>208.29</b>	135.07
Others		<b>18.33</b>	60.66
Advance Taxes		<b>523.65</b>	207.59
<b>Total</b>		<b>750.27</b>	403.32

**Note 15. Operating Income**

<b>Gain/(Loss) From Trading of Shares/Securities/Others</b>		
Opening Stock	(1578.56)	(1116.40)
Purchases	(2250.69)	(999.82)
Sales of Securities	1289.92	616.25
Closing Stock	2674.25	1578.56
	<u>134.92</u>	<u>78.59</u>
Dividend Income	3.58	5.44
Interest Gross	142.18	38.13
Income from Stock Lending	6.21	9.90
Previous Year Income	3.81	1.35
Miscellaneous Receipts	0.00	0.90
Previous Year Expenses Written Back	0.01	0.00
<b>Total</b>	<b>290.71</b>	<b>134.31</b>

**Note 16. Other Income**

Dividend Income	690.96	654.67
Less: Dividend income from Associates	(307.67)	(102.57)
Interest Gross	145.96	258.13
Net Gain on Sale of Investments	2198.34	850.91
Miscellaneous Receipts	1.00	0.28
Previous Year Income	0.92	0.00
Provision for Standard Assets Written Back	0.30	0.00
Rental Income	13.78	0.00
<b>Total</b>	<b>2743.59</b>	<b>1661.41</b>

**Note 17. Employee Benefits Expenses**

Salary, Wages And Bonus	197.18	249.68
Contribution To Group Insurance & Gratuity	0.42	0.38
Employee Welfare Exp.	0.05	0.04
<b>Total</b>	<b>197.65</b>	<b>250.10</b>

**Note 18. Financial Expenses**

<b>Interest To Banks</b>		
- On Over Draft Account	17.24	8.00
<b>Interest to Other's</b>	<b>0.00</b>	<b>6.38</b>
<b>Total</b>	<b>17.24</b>	<b>14.38</b>

**Note 19. Other Expenses**

<b>Administrative Expenses (A)</b>		
Conveyance	8.70	7.71
Rent	2.28	2.20
Fees & Taxes	12.07	12.76
Service Tax Others	1.04	1.01
Insurance	1.08	1.14
Legal & Professional Charges	39.15	153.45
Printing & Stationery	2.95	0.42
Postage And Telegraph	1.37	0.20
Director Sitting Fees	3.20	3.90
Travelling Expenses	1.01	0.53
Entertainment Expenses	0.03	0.00
Telephone Expenses	1.15	0.98
Security Transaction Tax(Main Unit)	0.68	0.73
Security Transaction Tax(Trading Unit)	1.32	0.81



Vehicle Fuel	2.84	4.09
Vehicle Other	0.09	0.00
AGM Expenses	0.44	0.39
Provision on Standard Assets	0.00	0.05
Electricity Expenses	0.17	0.14
Subscription	0.03	0.03
<b>AUDITORS REMUNERATION</b>		
Audit Fees	0.84	0.80
Tax Audit Fees	0.24	0.23
Certification Charges	0.05	0.07
<b>TOTAL (A)</b>	<b>80.73</b>	<b>191.64</b>
<b>Other Expenses (B)</b>		
Charity & Donation	0.93	0.58
Previous Year Expenses	0.79	0.31
Previous Year Income Written off	1.64	0.00
Amount Rounded Off	0.00	0.00
Provision for Doubtful Assets	10.00	8.21
Provision For Diminution in Long Term Investments	0.00	50.84
Building Repair & Maintainance	14.01	4.00
Vehicle Repair	0.35	0.24
Newspaper Books & Periodicals	0.04	0.08
Miscellaneous Expenses	0.09	0.08
Fine & Penalty	0.00	0.01
General Repair & Maintainance	0.00	0.01
Bank Charges	0.13	0.06
<b>TOTAL (B)</b>	<b>27.98</b>	<b>64.42</b>
<b>TOTAL (A to B)</b>	<b>108.71</b>	<b>256.06</b>

**Note 20 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 'Earning per Share' issued by the Institute of Chartered Accountants of India.

<b>BASIC AND DILUTED</b>	<b>31.03.2017</b>	<b>31.03.2016</b>
Earning per share has been computed as under:		
<b>BASIC</b>		
a) Profit after Taxation	6296.05	3997.10
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	37.60	23.87
<b>DILUTED</b>		
a) Profit after Taxation	6296.05	3997.10
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	37.60	23.87

**NOTES ON FINANCIAL STATEMENTS**

**Note 21 Contingent Liabilities not provided for**

<b>Particulars</b>	<b>As at 31 March 2017</b>	<b>As at 31 March 2016</b>
(i) Contingent Liabilities		
(a) Claims against the company not acknowledged as debt	-	-
(b) Guarantees	-	-
(c) Other money for which the company is contingently liable	-	-



(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	<b>66.73</b>	136.23
(b) Uncalled liability on shares and other investments partly paid	<b>1,090.97</b>	399.97
(c) Letter of Credit outstanding in favour of Suppliers of Goods(Net of Advances)	-	-
(d) Other commitments (Collateral Charge on Land against outstanding Bank Loan to Developer of Chennai Property)	<b>1,329.67</b>	1,805.04
(e) Demand of Income Tax Payable for A.Y. 2013-2014	<b>21.94</b>	21.94
<b>Total</b>	<b>2,509.31</b>	2,363.18

**Note 22 CONSOLIDATION INFORMATION**

(i) The Consolidated Financial Statements present the consolidated accounts of Nahar Capital and Financial Services Limited and its following associates

Name of Associate	Net Assets of an Associate & profit for the Year after tax	Extent of Share holding %		Original Cost of Investment		Amount of Capital Reserve		Accumulated profits after acquisition of shares of associates at the year end & profit for the year			
		Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year		
Nahar Spinning Mills Limited	Net Asset	85626.80	81021.72	28.44%	28.44%	6087.15	6087.15	10647.76	10647.76	7605.11	6305.14
	Profit for the Year	5221.84	4989.28							1485.15	1419.01
Nahar Poly Films Limited	Net Asset	16894.21	16044.94	49.16%	49.16%	2886.85	2886.85	3288.30	3288.30	2129.81	1712.68
	Profit for the Year	996.46	1166.22							489.87	572.88
Nahar Industrial Enterprises Limited	Net Asset	68920.83	62235.04	23.44%	23.44%	9973.89	9973.89	879.79	879.79	5511.39	3526.83
	Profit for the Year	8945.98	4289.56							2096.94	991.45

(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.



**Note 23 RELATED PARTY DISCLOSURE :**

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

Sr.No.	PARTICULARS	*ASSOCIATES		KEY MANAGEMENT PERSONNELS & THEIR RELATIVES		Total	
		Current Year (In Lakhs)	Previous Year (In Lakhs)	Current Year (In Lakhs)	Previous Year (In Lakhs)	Current Year (In Lakhs)	Previous Year (In Lakhs)
1	Loan Taken	0.00	1890.00	0.00	0.00	0.00	1890.00
2	Loan Repaid	0.00	1890.00	0.00	0.00	0.00	1890.00
3	Interest Paid	0.00	6.38	0.00	0.00	0.00	6.38
4	Investment Purchase	0.00	0.00	108.65	0.00	108.65	0.00
5	Director's Sitting Fee	0.00	0.00	0.80	0.90	0.80	0.90
6	Interest Received	0.00	0.00	0.00	0.00	0.00	0.00
7	CSR Expenses/Contribution	0.00	47.67	0.00	0.00	0.00	47.67
8	Rent	2.28	2.20	0.00	0.00	2.28	2.20
9	Managerial Remuneration	0.00	0.00	120.00	180.00	120.00	180.00
10	Balance Payable	8.46	15.94	4.65	6.95	13.11	22.89

**Note :**

**Associates**

Nahar Spinning Mills Ltd., Nahar Poly Films Ltd., Nahar Industrial Enterprises Ltd.,

**\*Other Related Parties/ Group Companies**

Oswal Woollen Mills Ltd., Monte Carlo Fashions Ltd., Cotton County Retail Ltd., Vanaik Spinning Mills Ltd., Abhilash Growth Fund (P) Ltd., Atam Vallabh Financers Ltd., Bermuda Insurance Brokers Pvt. Ltd., Kovalam Investments & Trading Co. Ltd., Monica Growth Fund (P) Ltd., Nagdevi Trading & Investments Co. Ltd., Nahar Growth Fund (P) Ltd., Neha Credit & Investments (P) Ltd., Crown Stars Ltd., Ruchika Growth Fund (P) Ltd., Girnar Investments Ltd., HUG Foods (P) Ltd., Sankeshwar Holding Co. Ltd., Vanaik Investors Ltd., Vardhman Investments Ltd., J.L.Growth Fund Ltd., Simran & Shanaya Co. Ltd., Sidhant & Mannat Co. Ltd., Oswal Foundation, Amloh Industries Limited, Retailerkart E Venture Private Limited, Nahar Industrial Infrastructure Corporation Limited, Nahar Financial and Investment Limited, Palam Motels Limited, Vigil Investment Private Limited, Shri Atam Fabrics Limited, Cabot Trading and Investment Co Private Limited, Marble E Retail Private Limited, Suvrat Trading Company Limited, White Tiger Breweries and Distilleries Limited

**Key Management Personnel**

Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Sh. Kamal Oswal

**Relatives of Key Management Personnel**

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

\*Associates includes the Companies/entities in which the Key Management Personnel or their relatives have significant influence and also includes enterprises with whom no transaction has taken place during the period.





**Note 24 GENERAL**

- a) In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet except in case of those shown as doubtful.
- b) The Company is liable to pay tax as per provisions of section 115JB of the Income Tax Act, 1961. In accordance with the provisions of section 115JAA of the said Act, the Company is entitled to take credit of the tax paid under section 115JB of the said act. However, such credit has not been recognized in the financial statements, as there is no convincing evidence available that the Company will be paying tax as per normal provisions of the said act, during the period for which MAT credit can be carried forward, Hence no Deferred Tax Asset has been created.
- c) The Institute of Chartered Accountants of India has issued an Accounting Standard (AS)-28 on impairment of assets, which is mandatory for the accounting periods commencing on or after 1st April 2004. In accordance with the said standard, the company has assessed as on date of applicability of the aforesaid Standard and as well as on Balance Sheet Date, whether there are any indications (listed in paragraph 8 to 10 of the Standards) with regards to the impairment of any of the assets. Based on such assessment it has been ascertained that no potential loss is present and therefore, formal estimate of recoverable amount has not been made. Accordingly no impairment loss has been provided in the books of accounts.
- d) Company has given collateral Security of Land not exceeding Rs. 1329.67 Lakhs against loan outstanding with Indian Overseas Bank by Developer of Chennai Property i.e. M/s. Voora Property Developers (P) Ltd., for uninterrupted construction of villas.
- e) The Company is operating in Single Segment i.e. Investment/Financial Activity. Hence, Segment reporting as required under Accounting Standard 17 (AS17) is not applicable.

**Note 25 The Employee's Gratuity Fund scheme is managed by LIC. The following table set out the funded status of the gratuity plan recognized as per the company's financial statement as at 31.03.2017.**

Sr.No.	Particulars	As at 31 March 2017	As at 31 March 2016
1	<b>Asumptions</b>		
	Discount Rate	8%	8%
	Salary Escalation	7%	7%
	Mortality Table (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
2	<b>Reconciliation of Opening and Closing balances of defined benefit obligation:</b>		
	Present value of obligations as at the beginning of the year	25.87	23.22
	Interest Cost	2.07	1.86
	Current Service Cost	1.40	1.21
	Benefit Paid	0.00	0.00
	Acturial (gain)/(Loss) on obligations	(0.77)	(0.42)
	Present value of obligations as at the end of the year	28.57	25.87
3	<b>Reconciliation of Opening and Closing balances of plan assets:</b>		
	Fair value of plan as at the beginning of year	27.44	24.21
	Returns on plan asset	2.26	2.27
	Contributions	0.00	0.96
	Benefit Paid	-	-
	Acturial (gain)/(Loss) of Plan Asset	--	-
	Fair value of plan as at the end of year	29.70	27.44
4	<b>Reconciliation of fair value of assets and obligations:</b>		
	Present Value of obligations as at the end of year	28.57	25.87
	Fair value of plan as at the end of year	29.70	27.44
	Net Asset/(Liability) recognized in the Balance Sheet	0.00	0.00
5	<b>Expenses Recognized in statement of Profit &amp; Loss</b>		
	Current Service Cost	1.40	1.21
	Interest Cost	2.07	1.86
	Expected return on plan asset	(2.26)	(2.27)
	Net Acturial (gain)/loss recognised in the year	(0.77)	(0.42)
	Expenses Recognized in statement of Profit & Loss	0.43	0.38

**Note 26 Disclosure of details as required by Revised Para 13 of Non Banking Financial Companies Prudential norms (Reserve Bank Directions,2007), earlier Para 9BB of Non Banking Financial Companies Prudential norms (Reserve Bank Directions,1998)**

Particulars	Amount	Amount	Amount	Amount
	Outstanding 31-03-2017	Overdue 31-03-2017	Outstanding 31-03-2016	Overdue 31-03-2016
<b>1. Loans and advances availed by NBFC</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Inclusive of Interest accrued there on but not paid</b>				
a. Debentures (Other than falling with in the meaning of public deposits)				
(i) Secured	0.00	0.00	0.00	0.00
(ii) Unsecured	0.00	0.00	0.00	0.00
b. Deferred Credits	0.00	0.00	0.00	0.00
c. Term Loans	0.00	0.00	0.00	0.00
d. Inter-Corporate Loans & Borrowings	0.00	0.00	0.00	0.00
e. Commercial Paper	0.00	0.00	0.00	0.00
f. Other Loans (Over Draft Account)	0.00	0.00	0.00	0.00
<b>2. Break up of Loans &amp; Advances including bills receivable other than those including in (3) below</b>				
a. Secured	0.00	0.00	0.00	0.00
b. Unsecured	147.46	0.00	157.46	0.00
<b>3. Break up of Leased Assets and Stock in hire and other assets counting towards AFC activities</b>		<b>As at 31.03.2017</b>		<b>As at 31.03.2016</b>
<b>Lease Assets including lease rentals under</b>				
<b>Sundry Debtors</b>				
1. Financial Lease (Net of Depreciation and Lease adjustment)		0.00		0.00
2. Operating Lease		0.00		0.00
<b>4. Break up of Investments</b>				
<b>a. Current Investments</b>				
1. Quoted Investments				
a. Shares				
i) Equity		0.00		0.00
ii) Preference		0.00		0.00
b. Debentures & Bonds		0.00		0.00
c. Units of Mutual Funds		0.00		0.00
d. Government Securities		0.00		0.00
e. Others (Please specify)		0.00		0.00
2. Unquoted Investments				
a. Shares				
i) Equity		0.00		0.00
ii) Preference		0.00		0.00
b. Debentures & Bonds		0.00		0.00
c. Units of Mutual Funds		0.00		0.00
d. Government Securities		0.00		0.00
e. Others (Please specify)		0.00		0.00
<b>b. Long Term Investments</b>				
1. Quoted				
-Shares		22134.85		21485.00
-Preference		774.08		774.08
-Debentures & Bonds		3826.73		2961.35



-Units of Mutual Funds	19027.60	20500.87
-Government Securities	154.19	0.00
<b>Total</b>	<b>45917.45</b>	<b>45722.10</b>
2. Unquoted		
-Shares	589.92	589.93
-Preference	900.00	500.38
-Debentures & Bonds	105.00	105.00
-Units of Mutual Funds/Venture Funds/AIF	621.50	389.74
-GOI Securities	0.00	0.00
-Other (Please specify)	0.00	0.00
<b>Total</b>	<b>2216.42</b>	<b>1585.05</b>
<b>Grand Total</b>	<b>48133.87</b>	<b>47307.15</b>

**5. Borrower group-wise classification of assets financed as in (2) and (3) above**

Particulars	Amount Net of Provisions					
	Secured 31.03.17	Secured 31.03.16	Unsecured 31.03.17	Unsecured 31.03.16	Total 31.03.17	Total 31.03.16
1 ) Related Parties						
a) Subsidiaries	0.00	0.00	0.00	0.00	0.00	0.00
b) Companies in the Same Group	0.00	0.00	0.00	0.00	0.00	0.00
c) Other related parties	0.00	0.00	0.00	0.00	0.00	0.00
2) Other than related parties Net	0.00	0.00	147.46	157.46	147.46	157.46
<b>Total</b>	<b>0.00</b>	<b>0.00</b>	<b>147.46</b>	<b>157.46</b>	<b>147.46</b>	<b>157.46</b>

**6. Investor group wise classification of all investments (current & long term) in shares & securities both quoted and unquoted excluding Stock-in-Trade**

Particulars	Market Value or Fair Value of NAV		Book Value (Net of Provisions)	
	31.03.2017	31.03.2016	31.03.2017	31.03.2016
1 ) Related Parties				
a) Subsidiaries	0.00	0.00	0.00	0.00
b) Companies in the Same Group	38692.16	24094.19	19382.07	19382.07
c) Other related parties	0.00	0.00	0.00	0.00
2 ) Other than related Parties	34334.58	31940.80	28751.80	27925.07
<b>Total</b>	<b>73026.74</b>	<b>56034.99</b>	<b>48133.87</b>	<b>47307.14</b>

**7. Other Information**

Particulars	Amount as on 31.03.2017	Amount as on 31.03.2016
a) Gross Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	182.09	82.09
b) Net Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	147.46	57.46
c) Assets acquired in satisfaction of debt	0.00	0.00

**Note 27 Disclosure of details as required by Para 5 of Non-Banking Financial Companies - Corporate Governance (Reserve Bank) Directions, 2015.**

I. Capital to Risk Asset Ratio ("CRAR")	(₹ in lakhs)	
Items	31.03.2017	31.03.2016
i) CRAR (%)	92.66	91.79



ii) CRAR - Tier I Capital (%)	92.66	91.79
iii) CRAR - Tier II Capital (%)	0.00	0.00
<b>II. Exposure to Real Estate Category</b>		
a) Direct Exposure		
i) Residential Mortgage	0.00	0.00
ii) Commercial Real Estate	0.00	0.00
iii) Investments in Mortgage Backed securities (MBS) and other securitised exposures (Investments in Equity and Debentures through Religare Credit Opportunities Fund-I, IIFL Real Estate Fund (Demostic Series-I), IDFC Real Estate Yield Fund, Reliance Yield Maximiser AIF-I, ICICI Prudential Real Estate AIF-I, ICICI Prudential Real Estate AIF-II, Asha Fund (Arthveda Low Income Housing Fund), IDFC Score fund AIF-II, Ask Real Estate Special Solutions Fund AIF-I & Indiareit Domestic Real Estate Strategy-I	0.00	0.00
a) Residential	803.23	694.21
b) Commercial Real Estate	37.23	32.34
b) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	303.55	303.55

**III. Maturity Pattern of asset and liabilities (At Book Values)**

	1 day to 30/31 days	Over 1 month to 2 months	Over 2 month to 3 month	Over 3 month to 6 month	Over 6 month to 1 Year	Over 1 year to 3 Year	Over 3 year to 5 Year	Over 5 years	Total
<b>Liabilities</b>									
Borrowings	0.00	1473.53	0.00	0.00	0.00	0.00	0.00	0.00	1473.53
from Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Market Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
<b>Assets</b>									
Advance	0.00	0.00	0.00	0.00	147.46	0.00	0.00	0.00	147.46
Investments	2256.00	1607.13	930.00	1629.00	2201.72	10647.70	2999.93	25862.39	48133.87

**Note 28 STOCK IN TRADE**

	Amount as on 31.03.2017	Amount as on 31.03.2016
Equity Shares	920.77	327.58
Debt Mutual Funds	0.15	0.00
Bonds	391.78	0.00
Real Estate Funds	657.62	547.05
Real Estate Property	703.93	703.93
<b>Total</b>	<b>2674.25</b>	<b>1578.56</b>

**Note 29 Particulars in respect of Opening Stock, Purchase, Sales & Closing Stock in Trade.**

	Value 31.03.2017	Value 31.03.2016
<b>OPENING STOCK</b>		
Equity Shares	327.58	227.25
Real Estate Funds	547.05	185.22
Real Estate Property	703.93	703.93
<b>Total</b>	<b>1578.56</b>	<b>1116.40</b>
<b>PURCHASES/TRANSFERS</b>		
Equity Shares	1453.69	407.82
Debt Mutual Funds	121.57	224.76
Bonds/NCD	500.43	367.24
Real Estate Funds	175.00	0.00



Real Estate Property	0.00	0.00
<b>Total</b>	<b>2250.69</b>	<b>999.82</b>
<b>SALES/TRANSFERS</b>		
Equity Shares	995.13	383.83
Debt Mutual Funds	121.52	0.00
Bonds/NCD	108.80	227.00
Real Estate Funds	64.47	5.42
Real Estate Property	0.00	0.00
<b>Total</b>	<b>1289.92</b>	<b>616.25</b>
<b>CLOSING STOCK</b>		
Equity Shares	920.77	327.58
Debt Mutual Funds	0.15	0.00
Bonds/NCD	391.78	0.00
Real Estate Funds	657.62	547.05
Real Estate Property	703.93	703.93
<b>Total</b>	<b>2674.25</b>	<b>1578.56</b>

**Note 30 Impact of prior period items on Profits is as under:**

	Current Year 31.03.2017	Previous Year 31.03.2016
Pre-Tax Profit after adjustment of prior period items	6766.05	4197.10
Add: Prior period expenses	2.42	0.31
Less: Previous Year Income	5.04	1.35
Net Profit before prior period items	6763.43	4196.06

**Note 31** Company has Capitalised Property (Palm Spring Plaza at Gurgaon) of Value Rs. 101718648.26, the Registration of the same is not done in the name of the Company by developer till the date of Balance Sheet. Possession of the said property has been taken.

**Note 32 The Details of Specified Bank Notes(SBN) held and transacted during the period from 08.11.16 to 30.12.16.**

	SBNs	Other denomination Notes	Total
Closing Cash in Hand	57500.00	2303.00	59803.00
(+) Permitted Receipts	0.00	110000.00	110000.00
(-) Permitted Payments	0.00	62818.00	62818.00
(-) Amount Deposited in Banks	57500.00	0.00	57500.00
Closing Cash in Hand	0.00	49485.00	49485.00

**Note 33** The Computation of net profit under section 198 of the Companies Act, 2013, for the purpose of remuneration payable to Managing Director, are given below:

Particulars	Current Year	Previous Year
Net Profit Before Taxation	3001.76	1316.34
Add: Managerial Remuneration	120.00	180.00
Net Profit U/S 198 of the Companies Act, 2013	3121.76	1496.34
Managerial Remuneration @ 5% of the above	156.09	74.82
Managerial Remuneration paid to Managing Director		
Salary Income	120.00	180.00
Other Perquisites	0.00	0.00
	120.00	180.00



**Note 34** In accordance with the Section 135 of the Companies Act, 2013, the Company is covered by the provisions of the said section

	<b>Current Year</b>	<b>Previous Year</b>
a) The amount required to be spent	<b>Rs. 42.39 Lakhs</b>	Rs. 47.67 Lakhs
b) The amount spent	<b>Rs. NIL</b>	Rs. 47.67 Lakhs

Last year the Company and other Group Companies have joined hands to undertake the future CSR activities under one Umbrella organization i.e. Oswal Foundation.

M/s. Oswal Foundation, a special purpose vehicle has been considering new project in the field of health care which is likely to be finalized soon. Whenever it will matured and approved by all the companies under umbrella, the amount of CSR liability will immediately be contributed to OSWAL FOUNDATION to implement the CSR project during the year 2017-18. Accordingly, the amount of CSR liability of Rs. 42.39 Lakhs has been set apart in Reserve and will be contributed as and when foundation demands for new project in hand.

**Note 35** The Board of Directors at their meeting proposed a dividend of Rs. 1.50 per share, subject to the approval of the members at the ensuing Annual General Meeting. In terms of revised Accounting Standard (AS) 4 "Contingencies and Events occurring after the Balance Sheet date" as notified by the Ministry of Corporate Affairs through amendments to Companies (accounting Standards) Amendment Rules, 2016, the Company has not appropriated proposed dividend (including tax) aggregating Rs. 3.02 Crore from Statement of Profit & Loss for the year ended March 31, 2017. However, the effect of the proposed dividend has been reckoned in determining capital funds in the computation of capital adequacy ratio as at March 31, 2017.

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

**FOR AND ON BEHALF OF THE BOARD**

**Place : LUDHIANA**  
**Date : 30.05.2017**

**VINOD KUMAR KHANNA**  
Partner  
M.No. 81585

**ANJALI MODGIL**  
Company Secretary

**HANS RAJ KAPOOR**  
Chief Financial Officer

**DINESH OSWAL**  
Managing Director  
(DIN-00607290)

**J.L. OSWAL**  
Chairman  
(DIN-00463866)



**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 amount in Rs.)

1	Sl. No.	<b>Not Applicable as the Company is not having any Subsidiary Company</b>
2	Name of Subsidiary	
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in case of foreign subsidiaries	
5	Share Capital	
6	Reserves & Surplus	
7	Total Assets	
8	Total Liabilities	
9	Investments	
10	Turnover	
11	Profit before taxation	
12	Provision for taxation	
13	Profit after taxation	
14	Proposed Dividend	
15	% of Shareholding	

**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 Spinning Mills Limited	Nahar Poly Films Limited	Nahar Industrial Enterprises Limited
1	Latest Audited Balance Sheet Date	31.03.2017	31.03.2017	31.03.2017
2	Shares of Associate/Joint Ventures held by the Company on the Year End No. of Shares	10257384	12087671	9336745
	Amount of Investment in Associates/Joint Venture (Rs. In Lakhs)	6087.15	2886.85	9973.89
	Extend of Holding %	28.44%	49.16%	23.44%
3	Description of how there is significant influence	More than 20% Shareholding 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 (Rs. In Lakhs)	85626.80	16894.21	68920.83
6	Profit/Loss for the year (After)			
	i. Considered in Consolidation	1419.01	572.88	991.45
	ii. Not Considered in Consolidation (Rs. in Lakhs)	3570.27	592.43	3298.11

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

**FOR AND ON BEHALF OF THE BOARD**

Place : LUDHIANA  
Date : 30.05.2017

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)





# NAHAR CAPITAL AND FINANCIAL SERVICES LTD

Registered office: 375, Industrial Area – A, Ludhiana – 141003

CIN: L45202PB2006PLC029968

E-mail: secncfs@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 GOGNA AS A DIRECTOR LIABLE TO RETIRE BY ROTATION			
4	APPOINTMENT OF MR. SATISH KUMAR SHARMA 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 12TH AGM TILL THE CONCLUSION OF 17TH ANNUAL GENERAL MEETING			
6	APPOINTMENT OF DR. VIJAY ASDHIR, AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
7	APPOINTMENT OF DR. MANISHA GUPTA AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
8	RE- APPOINTMENT OF PROF. KANWAR SAIN MAINI AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
9	RE- APPOINTMENT OF DR. SURESH KUMAR SINGLA AS AN INDEPENDENT DIRECTOR OF THE COMPANY			
10	RE- APPOINTMENT OF DR. AMRIK SINGH SOHI AS AN INDEPENDENT DIRECTOR OF THE COMPANY			

Place:

Signature of the Member

Date:

or

Authorised Representative

Notes :

(I) For the Resolutions, Explanatory Statements and notes please refer to the Notice of 12th 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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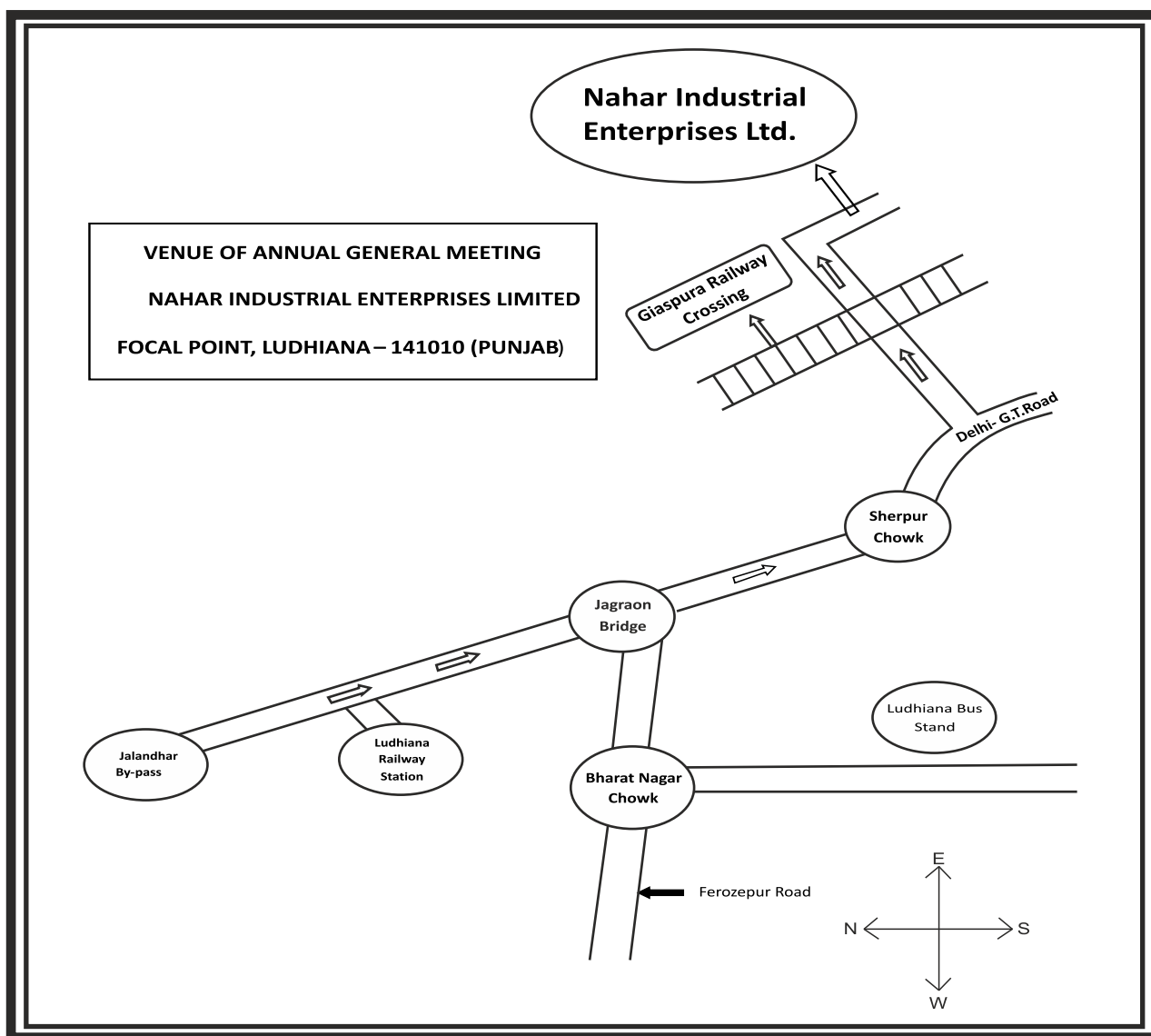
## INSTRUCTIONS

### 1. General Instructions:

- There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- 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.
- 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)
- 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.
- The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

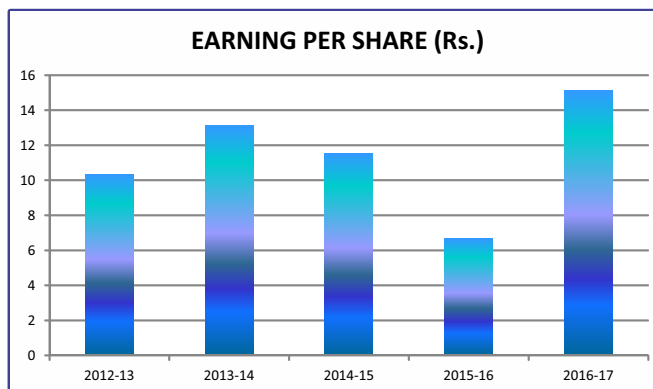
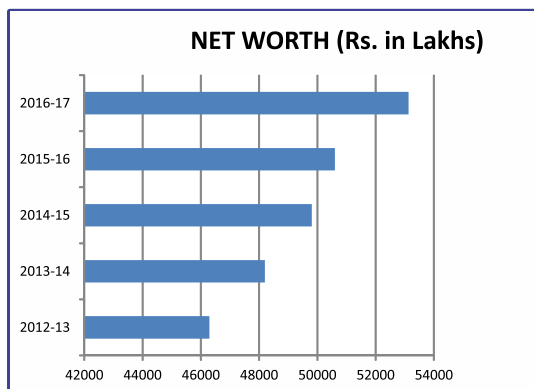
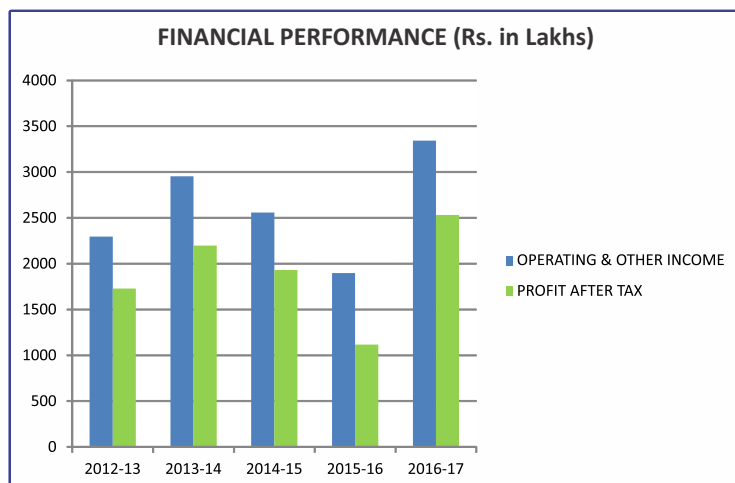
### 2. Instructions for voting physically by Ballot Form:

- This Form must be completed and signed by the Member who is desirous of exercising his/her vote at the 12th 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.
- 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.
- 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.
- 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.
- Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil
- Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- 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.
- The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.ownnagar.com](http://www.ownnagar.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.



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# Performance At A Glance



Rupees in Lakhs

Sr. No.	PARTICULARS	2012-13	2013-14	2014-15	2015-16	2016-17
1	OPERATING & OTHER INCOME	2295	2953	2557	1898	3342
2	GROSS PROFIT(Before Interest & Dep.)	2118	2711	2332	1344	3036
3	PROFIT AFTER TAX	1729	2198	1930	1116	2532
4	INVESTMENT & LONG TERM ADVANCES	39571	42289	45535	47329	48160
5	FIXED ASSETS (INCL. WIP) GROSS BLOCK	3170	3166	3152	3268	3595
6	NET BLOCK	3169	3152	3138	3254	3579
7	CURRENT ASSETS	5286	3670	1984	2173	3715
8	CAPITAL TO RISK ASSET RATIO (CRAR)					
	I) CRAR(%)	96.01	95.17	96.94	91.79	92.66
	II) CRAR - TIER I CAPITAL (%)	96	95.16	96.94	91.79	92.66
	III) CRAR - TIER II CAPITAL (%)	0.01	0.01	0.00	0.00	0.00
9	SHARE CAPITAL	837	837	837	837	837
10	NET WORTH	46294	48198	49806	50601	53131
11	BOOK VALUE PER SHARE (Rs.)	276.45	287.82	297.42	302.17	317.28
12	EARNING PER SHARE (BASIC)(Rs.)	10.32	13.13	11.53	6.67	15.12
13	FACE VALUE (PAID UP)	Rs. 5	Rs. 5	Rs. 5	Rs. 5	Rs. 5
14	DIVIDEND	30%	30%	30%	30%	30%

**Regd. Post / Courier**  
**(Printed Matter)**

If undelivered, please return to :  
**Nahar Capital and Financial Services Ltd.**  
375, Industrial Area-'A', Ludhaina-141 003

**NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED**

CIN: L45202PB2006PLC029968

Regd. Office: 375, Industrial Area – A, Ludhiana – 141003

Phone No.: 0161-2665000; Fax No.: 0161-2661180;

E-mail: [secncfs@owmnahar.com](mailto:secncfs@owmnahar.com); Website: [www.owmnahar.com](http://www.owmnahar.com)**ATTENDANCE SLIP  
E-VOTING PARTICULARS****12<sup>TH</sup> ANNUAL GENERAL MEETING**

# 2017

I/we hereby record my/our presence at the **12<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 26<sup>th</sup> day of September, 2017 at 12.00 Noon at the premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana-141010 (Punjab).**

DP ID		Folio No.	
Client ID		No. of Shares Held	
Member's/Proxy's Name in Block Letters		Member's/Proxy's Signature	

Notes: 1.Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting venue.  
2.Please read instructions given at Note No. 24 of the Notice of 12<sup>th</sup> Annual General Meeting, carefully to create your password and to vote electronically.

**ELECTRONIC VOTING PARTICULARS**

<b>EVSN (E-voting Sequence Number)</b>	<b>User ID/Folio No./DP / Client ID</b>	<b>Sequence No.</b>

**NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED**

CIN: L45202PB2006PLC029968

Regd. Office: 375, Industrial Area – A, Ludhiana – 141003

Phone No.: 0161-2665000, Fax No.: 0161-2661180

E-mail: [secncfs@owmnahar.com](mailto:secncfs@owmnahar.com) Website: [www.owmnahar.com](http://www.owmnahar.com)**PROXY FORM (Form No. MGT-11)**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

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

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

- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him
- Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 26<sup>th</sup> day of September, 2017 at 12.00 Noon at the Premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana and at any adjournment thereof in respect of such resolutions as are indicated below:-

Resolution No.	Resolution	'Optional'	
		For	Against
	<b>Ordinary Business :</b>		
1	To adopt Financial Statements for the financial year ended 31st March, 2017 -Standalone as well as Consolidated		
2	To declare dividend on Equity Share Capital for the financial year ended 31st March, 2017.		
3	To appoint Mr. Dinesh Gogna as a Director liable to retire by rotation		
4	To appoint Mr. Satish Kumar Sharma as a Director liable to retire by rotation		
5	To appoint M/s. YAPL & CO., Chartered Accountants (Firm Registration No. 017800N), as Statutory Auditors of the Company from the conclusion of 12th AGM till the conclusion of 17th AGM		
	<b>Special Business :</b>		
6	To appoint Dr. Vijay Asdhir as an Independent Director of the Company		
7	To appoint Dr. Manisha Gupta as an Independent Director of the Company		
8	To re- appoint Prof. Kanwar Sain Maini as an Independent Director of the Company		
9	To re- appoint Dr. Suresh Kumar Singla as an Independent Director of the Company		
10	To re- appoint Dr. Amrik Singh Sohi as an Independent Director of the Company		

Signed this \_\_\_\_ day of \_\_\_\_\_, 2017 Signature of Shareholder/Proxy holder(s): \_\_\_\_\_

**Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

- For the Resolutions and Notes, please refer to the Notice of the 12<sup>th</sup> Annual General Meeting.
- \*It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) before submission.

Affix Revenue Stamp  
of Re. 1/-