

**Nahar****CAPITAL AND FINANCIAL SERVICES LTD.****(A NON-BANKING FINANCIAL COMPANY)****Regd. Office & Corporate Office :** "Nahar Tower", 375, Industrial Area-A, Ludhiana-141 003 (INDIA)**Phones :** 91-161-2600701 to 705, 2606977 to 980 **Fax :** 91-161-2222942, 2601956**Email :** secncfs@owmnahar.com **Web Site :** www.owmnahar.com **CIN No. :** L45202PB2006PLC029968**GST No. :** 03AACCN2866Q1Z2

NCFSL/SD/2024-25/

August 22, 2024

Corporate Listing Department The National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Plot No. C/1, G-Block Bandra-Kurla Complex, Bandra (E) MUMBAI – 400 051	Corporate Relations Department The BSE Limited 25th Floor, P.J. Tower, Dalal Street, Mumbai MUMBAI – 400 001
SYMBOL: NAHARCAP	SCRIP CODE: 532952

SUB: ANNUAL REPORT 2023-24

Dear Sir/Madam,

Pursuant to the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report of the Company for the financial year 2023-24.

The same has also been uploaded on the Company's website i.e. www.owmnahar.com.

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

Thanking you,

Yours faithfully,

For NAHAR CAPITAL AND FINANCIAL SERVICES LTD.ANJALI
MODGILDigitally signed by
ANJALI MODGIL
Date: 2024.08.22
15:27:57 +05'30'**(ANJALI MODGIL)**
COMPANY SECRETARY

Encl. As above

**Gurugram Office :****Flat No. 22-B, Sector-18, Gurugram-120 015****Ph. : 91-124-2430532 - 2430533****Fax : 91 -124-2430536****Email: delhi@owmnahar.com**



The Nahar Group



19th Annual Report 2023-24



Capital and Financial Services Ltd.

BOARD OF DIRECTORS

Mr. Jawahar Lal Oswal

Mr. Dinesh Oswal

Mr. Kamal Oswal

Mr. Dinesh Gogna

Mr. Satish Kumar Sharma

Dr. Manisha Gupta

Dr. Vijay Asdhir

Dr. Roshan Lal Behl

Dr. Yash Paul Sachdeva

Dr. Rajan Dhir

Chairman

Managing Director

Director

Director

Director

Independent Director

Independent Director

Independent Director

Independent Director

Independent Director

CHIEF FINANCIAL OFFICER

Mr. Hans Raj Kapoor

COMPANY SECRETARY

Mrs. Anjali Modgil

REGISTERED OFFICE

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

BANKERS

ICICI Bank Limited

AUDITORS

M/s Gupta Vigg & Co.
Chartered Accountants
101-Kismat Complex
G.T. Road, Miller Ganj,
Ludhiana-141003

REGISTRAR & SHARE TRANSFER AGENT

M/s Alankit Assignments Limited
Alankit House, 4E/2,
Jhandewalan Extension
New Delhi - 110 055.

19TH ANNUAL GENERAL MEETING

Day : Wednesday

Date : 25th September, 2024

Time : 12:30 p.m.

Mode : Video Conferencing (VC)/
Other Audio Visual Means
(OAVM)

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **19TH ANNUAL GENERAL MEETING (AGM)** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED ("the Company")** will be held on **Wednesday, the 25th day of September, 2024 at 12.30 pm** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:**ITEM NO. 1 – ADOPTION OF FINANCIAL STATEMENTS**

- i. To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Board of Directors and Auditors thereon.
- ii. To consider and adopt the Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 and the Reports of the Auditors thereon.

ITEM NO. 2 – DECLARATION OF DIVIDEND

To declare a Dividend of Rs. 1.50/- per Equity Share of Rs. 5/- each for the financial year ended 31st March, 2024.

ITEM NO: 3 – APPOINTMENT OF MR. JAWAHAR LAL OSWAL (DIN: 00463866) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr. Jawahar Lal Oswal (DIN: 00463866) in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

ITEM NO: 4 - APPOINTMENT OF MR. KAMAL OSWAL (DIN: 00493213) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Mr. Kamal Oswal (DIN: 00493213) in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**ITEM NO. 5 – TO APPROVE THE PAYMENT OF MINIMUM REMUNERATION TO MR. DINESH OSWAL, MANAGING DIRECTOR IN CASE OF NO PROFITS OR INADEQUACY OF PROFITS**

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

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in continuation to Shareholders Special Resolution dated 29th September,

2021 and on the recommendation of Nomination and Remuneration Committee and Audit Committee and approval of the Board of Directors of the Company, consent and approval of the members of the Company, be and is hereby accorded for the payment of Remuneration to Mr. Dinesh Oswal, Managing Director of the Company, (DIN : 00607290) as approved by the Shareholders vide their Special Resolution dated 29th September, 2021, as Minimum Remuneration in case of no profits or inadequacy of profits in any financial year during the period of two (2) years commencing from January 1, 2025 till the expiry of his current term i.e. upto December 31, 2026.”

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

ITEM NO. 6 – TO APPROVE MATERIAL RELATED PARTY TRANSACTIONS -

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 Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended from time to time, applicable provisions of the Companies Act, 2013 read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), on the basis of approval and recommendation of the Audit Committee and Board of Directors of the Company, consent and approval/ ratification of the Members be and is hereby accorded for entering into transactions with Promoter Group Companies & Associates, (being the Related Parties under Regulation 2(1)(zb) of the Listing Regulations) for accepting and granting of loan etc. either one or more promoter group companies, not exceeding an amount of Rs. 25 Crores (Rupees Twenty Five Crores Only), in one or more tranches and outstanding any point of time, to be carried out in the ordinary course of business of the Company and on arm's length basis and on such terms and conditions as may be mutually agreed between the Company and Promoter Group Companies & Associates, for a period of five (5) financial years starting from 1st April, 2024 till 31st March, 2029.”

“RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board', which term shall be deemed to include the Audit Committee) be and are hereby authorised to do all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”



**By Order of the Board
For Nahar Capital and Financial Services Limited**

Anjali Modgil

(Company Secretary)

Date: 12th August, 2024

Regd. Office:

375, Industrial Area-A,

Ludhiana-141003

CIN: L45202PB2006PLC029968

E-mail: secncfs@owmnahar.com

Membership No. FCS - 9650

NOTES:

1. The Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated May 05, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated September 25, 2023 (referred to as "MCA Circulars") has permitted to conduct the Annual General Meeting through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") upto September 30, 2024. In compliance with aforesaid MCA Circulars, the 19th Annual General Meeting will be held through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue. Members can attend and participate in the ensuing AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 25. The 19th AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
2. 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.
3. The venue of the Meeting shall be deemed to be the registered office of the Company.
4. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circulars and SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 2023, the

Notice calling the AGM alongwith Annual Report for the year 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2023-24 has been uploaded on the website of the Company at www.owmnahar.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. However, hard copy of full annual report will be sent to the shareholder who request for the same.

7. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Jawahar Lal Oswal (DIN: 00463866) and Mr. Kamal Oswal (DIN: 00493213), Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend their respective re-appointments.
8. The relevant information under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, regarding the Directors who are proposed to be appointed/re-appointed, is given hereto and form part of the Notice.
9. The Register of Members and Share Transfer Register of the Company shall remain closed from 7th September, 2024 to 12th September, 2024 (both days inclusive) for the purpose of equity dividend for the year ended 31st March, 2024.
10. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members subject to deduction of tax at source, whose names shall appear in Register of Members as on 6th September, 2024 or Register of Beneficial Owners, maintained by the Depositories at the close of 6th September, 2024.

Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961. To enable us to determine the appropriate TDS rate as applicable,



members are requested to submit relevant documents, in accordance with the provisions of the IT Act.

11. As per Regulation 40 of SEBI (LODR) Regulations, 2015, securities of listed companies can be transferred only in dematerialized form.

In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent: M/s. Alankit Assignments Limited, for assistance in this regard.

12. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has mandated for furnishing/ updating PAN, KYC details (Address, Mobile No., E-mail ID, Bank Details) and Nomination details by all the holders of physical securities in listed company in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ISR-3/SH-14.

Communication in this regard has been sent to all physical holders whose folios are not KYC updated at the latest available address. Members are again requested to forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 375, Industrial Area-A, Ludhiana – 141 003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055. The aforesaid forms can be downloaded from the website of the Company at http://www.ownahar.com/nahar_cf/kyc_update.php.

13. **ELECTRONIC CREDIT OF DIVIDEND:** SEBI has made it mandatory for all the Companies to use the bank account details furnished by the Depositories and the bank account details maintained by the RTA for payment of dividend to Members electronically. The Company provides the facility of paying dividend through Electronics Clearing System (ECS). The members 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) for electronic credit of dividend. 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.

Further, the shareholders holding shares in physical

form may kindly note that SEBI vide its various circulars has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. Hence, shareholders are requested to update your above mentioned details with the Company at the earliest in order to avoid any delay in receipt of dividend.

14. To avail the facility of nomination, Members holding shares in physical form are requested to send duly filled and signed Nomination Form (Form No. SH-13) to the Company's RTA. In respect of shares held in dematerialised form, the nomination form may be filed with the respective DP.
15. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2015-16 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2016-17 is to be transferred to Investor Education and Protection Fund in November, 2024. Shareholders who have not encashed their dividend warrants relating to said period are requested to claim the amount from the Company at the earliest.
16. Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend was remained unclaimed or unpaid for a period of seven consecutive years or more to the demat account of IEPF Authority as per applicable Rules. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://www.ownahar.com/nahar_cf/pdf/List-of-Shareholders-2015-16.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
17. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink: <https://www.mca.gov.in> or contact the Company for lodging claim for refund of shares and / or dividend from the IEPF Authority.
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share



certificates for consolidating their holdings in one folio. A consolidated Letter of Entitlement will be issued to such Members after making requisite changes.

19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. As an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has decided that listed companies shall henceforth issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division / Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition. Therefore, Members are requested to kindly get their shares dematerialised at the earliest.
21. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM. All other documents referred to in the Notice will be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. 25th September, 2024. Members seeking to inspect such documents can send an email to secncfs@owmnahar.com.
22. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
23. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the

Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

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

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secncfs@owmnahar.com or rta@alankit.com.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

25. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

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

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

- (i) The voting period begins on 22nd September, 2024 (9:00 a.m.) and ends on 24th September, 2024 (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 18th September, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The members who have voted through remote e-



voting will be eligible to attend the AGM but they will not be entitled to vote at the AGM.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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

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

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further

Depository

authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on Login icon and New System Myeasi Tab.

- After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the E-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Provider i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & New System Myeasi Tab and then click on registration option.
- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with **NSDL Depository**

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

	you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or or call at: 022-48867000 and 022-24997000

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

(v) Login method of e-Voting and joining virtual AGM for **Physical Shareholders & shareholders other than individual shareholders holding in demat form.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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:

	For Physical Shareholders and other than individual shareholders holding shares in demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).



- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (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. 240813019 to vote.**
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xx) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at bathla7@gmail.com and to the Company at secncfs@owmnahar.com if they have voted from individual tab & not uploaded same in the CDSL e-voting 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 i.e. 18th September, 2024 may follow the same instructions as mentioned above for e-Voting.
- (xxii) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800-21-09911.
- (xxii) 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
Phone: 0161-5066223
E-mail: gredressalncfsl@owmnahar.com

**26. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING AGM AREAS UNDER:**

- (i) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance **at least 7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secncfs@owmnahar.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secncfs@owmnahar.com. These queries will be replied to by the company suitably by email.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- (ix) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.

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

Other instructions:

- 27. 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.
- 28. The Company has appointed Mr. P.S. Bathla, Practicing Company Secretary (Membership No. FCS 4391), to act as the Scrutinizer to the e-voting process i.e. votes cast during the AGM and votes cast through remote e-voting, in a fair and transparent manner.
- 29. The Scrutinizer will submit his report to the Chairman of the Meeting ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days of the conclusion of the AGM.
- 30. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.owmnahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- 31. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 19th Annual General Meeting i.e. 25th September, 2024.
- 32. A person who is not a Member as on the cut off date i.e. 18th September, 2024 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. 5 and Item No. 6 of the accompanying Notice:

ITEM NO. 5

The Shareholders at their Meeting held on 29th September, 2021 approved the re-appointment of Mr. Dinesh Oswal as Managing Director of the Company for a period of five years w.e.f. 1st January, 2022 at remuneration specified in the Special Resolution and approved by them at their above said Meeting.

Where in any financial year during his remaining tenure, the Company has no profits or its profits are inadequate,



the Company may pay the remuneration as set out in the Special Resolution dated September 29, 2021 to Mr. Dinesh Oswal, as the Minimum Remuneration for a period of 2 (two) years commencing from January 1, 2025 till the expiry of his current term i.e. upto December 31, 2026 subject to the requisite approvals, if any.

Pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, in case of no profits or inadequate profits as calculated under Section 198 of the Act, the Company may pay remuneration to the managerial person in excess of the ceiling limits as specified in the Schedule V subject to the approval of shareholders by way of Special Resolution.

Having regard to above, the Board on the recommendation of Nomination and Remuneration Committee and Audit Committee hereby seeks your approval for payment of Remuneration to Mr. Dinesh Oswal as already approved by Shareholders on 29th September, 2021 vide their Special Resolution as Minimum Remuneration for two years commencing from January 1, 2025 till the expiry of his current term i.e. upto December 31, 2026.

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

Mr. Dinesh Oswal may be deemed to be concerned or interested in the aforesaid resolution. Mr. Jawahar Lal Oswal, Director/Chairman and Mr. Kamal Oswal, Director of the Company, being relatives of Mr. Dinesh Oswal may be deemed to be concerned or interested in the resolution. The other relatives of Mr. Dinesh Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013

I. GENERAL INFORMATION:

(1) Nature of Industry

The Company is mainly engaged in Investment and Financial activities. The Company is also doing real estate activities.

(2) Date or expected date of commencement of commercial production

The Company was incorporated on 31st March, 2006 and is working since then.

(3) In case of new companies expected date of commencement of activities as per project approved by the financial institution appearing in the prospectus.

Not Applicable as the Company is an existing

Company.

(4) Financial performance based on the given indicators

	(Rs. In Lakhs)	
	FY 2023-24	FY 2022-23
Gross Revenue	5606.03	4011.30
Profit before Tax	4642.36	3093.66
Net Profit	3839.83	2781.20

(5) Foreign investments or Collaborators, if any

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

I. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Dinesh Oswal is 59 years of age. He is commerce graduate and is having more than 39 years of business experience in textile industry and financial matters. He is also a Managing Director of M/s. Nahar Spinning Mills Ltd.

(2) Past Remuneration (last two years)

	(Rs. In Lakhs)	
Particulars	Financial year (2023-24)	Financial Year (2022-23)
Salary	405.00	369.00
Perquisite and Allowances	-----	-----
Commission/bonus	86.19	77.00
Retirement Benefits	-----	-----
Total	491.19	446.00

Note: Mr. Dinesh Oswal was paid remuneration during the year 2023-24 and 2022-23 as approved by the Shareholders vide their Special Resolution dated September 29, 2021.

(3) Recognition or Awards

NIL

(4) Job profile and his suitability

Mr. Dinesh Oswal became the Managing Director of the Company, which came into existence after the demerger of financial business of Nahar Spinning Mills Ltd into a separate company. The demerger was approved by the Hon'able High Court of Punjab and Haryana vide order dated 21.12.2006. Since then he is working with the Company as Managing Director and managing the day to day affairs of the Company having investible funds of more than Rs. 800 Crores. He is having financial knowledge and expertise of Capital Market. Seeing his entrepreneurial skills, leadership qualities and the progress made by the Company, he was re-appointed as Managing Director by the Members for a period of five years w.e.f. 1st January, 2022, vide their Special Resolution dated 29th September, 2021. The Company's total



revenue which was Rs. 2881 Lakhs in the year 2007 has risen to Rs. 5606 Lakhs in the year 2024. He has played a pivotal role in charting the Company's strategy for expanding its operations. Having regard to his financial expertise and knowledge in the Capital Market, he is the best suited person for the responsibilities entrusted to him by the Board of Directors.

(5) Remuneration Proposed

Remuneration proposed as already approved by shareholders vide their Special Resolution dated 29th September, 2021 is given hereunder. In case of inadequacy of profits, the following remuneration will be paid as Minimum Remuneration:

1. **Salary (Scale):** Rs.30,00,000-3,00,000-42,00,000 per month.
2. **Commission :** 2% of the Net Profit.
3. **Perquisites :** Following perquisites shall be allowed in addition to salary and commission:-
 - a. **Medical Reimbursement:** Reimbursement of expenses incurred including premium paid for medical policy for self and family, subject to a ceiling of one month's salary in a year or five months' salary over a period of five years.
 - b. **Leave Travel Concession:** Leave Travel Concession for self and family once in a year incurred by him.
 - c. **Club Fees:** Fees of club subject to a maximum of two clubs including Admission Fees and Life Membership Fees.
 - d. **Personal Accident Insurance:** Personal Accident Insurance of an amount, the annual premium of which shall not exceed Rs. 20,000/-.
 - e. **Provident Fund and Super-annuation Fund:** Contribution to Provident Fund, Super-annuation Fund or Annuity Fund in accordance with the rules specified by the Company.
 - f. **Gratuity:** Gratuity paid shall not exceed half month's salary for each completed year of service subject to maximum limit as per Payment of Gratuity Act, 1972.
 - g. **Leave Encashment:** Encashment of leave at the end of the tenure, as per rules of the Company.
 - h. **Car and Telephone:** Free use of Company's car with Driver for official work and telephone at residence.”
Note: For the purpose of perquisites stated herein above, family means the spouse, the dependent children and dependent parents of the appointee.

(6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Considering the size of the Company, the profile of Mr. Dinesh Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Mr. Dinesh Oswal belongs to promoter category. He is also a relative to Mr. J.L. Oswal, Director/Chairman and Mr. Kamal Oswal, Director of the Company. Besides the remuneration proposed, Mr. Dinesh Oswal, does not have any other pecuniary relationship with the Company or with the Managerial Personnel.

I. OTHER INFORMATION:**(1) Reasons for loss or inadequate profits**

The Company has earned a Net Profit of Rs. 3839.83 Lakhs for the year ended 31st March, 2024. However, because of disrupted economic and financial activities owing to geopolitical tensions, the Company's profitability might get affected in the coming periods.

(2) Steps taken or proposed to be taken for improvement

The Reserve Bank of India and the Government of India are taking several measures for increasing the economic and financial activities of the Country. Further, the Company always strives to focus on diversifying its business into new avenues of Investment/financial activities to earn maximum returns.

(3) Expected increase in the productivity and profits in the measurable terms.

Currently, it is not feasible to predict with accuracy the expected increase in the productivity and profits in the measurable term. However, with the diversification of Company's business coupled with favorable Government's initiatives to boost the economic and financial activities of the country, the Company expects better financial performance in the coming periods.

II. DISCLOSURES:

The Company has provided all the disclosures in Corporate Governance Report as required under Section II of Part II of Schedule V of the Companies Act, 2013.

ITEM NO. 6

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') read with the Company's Policy on Related Party Transactions,



provides that entering into material related party transactions which, either individually or taken together with previous transaction(s) during a financial year, exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower, requires approval of the Members of the Company.

The Company being a Non-Banking Financial Banking, enters into transactions with Promoter Group Companies & Associates ('related parties') in the form of accepting and granting of loan etc. in the normal course of business of the Company. All the transactions with said related parties are reviewed and approved by the Audit Committee of the Company. The transactions with the Promoter Group Companies & Associates are likely to exceed the materiality threshold as stated under Regulation 23 of Listing Regulations.

Accordingly, the Board of Directors of the Company ('the Board') at their meeting held on 12th August, 2024, on the recommendation of the Audit Committee, recommended and seeking the approval/ratification of the Members, for

entering into material related party transactions with Promoter Group Companies & Associates not exceeding an amount of Rs. 25 Crores (Rupees Twenty Five Crores Only), either one or more promoter group companies, in one or more tranches and outstanding any point of time for a period of five (5) financial years starting from 1st April, 2024 to 31st March, 2029.

The transactions with Promoter Group Companies & Associates are in the ordinary course of business and are on Arm's length basis and thus outside the preview of Section 188(1) of the Companies Act, 2013 as third proviso to section 188(1) states that nothing in Section 188(1) will apply to any transaction entered into by the Company in its ordinary course of business and at arm's length basis. However, in accordance with Regulation 23 of the Listing Regulations, the Company is required to seek shareholder's approval for material related party transactions.

The details of the transactions pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021, are given hereunder:

Sl. No.	Particulars	Details of transactions
1.	Name of the related party and nature of relationship	Promoter Group Companies & Associates
2.	Nature and material terms of the transaction	Accepting and granting of Loan etc.
3.	Tenure of the transaction	5 financial years starting from 1 st April, 2024 till 31 st March, 2029
5.	Nature of concern or interest	Financial
6.	Value of the transaction/ proposed transaction	Upto Rs. 25 Crores (in one or more tranches and outstanding at any given point of time, either one or more promoter group companies, not exceeding Rs. 25 Crores)
7.	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year, that is represented by the value of the proposed transaction	The value of proposed transaction is represented in the range of 44.60 per cent of the turnover/income of the Company. However, the value of proposed transaction is represented in the range of 2.85 per cent of the Company's reserves.
8.	Information for transaction relating to inter-corporate deposits / loans	
	1. Tenure 2. Interest Rate 3. Repayment Schedule 4. Secured or Unsecured, if secured nature of security 5. Purpose for which the funds will be utilized by the ultimate beneficiary of such funds	Up to 2 (Two) Years Prevailing Interest Rate/Bank Rate Negotiable, within the Tenure Unsecured / Secured having security of marketable financial instruments Business Purpose
9.	Justification as to why the related party transaction is in the interest of the Company	The Company being a RBI Registered Non-Banking Financial Company, is in the business of making investment, giving loans and real estate activities. Hence, the transaction of taking inter-corporate deposits and giving loans are in the ordinary course of business of the Company.
10.	Details of valuation or other external party report, if such report has been relied upon	Since the transactions to be entered into are in the ordinary course of business of the Company and on arm's length basis, the valuation or other external report is not required in this regard.
11.	Any other information that may be relevant	Nil



Mr. Jawahar Lal Oswal, Director/Chairman, Mr. Dinesh Oswal, Managing Director and Mr. Kamal Oswal, Director of the Company, may be deemed to be concerned or interested in the aforesaid resolution. The other relatives of Mr. Jawahar Lal Oswal, Mr. Dinesh Oswal and Mr. Kamal Oswal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company and Promoter Group Companies & Associates.

Save and except the above, none of the other Directors

and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

Members may note that pursuant to the provisions of the Listing Regulations, no related party shall vote to approve this Resolution (whether such related party is a party to the above mentioned transaction or not).

The Board recommends the Ordinary Resolution set out at Item No. 6 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 particulars of Director seeking appointment/re-appointment:

Name of the Director	1. Mr. Jawahar Lal Oswal			2. Mr. Kamal Oswal		
Category	Non-executive Director			Non-executive Director		
Age	80 Years			61 Years		
DIN	00463866			00493213		
Qualification	Graduate			B.Com.		
Expertise	Having more than 60 years of experience in Textile and Woollen Industry			Having more than 42 years of experience in Textile, Woollen and Sugar Industry		
Directorships in Other Listed Companies as on 31st March, 2024	Name of the Company		Status	Name of the Company		Status
	1. Monte Carlo Fashions Limited		Chairman/ Managing Director	1. Nahar Spinning Mills Limited		Director
	2. Nahar Spinning Mills Limited		Director/ Chairman	2. Nahar Poly Films Limited		Director
	3. Nahar Poly Films Limited		Director/ Chairman	3. Nahar Industrial Enterprises Limited		Vice Chairman cum Managing Director
	4. Nahar Industrial Enterprises Limited		Director/ Chairman	4. Oswal Leasing Limited		Director
Chairmanship/ Membership of Committees of Other Listed Companies as on 31st March, 2024	Name of the Company	Name of the Committee	Status	Name of the Company	Name of the Committee	Status
		1. CSR Committee	Chairman		CSR Committee	Chairman
		2. Share Transfer Committee	Chairman		Stakeholder's Relationship Committee	Member
Listed entities from which the Director has resigned in the past three years	Nil			Nil		
Shareholding	40012 Equity Shares			259 Equity Shares		
Disclosure of relationship between Directors inter-se	Mr. Jawahar Lal Oswal is father of Mr. Kamal Oswal and Mr. Dinesh Oswal.			Mr. Kamal Oswal is son of Mr. Jawahar Lal Oswal and brother of Mr. Dinesh Oswal.		

**By order of the Board
For Nahar Capital and Financial Services Limited**

Date: 12th August, 2024
Regd. Office:
375, Industrial Area-A,
Ludhiana-141003
CIN: L45202PB2006PLC029968
E-mail: secncfs@owmnaahar.com

**Anjali Modgil
(Company Secretary)
Membership No. FCS - 9650**



DIRECTORS' REPORT

Dear Members,

Your Directors have immense pleasure in presenting the **NINETEENTH ANNUAL REPORT** on the affairs of the Company for the financial year ended 31st March, 2024.

FINANCIAL PERFORMANCE

Your Company's financial performance during the year is summarized below:

(Rs. in Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	Current Year	Previous Year	Current Year	Previous Year
Total Income	5606.03	4011.30	5177.71	3381.98
Less: Total Expenses	963.67	917.64	963.67	917.64
Profit before Tax	4642.36	3093.66	4214.04	2464.34
Less: Tax (including deferred tax charge/(credit))	802.53	312.46	319.35	(1347.50)
Share of Profit/(loss) from Associates	---	---	(2718.12)	6859.95
Net Profit	3839.83	2781.20	1176.57	10671.79
Other Comprehensive Income/(loss)	35.09	1901.59	89.18	(13934.16)
Profit/(Loss) for the period	3874.92	4682.80	1265.75	(3262.37)

INDIAN ACCOUNTING STANDARD

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as notified by Ministry of Corporate Affairs (MCA) under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act and applicable guidelines issued by the Reserve Bank of India (RBI). The financial statements have been prepared in accordance with the format prescribed for a Non-Banking Financial Company (NBFC) in compliance of the Companies (Indian Accounting Standards) Rules, 2015, in Division III of Notification No. GSR 1022 (E) dated October 11, 2018, issued by the Ministry of Corporate Affairs.

FINANCIAL PERFORMANCE REVIEW AND STATE OF AFFAIRS

We would like to inform you that as per Ind-AS 108 'Operating Segments', Company's activities can be classified under two segments namely; Investment/Financial Activities and Real Estate Segment. The Company has made reporting of both the segments i.e. Investment/Financial Activities and Real Estate Activities in the financial statements for the year ended 31st March, 2024.

Before reviewing overall performance of the company, we would like to brief you regarding the working performance of each segment, which is as under:-

INVESTMENT/FINANCIAL SEGMENT

The Company's primary business activities are

'Investment / Financial Activities' comprising of Long Term / Strategic Investments and Short Term / Trading Investments. Besides, the Company's business activities also include lending activities which is primarily to Group Companies and Affiliates. The Company makes investments in equity and debt securities, both in Primary and Secondary Market directly as well as through Mutual Funds, Portfolio Management Services, Alternative Investment Funds etc. Due to better financial markets, higher interest rate scenario and robust management decisions, your Company performed reasonably well and during the year under review, the Company achieved net revenue of Rs. 4983.16 Lakhs as compared to Rs. 3552.31 Lakhs in the previous year and earned a Profit (before tax and finance cost) of Rs. 4710.75 Lakhs as compared to Rs. 3307.99 Lakhs in the previous year from investment/financial activities.

REAL ESTATE SEGMENT

We would like to inform you that during the year under review the real estate segment performed well and achieved net revenue of Rs. 622.87 Lakhs as compared to Rs. 458.99 Lakhs in the previous year and earned a Profit (before tax and interest cost) of Rs. 506.12 Lakhs as compared to Rs. 348.72 Lakhs in the previous year.

OVERALL PERFORMANCE

Your Company performed reasonably well during the FY 2023-24 as enumerated in the table given above. 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

On standalone basis, the Company earned operating/other income of Rs. 5606.03 Lakhs in the current year as against Rs. 4011.30 Lakhs in the previous year depicting a handsome increase of 39.76%. It earned a profit before tax of Rs. 4642.36 Lakhs as against Rs. 3093.66 Lakhs in the previous year depicting an impressive increase of 50.06%.

CONSOLIDATED FINANCIAL PERFORMANCE

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, 2024 in respect of its Associate Companies namely; M/s. Nahar Spinning Mills Ltd. and M/s. Nahar Poly Films Ltd.

On consolidated basis, the Company earned lower operating/other income of Rs. 5177.71 Lakhs during the year under review as against Rs. 3381.98 Lakhs in the previous year. It earned a net profit after tax of Rs. 1176.57 Lakhs for the year ended 31.03.2024 as against Rs. 10671.79 Lakhs in the previous year ended 31.03.2023.

TRANSFER TO RESERVE

The Company has transferred an amount of Rs. 25



Crores to the General Reserve during the year under review and thus Company's General Reserve stands increased to Rs. 618.21 Crores as on 31st March, 2024.

DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

The Board, considering the Company's performance for the financial year ended 31st March, 2024, has recommended a dividend of Rs. 1.50/- (i.e. 30%) per equity shares of Rs. 5/- each on paid up equity share capital for the year ended 31st March, 2024. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting to be held on 25th September, 2024. The total dividend involved a cash outflow of Rs. 251.19 Lakhs.

The dividend, if approved at the forthcoming Annual General Meeting, will be paid out of the profits of the Company for the year under reference to all those shareholders whose name shall appear in the Register of Members as on 6th September, 2024 or Register of Beneficial Owners, maintained by the Depositories as at the close of 6th September, 2024. Further, as per the Finance Act, 2020 dividend income is taxable in the hands of members and the Company is required to deduct tax at source (TDS) from the dividend payable to the members at the prescribed rates as per the Income Tax Act, 1961.

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) 2015, a Dividend Distribution Policy setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company, is available on the website of the Company at http://owmnaahar.com/naahar_cf/pdf/Dividend_Distribution_Policy.pdf.

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 remain unpaid/unclaimed for a period of seven years 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. 4,81,819.00/- (Rupees Four Lakhs Eighty One Thousand Eight Hundred and Nineteen only) being the amount of unclaimed dividend for the year 2015-16 to the Investor Education and Protection Fund in November, 2023. Further, unpaid dividend for the year 2016-17 shall be transferred to Investor Education and Protection Fund pursuant to Section 124 of the Companies Act, 2013 in November, 2024. 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.

Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more is required to be transferred to the demat account of the IEPF Authority. Accordingly, during the year under review, the Company has transferred 8,662 (Eight Thousand Six Hundred Sixty Two) equity shares of Rs. 5/- each, to the demat account of IEPF Authority having DPID/Client ID: IN300708/10656671. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: http://www.owmnaahar.com/naahar_cf/pdf/List-of-Shareholders-2015-16.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

The shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. Concerned members/investors are advised to visit the web link: <http://mca.gov.in> for refund of shares and/or dividend from the IEPF Authority.

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 and Regulation 25 of the SEBI (LODR) Regulations, 2015.

DIRECTORS AND KEY MANAGERIAL PERSONNEL**• Re-appointment of Director**

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. Jawahar Lal Oswal (DIN: 00463866) and Mr. Kamal Oswal (DIN: 00493213), Non-executive Directors of the Company, 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.

• Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Mr. Dinesh Oswal, Managing Director, Mr. H.R. 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 adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of 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 Committees and individual Directors. Schedule IV of the Companies Act, 2013 states that performance evaluation of the Independent Director shall be done by Directors excluding the Director being evaluated.

The Board carried out a formal annual performance evaluation as per the criteria/framework laid down by the Nomination and Remuneration Committee of the Company and adopted by the Board. The evaluation was carried out through 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 performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The outcome of the Board Evaluation for the Fiscal 2024 was discussed by the Nomination and Remuneration Committee at the Meeting held on 27th May, 2024 and the Board at its Meeting held on 29th May, 2024.

The Board was satisfied with the evaluation process and approved the evaluation results thereof.

CORPORATE POLICIES:

As per SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, 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.ownnahar.com. The said policies are reviewed periodically by the Board to make them compliant with the new Regulations /requirements.

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

Name of the Policy	Brief Description
Appointment 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 has approved and adopted the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and other employees as recommended by Nomination and Remuneration Committee. The Policy has been uploaded on the Company's website and can be accessed at http://ownnahar.com/nahar_cf/pdf/NAHARCAPPOINTMENTANDREMUNERATIONPOLICY.pdf
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 undertaken by the Company as laid down in Schedule VII of the Companies Act, 2013 relating to promoting education, healthcare, environment, hunger, poverty etc. The Policy has been uploaded on the Company's website and can be accessed at http://www.ownnahar.com/nahar_cf/pdf/csr_policy.pdf
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 for policy. The Policy has been uploaded on the Company's website and can be accessed at http://ownnahar.com/nahar_cf/pdf/vigil_mechanism.pdf
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 http://owmnahar.com/nahar_cf/pdf/related_party_transaction_policy_22.pdf
Insider Trading Policy	Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, the Board has adopted the following Codes to provide framework for dealing in the Securities of the Company by the Insiders: - Code of practices and procedures for fair disclosure of unpublished price sensitive information - Code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons The Codes help to regulate trading in securities by the designated persons and immediate relatives of designated persons. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the designated persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Policy has been uploaded on the Company's website and can be accessed at http://owmnahar.com/nahar_cf/pdf/code-of-practices-and-procedures-for-fair-disclosure.pdf
Preservation of documents Policy	The Board of Directors 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 8 years as per the requirements of applicable laws.
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. The Policy ensures protection, maintenance and archival of Company's disclosures, documents and records that are placed on Company's website i.e. www.owmnahar.com .
Board Diversity Policy	The Board of Directors has approved and adopted the Board Diversity Policy as per the recommendations of Nomination and Remuneration Committee. The policy envisages of

	diversification of Company's Board in respect of age, knowledge, experience and expertise.
Dividend Distribution Policy	Pursuant to the requirements of Regulation 43A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted the Dividend Distribution Policy. The policy facilitates payment of dividend to the shareholders and set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The policy has been uploaded on Company's website and can be accessed at http://owmnahar.com/nahar_cf/pdf/Dividend_Distribution_Policy.pdf

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. Manisha Gupta is a woman Independent 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. There has been no change in the Policy since the last fiscal year. We affirm that the remuneration paid to the directors is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

BOARD MEETINGS

During the year under review, the Board of Directors of the Company met four times i.e. 30th May, 2023, 9th August, 2023, 8th November, 2023 and 10th February, 2024 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 15th November, 2023, 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.

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 Regulations, to familiarize them with Company's procedures 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 Regulations. The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at: http://www.ownahar.com/nahar_cf/pdf/familiarization-program-2024.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 were in the ordinary course of business at arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No any contract or arrangement was entered into with the Related Parties as per Section 188(1) of the Companies Act, 2013 during the financial year ended 31st March, 2024. Accordingly, the disclosure of contracts or arrangement with related parties referred to in Section 188(1) as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not

applicable to the Company. However, as per Company's policy, all the transactions with the Group Companies/Related Parties are placed before the Audit Committee as well as the Board, for their information and approval.

We would like to inform you that during the year, 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.

MASTER DIRECTION – RESERVE BANK OF INDIA (NON-BANKING FINANCIAL COMPANY – SCALE BASED REGULATION) DIRECTIONS, 2023

RBI vide its circular dated October 19, 2023, has introduced Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 (the 'Master Directions'). As per the Master Directions, regulatory structure for NBFCs shall comprise of four layers based on their size, activity, and perceived riskiness. NBFCs in the lowest layer shall be known as NBFC - Base Layer (NBFC-BL). NBFCs in middle layer and upper layer shall be known as NBFC - Middle Layer (NBFC-ML) and NBFC – Upper Layer (NBFC-UL), respectively. RBI may, based on the size of an NBFC, classify some of them as NBFC- Top Layer.

In accordance with the Master Directions, NBFCs not availing public funds and not having any customer interface are classified as a Base Layer of the regulatory structure. Considering the Company's nature of business, your Company is categorized as NBFC- Base Layer (NBFC-BL).

MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS 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 this financial statements relate and the date of this Report.

SHARE CAPITAL

The paid up Equity Share Capital of the Company as on 31st March, 2024 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 Company's operations in future.

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 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

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.ownnahar.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 as amended, is annexed hereto as "Annexure I" and forms part of this Report.

AUDIT COMMITTEE

As required under Section 177 of the Companies Act, 2013, Company has already constituted an Audit Committee consisting of three Non-executive Directors under the Chairmanship of Dr. Vijay Asdhir, Mr. S.K. Sharma and Dr. Roshan Lal Behl as members as on 31st March, 2024. Mrs. Anjali Modgil is the Secretary of the Committee. The Committee held four meetings during the year under review. During the year under review, the Board has accepted all the recommendations of the Audit Committee.

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 victimization of persons who uses such mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in

appropriate or exceptional cases. The Company has a dedicated e-mail address i.e. whistleblowncfs@ownnahar.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://ownnahar.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 vide their Report dated July 24, 2024 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 rating is considered to have very strong degree of safety regarding timely payment of financial obligations. Such instruments carry lowest credit risk. 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.

SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES

The Company does not have any subsidiary and joint venture company. The Company has two Associate Companies viz. M/ s. Nahar Spinning Mills Ltd. and M/s. Nahar Poly Films Ltd. for the year under review.

CONSOLIDATED FINANCIAL STATEMENT

As per Companies Act, 2013, the Company has two Associate Companies viz. M/s. Nahar Spinning Mills 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 two Associate Companies for the financial year ended 31st March, 2024.

Further, a report on the performance and financial position of each of the Associate Company as per the Companies Act, 2013 in the Form AOC-1 is annexed to the Financial Statements for the year ended 31.03.2024.

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, Company propose to send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders.



To support this Green Initiative of the Government in full measure, shareholders are requested to register/update their latest e-mail addresses with their Depository Participant (D.P.) with whom they are having Demat A/c. or send the same to the Company via e-mail at: 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.

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 2024-25.

DEMATERIALISATION 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, 2024, 99.13% of the total Equity Share Capital of the Company has been dematerialized.

Pursuant to Regulation 40 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with the Depository. Hence, all members, who are holding equity shares in physical form, are requested to go in for dematerialization of securities at the earliest.

Further, the 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/transmission, 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,
4E/2, Jhandelwalan Extension
NEW DELHI-110055

Telephone No : (011) 42541234
Fax No. : (011) 42541201
E-mail Address : rta@alankit.com

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

BUSINESS RISK MANAGEMENT

As per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, the Company has constituted the Risk Management Committee with three members namely; Dr. Roshan Lal Behl, as Chairman and Dr. Rajan Dhir and Mr. Dinesh Gogna as members. The Company being essentially an Investment Company, its main source of income is dividend income / 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. 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/management of the same as per Company's Risk Management Policy. The Risk Management Committee met four times during the financial year under review.

Further, to monitor and manage the risk associated with the Company's investment business, the Company has developed and implemented a Risk Management Policy including therein identification and risk mitigation measures. The Policy is also posted on Company's website i.e. www.owmnahar.com.

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, if any;
- ii) that they have 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 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 have prepared the Annual Accounts on a going concern basis;



- v) that they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi) that they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

AUDITORS AND AUDITORS' INDEPENDENT REPORT

Statutory Auditors: The members at the Annual General Meeting held on 24th August, 2022, appointed M/s. Gupta Vigg and Co., Chartered Accountants (Firm Registration No. 001393N) as Statutory Auditors of the Company for a term of five consecutive years starting from the conclusion of the 17th Annual General Meeting upto the conclusion of 22nd Annual General Meeting of the Company to be held in the year 2027.

M/s. Gupta Vigg & Co., Chartered Accountants, have given declaration to the effect that they have not incurred any disqualification as mentioned under Section 141(3) of the Companies Act, 2013 after their appointment as Statutory Auditors of the Company.

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, 2024. There were no qualifications, reservations, adverse remarks or disclaimers in the Report. 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.

No frauds were reported by the Auditors under Section 143(12) of the Companies Act, 2013.

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 Practicing Company Secretaries, having Certificate of Practice No. 2585 to conduct the Secretarial Audit of the Company for the financial year 2024-25.

M/s. P.S. Bathla and Associates, Practicing Company Secretaries have carried out the Secretarial Audit for the financial year ended March 31, 2024 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.

SECRETARIAL STANDARDS

The Company has complied with the applicable

Secretarial Standards i.e. SS1 and SS2 relating to the Meetings of Board of Directors and General Meetings, respectively, issued by the Institute of Company Secretaries of India.

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. Further, the statutory auditors of the Company have verified the systems and processes and confirmed that the internal financial controls system over financial reporting is operating effectively.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed M/s. Piyush Singla & Associates, Chartered Accountant as Internal Auditor of the Company. The Internal Auditor tests the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems. They also identify and address technology and IT-related security issues commensurate with the nature and complexities of its operations. 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. During the year, Company's Internal Controls were tested and no reportable weakness in the system was observed.

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 SAP S4 HANA application, which is based on SAP HANA database. It keeps all the data in memory which results in data processing that is magnitude faster than that of disk based system, allowing for advanced, real time analytics. The Asset Liability Management (ALM) Policy and Risk Management Policy concerned with the effective risk management in various Portfolios are also framed by the Company.

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.

ANNUAL RETURN

The Annual Return of the Company pursuant to Section 92 of the Companies Act, 2013 for the financial year 2023-24 in the Form MGT-7 has been available on the Company's website at: http://www.ownahar.com/nahar_cf/pdf/annual-return-2024.pdf

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: N.A.

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 III 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 Annexure III 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. 4,91,19,137/- (Rupees Four Crores Ninety One Lakhs Nineteen Thousand One Hundred Thirty Seven only) as approved by shareholders vide their Special Resolution dated 29th September, 2021. Mr. Dinesh Oswal is 59 years of age. He is a Commerce Graduate and has business experience of more than 39 years in textile industry and financial expertise. He is employed on contractual basis for five years w.e.f 1st January, 2022 to 31st December, 2026. Before joining the Company, he was employed with M/s. Oswal Woollen Mills Ltd. as Commercial Manager. His shareholding in the Company is 64091 equity shares of Rs. 5/- each. He is related to Mr. Jawahar Lal Oswal, Director/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.

MAINTENANCE OF COST RECORDS

The maintenance of cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013 is not applicable to the Company as the Company is a Non Banking Financial Company.

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.

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2023-24, the Company has not received any complaint on sexual harassment and hence no complaint remains pending as of 31st March, 2024.

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 for the year ended 31st March, 2024 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 IV and form part of this Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year ended 31st March, 2024 as stipulated under the Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is



enclosed as per Annexure-V and form part of this Report.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Business Responsibility and Sustainability Report for the year ended 31st March, 2024 describing the initiatives taken by the listed entity from an environmental, social and governance perspective in the format as specified by the Board as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been available on the Company's website at: http://www.ownahar.com/nahar_cf/pdf/BRSR-2023-24.pdf.

HUMAN RESOURCE/INDUSTRIAL RELATIONS

The Company recognizes human resource 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 Company's employees at all levels have extended their whole hearted co-operation for the excellent performance of the Company.

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 of Directors

**Place: Ludhiana
Date: 12th August, 2024**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**



***Glimpse of CSR Project
under "Health Care"
undertaken by
Oswal Foundation***




Annexure I
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

*[Pursuant to Section 135 of the Companies Act, 2013 read with
Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]*

1. A brief outline of the Company's CSR policy:

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee formulated the Corporate Social Responsibility Policy (CSR Policy) and recommended the same to the Board of Directors of the Company for their approval. As per the CSR Policy, the Company will undertake CSR activities in collaboration with Group Companies under one umbrella i.e. through M/s. Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration No. CSR0000145 for undertaking CSR activities.

2. Composition of the CSR Committee: Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Company's Corporate Social Responsibility (CSR) Committee comprises of three members under the Chairmanship of Mr. Dinesh Oswal, Managing Director of the Company. Dr. Yash Paul Sachdeva, Independent Director and Mr. Dinesh Gogna, Non-executive Director, are the other two members of the Committee.

SI No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Dinesh Oswal	Chairman / Managing Director	2	2
2.	Mr. Dinesh Gogna	Member / Director	2	2
3.	Dr. Yash Paul Sachdeva	Member / Independent Director	2	2

3. Provide the web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

Composition of CSR Committee	http://www.owmnahar.com/nahar_cf/committees-of-directors.php
CSR Policy	http://www.owmnahar.com/nahar_cf/pdf/csr_policy.pdf
CSR projects approved by the Board	http://www.owmnahar.com/nahar_cf/pdf/csr-project.pdf

4. Provide the executive summary alongwith web-link(s) of Impact Assessment of CSR projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

As per Rule 8(3) of the Companies (Corporate Social

Responsibility Policy) Rules, 2014, the Company is not required to undertake impact assessment, through an independent agency, of the CSR Project. However, to monitor and supervise the Company's CSR Project undertaken by the Oswal Foundation, the CSR Committee has entrusted the responsibility to one of its Committee member to conduct the impact assessment of the CSR Project undertaken by the Oswal Foundation and report the same to the CSR Committee/Board.

5. (a) Average net profit of the Company as per Section 135(5) : Rs. 3256.89 Lakhs
- (b) Two percent of average net profit of the Company as per Section 135(5) : Rs. 65.14 Lakhs
- (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years : Nil
- (d) Amount required to be set-off for the financial year, if any : Rs. 65.14 Lakhs
- (e) Total CSR obligation for the financial year (b+c-d) : Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : Rs. 76.48 Lakhs*
- (b) Amount spent in Administrative Overheads : Nil
- (c) Amount spent on Impact Assessment, if applicable : Not applicable
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : Rs. 76.48 Lakhs*
- (e) CSR amount spent or unspent for the Financial Year:

(Rs. in Lakhs)

Total amount spent for the Financial Year	Amount unspent (in Rs. in Lakhs)				
	Total amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
76.48*	Not Applicable		Not Applicable		

(f) Excess amount for set off, if any

SI No.	Particular	Amount (Rs. in Lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5)	65.14
(ii)	Total amount spent for the Financial Year	76.48*
(iii)	Excess amount spent for the financial year [(ii)-(i)]	11.34
(iv)	Surplus arising out of the CSR projects or programs or activities of the previous financial years, if any	Nil
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	11.34



*The Company has already made the contribution for an amount of Rs. 1 Crore to the Oswal Foundation for undertaking the project under "Promoting Healthcare" in the financial year 2022-23 out of which an amount of Rs. 23.52 Lakhs was adjusted against Company's CSR Obligation for the financial year 2022-23. The Board of Directors vide their resolution dated 10th November, 2022 on the recommendation of CSR Committee, approved to set off the balance amount of Rs. 76.48 Lakhs of contribution already made by Company to the Oswal Foundation, against Company's CSR obligation for the financial year 2023-24 for undertaking the project under "Promoting Healthcare" as prescribed in the Schedule VII of the Companies Act, 2013 and falls under Company's Corporate Social Responsibility (CSR) Policy. Accordingly, out of Rs. 76.48 Lakhs, an amount of Rs. 65.14 Lakhs has been set off against Company's CSR obligation for the financial year 2023-24 and remaining amount of Rs. 11.34 Lakhs will be set off against Company's CSR obligation for the immediately succeeding financial years as per Rule 7 of Companies (Corporate Social Responsibility Policy) Rules, 2014.

7. Details of Unspent CSR amount for the preceding three financial years: Nil

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135(6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount Spent in the reporting Financial Year	Amount transferred to a Fund as specified under Schedule VII as per second proviso Section 135(5), if any		Amount remaining to be spent in succeeding financial years	Deficiency, if any
					Amount	Date of transfer		
NIL								

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in Financial Year:

☐ Yes ☒ No

If Yes, enter the number of Capital assets created/acquired: No capital asset was created or acquired during the financial year 2023-24 through CSR amount spent.

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

Place: Ludhiana
Date: 12th August, 2024

Dinesh Oswal
(Managing Director/
Chairman of CSR Committee)
DIN: 00607290

**Annexure II****Form No. MR-3
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDING 31st MARCH, 2024**

[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 Ltd.
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 Ltd.** (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, 2023 to 31st March, 2024** 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 Ltd** ("The Company") for the financial year ended on **31st March, 2024** according to the provisions of:
 - I. The Companies Act, 2013 (the Act) and the rules made thereunder;
 - 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 thereunder;
 - IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder 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, 2018; **(Not Applicable as the Company has not issued further capital during the financial year under review)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable as the Company has not issued any shares/options to directors/employees under the said guidelines/regulations during the year under review)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(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, 2021; **(Not applicable to the Company during the Audit period as there was no event in this regard)**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(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 (ICSI).



(ii) The SEBI Listing Obligations and Disclosure Requirements (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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are 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

For P S Bathla & Associates

Parminder Singh Bathla

Company Secretary

FCS No. 4391

C.P. No. 2585

Peer Review No. 1306/2021

SCO-6, Feroze Gandhi Market,

Ludhiana

Place: Ludhiana

Date : 12th August, 2024

UDIN: F004391F000949491

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 Ltd.

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.

For P S Bathla & Associates

Parminder Singh Bathla

Company Secretary

FCS No. 4391

C.P. No. 2585

Peer Review No. 1306/2021

SCO-6, Feroze Gandhi Market,

Ludhiana

Place: Ludhiana

Date : 12th August, 2024

UDIN: F004391F000949491


Annexure III
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 details of remuneration of each Director, Chief Financial Officer and Company Secretary, percentage increase/decrease in their remuneration during the financial year 2023-24 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2023-24 are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director /KMP for financial year 2023-24 (Rs. in Lakhs)	% increase/decrease in Remuneration in the Financial Year 2023-24	Ratio of remuneration of each Director/ to median remuneration of employees
1	Mr. J.L. Oswal Non-Executive Director	0.40	33.33	0.09
2	*Mr. Dinesh Oswal Managing Director	491.19	10.13	109.40
3	Mr. Kamal Oswal Non-Executive Director	0.30	-25.00	0.07
4	Mr. Dinesh Gogna Non-Executive Director	0.40	0.00	0.09
5	Mr. S.K. Sharma Non-Executive Director	0.30	-25.00	0.07
6	Dr. Manisha Gupta Independent Director	0.40	0.00	0.09
7	Dr. Vijay Asdhir Independent Director	0.40	33.33	0.09
8	Dr. Roshan Lal Behl Independent Director	0.40	0.00	0.09
9	Dr. Yash Paul Sachdeva Independent Director	0.40	100.00	0.09
10	Dr. Rajan Dhir Independent Director	0.40	100.00	0.09
11	Mr. Hans Raj Kapoor Chief Financial Officer	28.48	4.94	--
12	Mrs. Anjali Modgil Company Secretary	8.59	10.13	--

*Mr. Dinesh Oswal, Managing Director, has been paid remuneration from 1st April 2023 to 31st March, 2024, as per shareholders' approval vide their Special Resolution dated 29th September, 2021 under Section 197 read with Schedule V of the Companies Act, 2013.

- ii) The median remuneration of employees of the Company during the financial year was Rs. 4.49 Lakhs.
- iii) In the financial year, there was an increase of 4.50% in the median remuneration of employees;

- iv) There were 20 (including 2 contractual employees) permanent employees on the rolls of Company as on March 31, 2024;
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2023-24 was 4.12% whereas the increase in the managerial remuneration for the same financial year is 10.13%.
- vi) It is hereby affirmed that the remuneration paid is as per the Appointment and Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

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 and Experience	Date of commencement of employment	Age (in years)	Last employment held	%age of equity shares held	Whether Relative of any director or manager
1	Mr. Dinesh Oswal MD	491.19	Contractual	B.Com. 39 years	01.12.2007	59	Oswal Woollen Mills Ltd.	0.383	Yes 1. Mr. Jawahar Lal Oswal 2. Mr. Kamal Oswal
2	Mr. H.R. Kapoor CFO	28.48	Regular	CA 41 years	01.05.2008	66	Nahar Spinning Mills Ltd.	0.002	No
3	Mrs. Ritu Oswal Advisor	24.00	Contractual	Graduate 11 years	01.11.2020	52	Nahar Spinning Mills Ltd.	0.005	Yes 1. Mr. Dinesh Oswal 2. Mr. Jawahar Lal Oswal
4	Mr. Siddharath Umesh Singh Sr. Manager (Finance)	21.81	Regular	MBA 17 years	03.09.2007	41	Welspun India Ltd.	Nil	No
5	Mr. Sunil Gupta Manager (Credit Control)	12.62	Regular	Graduate 38 years	01.05.2008	61	Nahar Fibres Ltd.	Nil	No
6	Mrs. Anjali Modgil Company Secretary	8.59	Regular	CS, M.Com. 13 years	23.07.2014	36	---	Nil	No
7	Mr. Sunil Kapoor Assistant Manager (Personnel)	6.51	Regular	Graduate 35 years	01.03.2008	61	Nahar Spinning Mills Ltd.	Nil	No
8	Mr. Jayprakash Babaji Sawant Office Assistant	4.91	Regular	Graduate 27 years	01.09.2010	50	Muji Mehta Pharma	Nil	No
9	Mr. Pritpal Singh Asstt. Accounts	4.73	Regular	B.Com. 23 years	01.03.2008	48	Nahar Spinning Mills Ltd.	Nil	No
10	Mr. Dinesh Kumar (Driver)	4.53	Regular	Under Matric 38 years	01.12.2009	60	Nahar Industrial Enterprises Ltd.	Nil	No

For and on behalf of the Board of Directors

**Place: Ludhiana
Date: 12th August, 2024**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**

**Annexure IV****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 transparency and accountability in its operations so that Company's goal of creation and maximization of wealth of the shareholders could be achieved. Moreover, Good Corporate Governance practices ensure that Company gain as well as retain the trust of Shareholders. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as "Listing Regulations") incorporate certain mandatory disclosure requirements which are required to be made with regard to Corporate Governance (Part C of Schedule V). Accordingly, we are pleased to report on the Corporate Governance as hereunder: -

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

Your Management believe that well informed and Independent Board is necessary to ensure High Standard of Corporate Governance. The Board oversees the Management's functions and protects the long term interest of all the stakeholders. The Listing Regulations prescribes that the Board of the Company should have the optimum combination of Executive and Non-Executive Directors with at least one Women Director. Besides, where the non-executive Chairperson is promoter of the listed entity or is related to any promoter then atleast half of the Board of Directors should consist of Independent Directors.

We are pleased to inform that Company's Board is an optimal mix of Executive, Non-Executive and Independent Directors so as to maintain its Independence in Governance and Management of the Company. As on March 31, 2024, the present strength of the Board is Ten Directors. Mr. Dinesh Oswal (DIN: 00607290) is Managing Director of the Company and Mr. Jawahar Lal Oswal (DIN: 00463866) is Non-Executive Chairman and is one of the promoters of the Company. Accordingly, the

Company's Board consists of five Independent Directors namely; Dr. Vijay Asdhir (DIN: 06671174), Dr. Roshan Lal Behl (DIN: 06443747), Dr. Yash Paul Sachdeva (DIN: 02012337), Dr. Rajan Dhir (DIN: 09632451) and Dr. Manisha Gupta (DIN: 06910242), a Women Independent Director. Mr. Kamal Oswal (DIN: 00493213), Mr. Dinesh Gogna (DIN: 00498670) and Mr. S.K. Sharma (DIN: 00402712) are other Non-executive Directors of the Company. Thus, the Company is in compliance with all the applicable requirements of the Listing Regulations.

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 Listing Regulations, every Company is required to hold 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 would like to report that the Company held four Board Meetings during the year i.e. on May 30, 2023, August 9, 2023, November 8, 2023 and February 10, 2024 with a clearly defined agenda and has thus, complied with the said provisions of the Act. The agenda alongwith the explanatory notes are circulated to the directors well in advance. Every Board member can suggest the inclusion of additional items in the agenda. All the Directors strive to be present at the Board Meetings.

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

The participation of Non-Executive Directors and Independent Directors has been active in the Board Meetings. The names and categories of the directors on the Board, their attendance at Board Meetings held during the year and last Annual General Meeting held on Monday, September 25, 2023 and the number of directorship and committee chairmanships/memberships held by them in other public companies as on 31st March, 2024 are given herein below. Other directorships do not include directorships of private limited companies, Section 8 companies and companies incorporated outside India. Chairmanship/membership of Board Committees shall include only Audit Committee and Stakeholders' Relationship Committee as per Regulation 26(1)(b) of Listing Regulations:



Name of Directors	Category of Directors	No. of Directorship in other Public Companies	No. of Committee position held in other Public Companies		No. of Board Meetings attended	AGM Attendance	No. of Shares Held	Directorship in other Listed Entities	
			Member*	Chairman				Name	Category
Mr. Jawahar Lal Oswal	Non Executive, Promoter	8	0	0	4	NO	40012	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd. d) Monte Carlo Fashions Ltd.	Director
Mr. Dinesh Oswal	Executive, Promoter	6	0	0	4	YES	64091	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd.	Director
Mr. Kamal Oswal	Non Executive, Promoter	7	1	0	3	NO	259	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd. d) Oswal Leasing Limited	Director
Mr. Dinesh Gogna	Non Executive	8	8	2	4	YES	NIL	a) Nahar Industrial Enterprises Ltd. b) Nahar Poly Films Ltd. c) Nahar Spinning Mills Ltd. d) Monte Carlo Fashions Ltd. e) Oswal Leasing Limited	Director
Mr. S.K. Sharma	Non Executive	2	1	0	3	YES	NIL	a) Nahar Poly Films Ltd. b) Nahar Spinning Mills Ltd.	Director
Dr. Manisha Gupta	Independent	7	7	2	4	YES	NIL	a) Nahar Poly Films Ltd. b) Nahar Spinning Mills Ltd. c) Monte Carlo Fashions Ltd. d) Nahar Industrial Enterprises Ltd. e) Oswal Leasing Ltd.	Independent Director
Dr. Vijay Asdhir	Independent	1	2	2	4	YES	NIL	a) Nahar Spinning Mills Ltd.	Independent Director
Dr. Roshan Lal Behl	Independent	7	9	5	4	YES	NIL	a) Nahar Spinning Mills Ltd. b) Nahar Poly Films Ltd. c) Nahar Industrial Enterprises Ltd. d) Monte Carlo Fashions Ltd. e) Oswal Leasing Ltd.	Independent Director
Dr. Yash Paul Sachdeva	Independent	2	0	0	4	YES	NIL	a) Nahar Spinning Mills Ltd. b) Nahar Industrial Enterprises Ltd.	Independent Director
Dr. Rajan Dhir	Independent	1	0	0	4	YES	NIL	a) Nahar Poly Films Ltd.	Independent Director

Note:- *Membership includes Chairmanship

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

The information regarding other Board of Directors or Committees in which Directors are member or chairperson as on 31st March, 2024, 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. Further, as per Regulation 17(A) of Listing Regulations, none of the Director of the Company holds directorship in more than seven listed entities and none of the Independent Director on the Board are serving as Independent Director in more than seven listed entities.

None of the director is a member in more than Ten (10) Board level Committees or is a Chairperson in

more than Five (5) such Board level Committees of all listed entities in which he is a director as required under Regulation 26(1) of Listing Regulations.

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 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:

Mr. Jawahar Lal Oswal who is Chairman of the Company is holding 40012 equity shares of Rs. 5/- each of the Company. Mr. Dinesh Oswal who is a Managing Director of the Company is holding 64091



equity shares of Rs. 5/- each of the Company. Mr. Kamal Oswal Non-Executive Promoter Director is holding 259 equity shares of Rs. 5/- each of the Company. None of the other 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 Programs for Independent Directors are posted on the website of the Company and can be accessed at: http://www.ownahar.com/nahar_cf/pdf/familiarization-program-2024.pdf

h. Board-skills/expertise/competencies:

Pursuant to Regulation 34(3) read with Schedule V Part (C)(2)(h) of Listing Regulations, the Board of Directors has identified the following the requisite skills/expertise and competencies as required in the context of Company's business and sector to function effectively and which are currently available with the Board:

Sr. No.	Core skills/expertise/competencies
1.	Leadership skills
2.	Industry knowledge and experience
3.	Managerial and entrepreneurial skills
4.	Experience and exposure in policy shaping and industry promotion
5.	Understanding of relevant laws, rules, regulations and policies
6.	Corporate Governance
7.	Financial expertise/knowledge
8.	Risk Management
9.	Information Technology

In the table below, the specific areas of focus or expertise of individual board members have been highlighted. However, the absence of a mark against a member's name does not necessarily mean the member does not possess the corresponding skill/expertise.

i. Confirmation of Independent Directors:

Pursuant to Clause C(2)(i) of Schedule V read with Regulation 34(3) of Listing Regulations, in the opinion of the Board all the independent directors fulfill the conditions required for independent directors as specified in the Listing Regulations and are independent of the management.

j. Resignation of an Independent Director:

Pursuant to Clause C(2)(j) of Schedule V read with Regulation 34(3) of Listing Regulations, requirement of providing the detailed reasons for the resignation of an independent director who resigns before the expiry of his tenure along with a confirmation by such director that there are no other material reasons is not applicable as no Independent Director has resigned during the year under review.

k. Separate Meeting of Independent Directors:

As per the provisions of the Companies Act, 2013 and the Rules made thereunder, the Independent Directors are required to hold atleast one meeting in a year without the attendance of Non Independent Directors and members of Management. We would like to report that the Company's Independent Directors met on 15th November, 2023, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they –

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- 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.

Area of skills/expertise/competencies									
Name of Director	Industry Knowledge	Leadership	Managerial and Entrepreneurial	Exposure in policy shaping	Understanding of law, rules & regulations	Corporate Governance	Financial Expertise	Risk Management	Information Technology
Mr. Jawahar Lal Oswal	√	√	√	√	√	√	√	√	√
Mr. Dinesh Oswal	√	√	√	√	√	√	√	√	√
Mr. Kamal Oswal	√	√	√	√	√	√	√	√	√
Mr. Dinesh Gogna	√	√	√	√	√	√	√	√	√
Mr. S.K. Sharma	√	√	√	√	√	√	√	√	√
Dr. Vijay Asdhir	√	√	√	√	√	√	√	√	√
Dr. Manisha Gupta	√	√	√	√	√	√	√	√	√
Dr. Roshan Lal Behl	√	√	√	√	√	√	√	√	√
Dr. Y.P. Sachdeva	√	√	√	√	√	√	√	√	√
Dr. Rajan Dhir	√	√	√	√	√	√	√	√	√



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, Asset Liability Management Committee and IT Strategy 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 comprises of three Non-Executive Directors under the chairmanship of Dr. Vijay Asdhir, an Independent Director. Mr. S.K. Sharma, Non Executive Director and Dr. Roshan Lal Behl, Independent Director, are the two other members of the Audit Committee. There is no change in the composition of the Committee during the year. Dr. Vijay Asdhir is Post Graduate in Commerce and Ph.D. and has more than 38 years of experience in Teaching Accounting and Business Administration. Dr. Vijay Asdhir is financially literate and has required accounting and financial management related expertise. Dr. Roshan Lal Behl is M.Com, MBA (Financial Management) and Ph.D. (Corporate Disclosure Practices of Indian Companies). He has more than 39 years of experience in Teaching Accounting, Financial Management and Taxation. Likewise, Mr. S.K. Sharma is an MBA and is 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.

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

c. Meetings and Attendance:

During the financial year 2023-24, the Committee

met four times i.e. on 30th May, 2023, 9th August, 2023, 8th November, 2023 and 10th February, 2024, for reviewing and adopting the quarterly un-audited financial results as well as the annual financial statements 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 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Vijay Asdhir	4	4
Mr. S.K. Sharma	4	3
Dr. Roshan Lal Behl	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 may 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 the Company's remuneration policies in respect of Managing Director, Key Managerial Personnel and Senior Executives 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 is made as per the applicable provisions of the Companies Act, 2013 and also devises a policy on "Diversity of Board of Directors".

b. Composition:

The Nomination and Remuneration Committee comprises of three Independent Directors namely; Dr. Yash Paul Sachdeva, as the Chairman and Dr. Roshan Lal Behl and Dr. Manisha Gupta as the members of the Committee. There is no change in the composition of the Committee during the year under review.

c. Meetings and Attendance:

The Nomination and Remuneration Committee met



two times i.e. on 27th May, 2023 and 8th August, 2023 during the year under review. The attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Yash Paul Sachdeva	2	2
Dr. Roshan Lal Behl	2	2
Dr. Manisha Gupta	2	2

d. Performance Evaluation Criteria for Independent Directors:

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

Particulars of senior management as on 31st March, 2024 including the changes therein since the close of the previous financial year are given hereunder:

Name of Key Managerial Personnel	Designation
Mr. Dinesh Oswal	Managing Director
Mr. Hans Raj Kapoor	Chief Financial Officer
Mrs. Anjali Modgil	Company Secretary & Compliance Officer

Name of Senior Management Personnel	Designation
Mr. Siddharath Umesh Singh	Senior Manager (Finance)
Mr. Sunil Gupta	Manager (Credit Control)

There is no change in senior management during the year under review.

f. 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 2023-24 is as follows:

Name of Director	Sitting Fees (Rs.)
Mr. Jawahar Lal Oswal	40,000.00
Mr. Kamal Oswal	30,000.00
Mr. Dinesh Gogna	40,000.00
Mr. S.K. Sharma	30,000.00
Dr. Vijay Asdhir	40,000.00
Dr. Manisha Gupta	40,000.00
Dr. Roshan Lal Behl	40,000.00
Dr. Yash Paul Sachdeva	40,000.00
Dr. Rajan Dhir	40,000.00
Total	3,40,000.00

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 2023-24 is as follows:

(Rs. In Lakhs)

Name of Director	Salary	Commission	Benefits	Bonuses	Stock Option	Pension	Total
Mr. Dinesh Oswal	405.00	86.19	--	--	--	--	491.19

Note: Mr. Dinesh Oswal, Managing Director, has been paid remuneration from 1st April 2023 to 31st March, 2024 as per Shareholders approval vide their Special Resolution dated 29th September, 2021 under Section 197 read with Schedule V of the Companies Act, 2013.

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

The fixed component of remuneration of Managing Director includes salary, perquisites and retirement benefits. He is also entitled to 2% commission of the net profits of the company, as per the shareholders' approval vide their Special Resolution dated 29th September, 2021 under the Companies Act, 2013.

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 services. 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. Rajan Dhir, an Independent Director. Mr. S.K. Sharma, a Non-Executive Director and Dr. Vijay Asdhir, Independent Director are the other two members of the Committee. There is no change in the composition of the Committee during the year under review.

c. Meetings and Attendance

The Committee met four times i.e. on 27th May, 2023, 8th August, 2023, 7th November, 2023 and 9th February, 2024 during the year under review. The attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. S.K. Sharma	4	3
Dr. Vijay Asdhir	4	4
Dr. Rajan Dhir	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 here below:

No. of complaints received during the financial year	: 01
No. of complaints resolved during the financial year	: 01
No. of complaints not solved to the satisfaction of shareholders	: NIL
No. of complaints pending as on 31 st March, 2024	: 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. gredressalnfcsl@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, Non-Executive Director, Dr. Roshan Lal Behl, Independent Director of the Company and Mrs. Anjali Modgil, Company Secretary of the Company, are the other members of the Committee. There is no change in the composition of the Committee during the year under review. 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 fifteen times during the year under review i.e. 15th April, 2023, 15th May, 2023, 31st May, 2023, 17th June, 2023, 15th July, 2023, 16th August, 2023, 18th September, 2023, 16th October, 2023, 31st October, 2023, 15th November, 2023, 1st December, 2023, 15th December, 2023, 31st January, 2024, 29th February, 2024 and 30th March, 2024 and the attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	15	15
Mr. Dinesh Gogna	15	15
Dr. Roshan Lal Behl	15	15
Mrs. Anjali Modgil	15	15

Pursuant to Section 124(6) of the Companies Act, 2013 read with Rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has transferred all the shares in respect of which dividend remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Details of shares transferred to the IEPF Authority are available on the Company's website and can be accessed through the link: http://www.owmnahar.com/nahar_cf/transfer-of-equity-shares-to-IEPF.php. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link <http://www.iepf.gov.in>.

The Shareholders can claim their subject shares/dividend by making an application to the IEPF Authority in e-Form IEPF-5 as per procedure provided under Rule 7 of the IEPF Rules. The Shareholders can also view the procedure at <http://www.mca.gov.in>.

As per Listing Regulations, M/s. Alankit Assignments



Ltd., is the 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/transmission, 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 with 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.ownahar.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. Yash Paul Sachdeva, 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 under review.

g. Meetings and Attendance

During the year under review, the Committee met two times i.e. on 27th May, 2023 and 8th August, 2023. The attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	2	2
Mr. Dinesh Gogna	2	2
Dr. Yash Paul Sachdeva	2	2

The CSR Report as required under the Companies (Corporate Social Responsibility Policy) Rules,

2014, for the financial year ended 31st March, 2024 is attached as per Annexure I to the Directors Report.

6. RISK MANAGEMENT COMMITTEE

As per the provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015, the Company has constituted the Risk Management Committee. The Company being essentially an Investment Company, its main source of income is dividend income / 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.

The Risk Management Committee consists of three non-executive Directors under the Chairmanship of Dr. Roshan Lal Behl, Independent Director of the Company. Dr. Rajan Dhir, 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 under review.

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 27th May, 2023, 8th August, 2023, 7th November, 2023 and 9th February, 2024. The attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Roshan Lal Behl	4	4
Mr. Dinesh Gogna	4	4
Dr. Rajan Dhir	4	4

7. INVESTMENT COMMITTEE

The Company's primary business activities are investment activities comprising of Long Term investment activities i.e. Long Term Capital and 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 comprised of three directors namely; Mr. Dinesh Oswal as Chairman, Mr. Dinesh Gogna, Non-Executive Director and Dr. Vijay Asdhir, Independent Director are other members of the Committee. There is no change in the composition of the Committee during the year. During the year under review, the Committee met eight times i.e. on 5th April, 2023, 3rd June, 2023, 31st July, 2023, 20th October, 2023, 30th November, 2023, 11th January, 2024, 7th February, 2024 and 27th March, 2024.

The attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Mr. Dinesh Oswal	8	8
Mr. Dinesh Gogna	8	8
Dr. Vijay Asdhir	8	8

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 comprised of Mr. Dinesh Oswal as Chairman, Mr. S.K Sharma and Dr. Roshan Lal Behl, as the members of the Committee. There is no change in the composition of the Committee during the year. During the year under review, the Committee met twice i.e. on 27th May, 2023 and 20th October, 2023. The attendance record of the Members at the Meetings held during the year 2023-24 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
Dr. Roshan Lal Behl	2	2

9. IT STRATEGY COMMITTEE

As a part of good Corporate Governance, the Company has constituted the IT Strategy Committee pursuant to the requirements of the RBI Master Direction - Information Technology Framework for the NBFC Sector, to carry out review and amend the IT strategies in line with the corporate strategies, Board Policy reviews, cyber security arrangements and any other matter related to IT Governance. As on 31st March, 2024, the Committee comprises of three members namely; Dr. Manisha Gupta, as Chairperson, Mr. Hans Raj Kapoor, Chief Financial

Officer and Mr. Arun Kumar, Computer Engineer as the members of the Committee. During the year under review, Mr. Puneet Kumar ceased to be the member of the Committee due to resignation on the close of 22nd July, 2023. Accordingly, the Board of Directors in their meeting held on 9th August, 2023 approved the appointment of Mr. Arun Kumar, Computer Engineer as a member of IT Strategy Committee w.e.f. 17th August, 2023. During the year under review, the Committee met twice i.e. on 2nd May, 2023 and 31st October, 2023. The attendance record of the Members at the Meetings held during the year 2023-24 is as under:

Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr. Manisha Gupta	2	2
Mr. Hans Raj Kapoor	2	2
*Mr. Puneet Kumar	2	1
#Mr. Arun Kumar	2	1

*Ceased to be the member of the Committee w.e.f. 22nd July, 2023.

#Appointed as member of the Committee w.e.f. 17th August, 2023.

IV. GENERAL BODY MEETINGS

i. Location and time, where last three Annual General Meetings held:

Financial Year	Location	Date	Time
2020-2021	Through Video Conferencing/ Other Audio Visual Means	29.09.2021	12.30 p.m.
2021-2022	Through Video Conferencing/ Other Audio Visual Means	24.08.2022	12.30 p.m.
2022-2023	Through Video Conferencing/ Other Audio Visual Means	25.09.2023	12.30 p.m.

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

2020-2021	- To approve re-appointment of Mr. Dinesh Oswal (Din: 00607290) as a Managing Director of the Company; - To approve continuation of holding of office as Independent Director by Dr. Amrik Singh Sohi (Din: 03575022), upon attaining the age of 75 years; - To approve continuation of holding of office as an Independent Director by Dr. Vijay Asdhir (Din: 06671174), upon attaining the age of 75 years.
2021-2022	To approve payment of remuneration to Mr. Dinesh Oswal (DIN: 00607290) Managing Director of the Company under Regulation 17(6)(e) and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015



	2. To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director of the Company 3. To appoint Dr. Rajan Dhir (DIN: 09632451) as an Independent Director of the Company 4. To re-appoint Dr. Vijay Asdhir (DIN: 06671174) as an Independent Director of the Company 5. To re-appoint Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company
2022-2023	No Special Resolution was passed

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

No Special Resolution was passed during the financial year ended 31.03.2024 through postal ballot.

iv. Person who conducted the postal ballot exercise:

Not applicable as no Special Resolution was passed during the financial year ended 31.03.2024 through postal ballot.

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

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

vi. Procedure for postal ballot.

Whenever any Special Resolution will be conducted through postal ballot, the procedure for postal ballot shall be as per the applicable provisions of Companies Act, 2013 read with Listing Regulations.

V. MEANS OF COMMUNICATION

a. Quarterly Results:

The Company's quarterly results in the format prescribed by the Listing Regulations, are approved and taken on record by the Board within the prescribed period under the Regulations and submitted immediately by uploading on the website of BSE Limited and National Stock Exchange of India Limited, on which the Company's shares are listed.

b. Newspapers wherein results normally published:

The financial results of the Company are published in leading Newspaper 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.ownnahar.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.ownnahar.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.ownnahar.com.

VI. GENERAL SHAREHOLDERS INFORMATION

a. Annual General Meeting

Date : 25th September, 2024
Day : Wednesday
Time : 12.30 p.m.
Venue : The Company is conducting the Meeting through Video Conferencing / Other Audio Visual Means as permitted by Ministry of Corporate Affairs. Hence, the venue of the Meeting shall be deemed to be the registered office of the Company. For details please refer to the Notice of this AGM.

b. Financial Year : Financial year of the Company comprises of twelve months i.e. 1st April, 2023 to 31st March, 2024

c. Dividend Payment Date : On or before 5th October, 2024

d. Closure: : 7th September, 2024 to 12th September, 2024 (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 (BSE) 25 th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001.
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The listing fees payable to BSE and NSE for 2024-25 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 fees for the financial year 2024-25 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, 2023 to March, 2024 are as follows:

Month	BSE		NSE	
	High	Low	High	Low
April, 2023	314.95	248.60	316.40	248.00
May, 2023	303.95	273.40	299.40	271.10
June, 2023	315.00	270.00	313.00	268.50
July, 2023	315.00	280.00	308.90	282.20
August, 2023	297.75	268.15	297.80	268.20
September, 2023	358.00	284.60	358.80	286.05
October, 2023	329.00	275.00	318.85	272.55
November, 2023	315.00	273.00	313.50	275.00
December, 2023	334.40	280.00	310.90	288.00
January, 2024	340.00	294.95	343.30	300.05
February, 2024	350.20	282.00	350.00	280.95
March, 2024	350.35	274.90	350.00	271.95

Source: Data has been taken from the website of the BSE and NSE. 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, 2023 to March, 2024 is as under:

Share Prices of Nahar Capital and Financial Services Limited					BSE Sensex			
Year 2023-24	Highest	Lowest	Closing	%age Change over last Month's Closing	Highest	Lowest	Closing	%age Change over last Month's Closing
April, 2023	314.95	248.60	286.00	16.05	61209.46	58793.08	61112.44	3.60
May, 2023	303.95	273.40	275.00	-3.85	63036.12	61002.17	62622.24	2.47
June, 2023	315.00	270.00	297.15	8.05	64768.58	62359.14	64718.56	3.35
July, 2023	315.00	280.00	294.35	-0.94	67619.17	64836.16	66527.67	2.80
August, 2023	297.75	268.15	287.05	-2.48	66658.12	64723.63	64831.41	-2.55
September, 2023	358.00	284.60	310.65	8.22	67927.23	64818.37	65828.41	1.54
October, 2023	329.00	275.00	286.75	-7.69	66592.16	63092.98	63874.93	-2.97
November, 2023	315.00	273.00	300.20	4.69	67069.89	63550.46	66988.44	4.87
December, 2023	334.40	280.00	305.70	1.83	72484.34	67149.07	72240.26	7.84
January, 2024	340.00	294.95	325.70	6.54	73427.59	70001.60	71752.11	-0.68
February, 2024	350.20	282.00	307.85	-5.48	73413.93	70809.84	72500.30	1.04
March, 2024	350.35	274.90	277.95	-9.71	74245.17	71674.42	73651.35	1.59

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

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

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

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

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, Dr. Roshan Lal Behl, Directors and Mrs. Anjali Modgil, Company Secretary of the Company. Share Transfer Committee meets once/twice in a month to approve the transmission / transposition / change of name, issue of duplicate share certificates & dematerialization of shares as per the procedure prescribed under the Companies Act, 2013 / Listing Regulations.

As required under Regulation 40(9) of the Listing Regulations, a certificate is obtained every year from a Practicing Company Secretary within one month from the end of each financial year certifying that all share certificates/Letter of Confirmations has been issued within 30 days of their lodgment for transfer, transmission, transposition, change of name, sub-division, 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, 2024, your Company had 13711 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	12747	92.97	1144150	6.83
501-1000	527	3.84	389472	2.33
1001-2000	230	1.68	326703	1.95
2001-3000	72	0.53	178667	1.07
3001-4000	31	0.23	107377	0.64
4001-5000	27	0.20	125133	0.75
5001-10000	34	0.25	245326	1.47
10001 and above	43	0.31	14229339	84.97
Total	13711	100.00	16746167	100.00

n. Shareholding Pattern as on March 31, 2024

Shares held by	No. of Shares	Percentage of Shareholding
Banks and Mutual Funds	3362	0.02
Foreign holdings (FPIs, NRIs, OCB)	138580	0.83
Body Corporates	499903	2.99
Trust	100	0.00
Directors/Relatives of Directors/KMP	1371	0.01
HUF	334043	1.99
General Public	3631362	21.69
Promoter	11980946	71.54
Shares Transferred to IEPF	156500	0.93
Total	16746167	100.00

o. Dematerialisation of Shares and Liquidity:

As on 31st March, 2024, 1,66,00,769 comprising 99.13% of the total Equity Capital of the Company has been dematerialized. Equity Shares of the Company are actively traded on the BSE Limited and the National Stock Exchange of India Limited. 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.

Further, the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 mandated that listed companies to issue the securities in dematerialized form only while processing the service requests for: 1. Issue of duplicate securities certificate; 2. Claim from Unclaimed Suspense Account; 3. Renewal / Exchange of securities certificate; 4. Endorsement; 5. Sub-division / Splitting of securities certificate; 6. Consolidation of securities certificates/folios; 7. Transmission; 8. Transposition.

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/speculative 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. : 0161-2600701-705
Fax No. : 0161-2661180, 2222942
E-mail address : secncfs@owmnaahar.com
Website : www.owmnaahar.com

t. Credit Ratings:

As on 31st March, 2024, the Company has obtained credit rating of "[ICRA] A1+" (pronounced as ICRAA one plus+) from M/s. ICRA Limited for the proposed Short Term Debt / Commercial Paper Programme of the Company for Rs. 25 Crores. The rating assigned to the Company is considered to have very strong degree of safety regarding timely payment of financial obligations and such instruments carry lowest credit risk. There has been no change in rating for the aforesaid instrument.

u. KYC Updation:

Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023, the Company has already dispatched letters to the physical shareholders of the Company in July, 2024 for mandatory furnishing/ updating of PAN, KYC details and Nomination by holders of physical securities in the prescribed forms i.e. ISR-1, ISR-2, SH-13/ ISR-3/ SH-14. SEBI has also mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. All the shareholders are requested to kindly update their KYC detail and



forward the duly filled in Forms along with the related proofs to the Company at its Registered Office at 375, Industrial Area-A, Ludhiana – 141003 or Registrar and Transfer Agent at M/s. Alankit Assignments Limited, Unit: Nahar Capital and Financial Services Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055 at the earliest in order to avoid any delay in receipt of dividend. The aforesaid forms can be downloaded from the website of the Company at http://www.ownnahar.com/nahar_cf/kyc_update.php.

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 under review, 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. However, the details of transactions with the Related Parties / Group / Associate Companies entered during the year which takes place in the ordinary course of business on Arm's length basis are disclosed in Notes to the Financial Statements.

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. No penalty or strictures have been imposed on the Company by the said authorities relating to the above during last three years.

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 victimization 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://ownnahar.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 Listing Regulations. 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 Listing Regulations 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 post of Chairperson and the Managing Director:** 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 of the Company 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 Listing Regulations.

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://www.ownnahar.com/nahar_cf/pdf/related_party_transaction_policy_22.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/speculative activities.

8. Details of utilization of funds raised through preferential allotment or qualified institutions

**placement:**

The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of Listing Regulations.

9. Certification from Company Secretary in Practice:

Mr. P.S. Bathla, Proprietor of M/s. P.S. Bathla & Associates, Practicing Company Secretaries, has issued a certificate as required under the Listing Regulations, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such other authority. The certificate is attached with this Report.

10. Recommendation of Committees:

In the financial year 2023-24, the Board has accepted all recommendations of its Committees.

11. Fees paid to Statutory Auditors:

The total fees for all services paid by the Company to the Statutory Auditors i.e. M/s. Gupta Vigg & Co. and all entities in the network firm/network entity of which the statutory auditors is a part is Rs. 1.50 Lakhs which includes Audit Fees, Tax Audit Fees and certification charges during the year 2023-24.

12. Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.

13. Prevention of Insider Trading:

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (PIT Regulations), the Company has framed its "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 Codes help to regulate trading in securities by the designated persons. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the designated persons 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. Pursuant to provisions of Regulation 3(5) and 3(6) of PIT Regulations, the

Company has a Structured Digital Database (SDD) in place and is maintained as per the requirements stipulated under PIT Regulations.

14. Dividend Distribution Policy:

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) 2015, the Company has adopted the Dividend Distribution Policy setting out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The Dividend Distribution Policy is available on the website of the Company at http://www.ownnahar.com/nahar_cf/pdf/Dividend_Distribution_Policy.pdf.

15. Business Responsibility and Sustainability Report:

Business Responsibility and Sustainability Report for the year ended 31st March, 2024 describing the initiatives taken by the listed entity from an environmental, social and governance perspective in the format as specified by the SEBI as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been available on the Company's website at: http://www.ownnahar.com/nahar_cf/pdf/BRSR-2023-24.pdf.

16. Insurance Policy for Directors and Officers:

As per Regulation 25(10) of Listing Regulations, the Company has already taken Directors and Officers insurance ('D and O insurance') Policy.

17. Reconciliation of Share Capital Audit:

Pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, every issuer company shall submit audit report on a quarterly basis for the purposes of reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialized form, the details of changes in share capital during the quarter and the in-principle approval obtained by the issuer from all the stock exchanges where it is listed in respect of such further issued 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.

18. 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 29.05.2024.


19. Disclosure of Loans and Advances:

The disclosure in relation to Loans and Advances (in the nature of loan) provided by the Company to firms /companies in which its Directors are interested are given in the 'Notes to Financial Statements'.

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-para (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.ownnahar.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 Listing Regulations 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

All the shares of the Company has already been

allotted to the eligible allottees, hence there is no demat suspense account/unclaimed suspense account. However, in compliance of SEBI Circular No. SEBI/HO/MIRSD/PoD-1/OW/P/2022/64923 dated December 30, 2022, the Company has opened a 'Suspense Escrow Demat Account' for crediting the shares where the shareholder fails to submit the demat request to the Depository Participant within a period of 120 days from the date of issuance of letter of confirmation. Shareholders can claim these shares transferred to 'Suspense Escrow Demat Account' on submission of necessary documentation. The details of the shares in Suspense Escrow Demat Account as on 31st March, 2024 are given hereunder:

Particulars	No. of Shares	No. of Shareholders
Aggregate number of shareholders and the outstanding shares in the Suspense Escrow Demat Account lying as on 1 st April, 2023	Nil	Nil
Number of shareholders who approached listed entity for transfer of shares from Suspense Escrow Demat Account during the year	Nil	Nil
Number of shareholders to whom shares were transferred from Suspense Escrow Demat Account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the Suspense Escrow Demat Account lying as on 31 st March, 2024	330	2
That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares	Yes	Yes

XII. DISCLOSURE OF AGREEMENTS UNDER REGULATION 30A OF SEBI LODR REGULATIONS, 2015

During the year under review, the Company has not entered into any agreement as specified in clause 5A of para A of part A of schedule III of SEBI LODR Regulations, 2015.

For and on behalf of the Board of Directors

**Place: Ludhiana
Date: 12th August, 2024**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**

**CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE***(Pursuant to Clause 10 of Part C of Schedule V of SEBI (LODR) Regulations, 2015)*

To
The Members
Nahar Capital and Financial Services Limited
Ludhiana

I have examined the relevant records of **M/s NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** for the purpose of certifying compliance of requirements in Clause 10(i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended 31st March, 2024.

On the basis of disclosures / declarations received from the Directors and taken on record by the Board of Directors and according to the verifications (including DIN Status of Directors at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company. I hereby certify that none of the ten Directors on the Board of the Company as stated below for the Financial Year ended as on 31st March, 2024, has been debarred or disqualified from being appointed or continuing as Director of Companies by the SEBI / Ministry of Corporate Affairs or any such other statutory authority.

Sl. No	Name of Director	DIN	Date of appointment in Company
1.	Mr. Jawahar Lal Oswal	00463866	31/03/2006
2.	Mr. Dinesh Oswal	00607290	31/03/2006
3.	Mr. Kamal Oswal	00493213	31/03/2006
4.	Mr. Dinesh Gogna	00498670	12/01/2007
5.	Mr. Satish Kumar Sharma	00402712	12/01/2007
6.	Ms. Manisha Gupta	06910242	26/09/2017
7.	Mr. Rajan Dhir	09632451	24/08/2022
8.	Mr. Yash Paul Sachdeva	02012337	24/08/2022
9.	Mr. Vijay Asdhir	06671174	26/09/2017
10.	Mr. Roshan Lal Behl	06443747	29/09/2020

Ensuring the eligibility of / for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For P.S. Bathla & Associates
Company Secretaries**

Sd/-

**P.S. Bathla
(Proprietor)**

**FCS: 4391/CP No. 2585
Peer Review No. 1306/2021**

**Place: Ludhiana
Date: 12th August, 2024
UDIN: F004391F000949555**



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, 2024.

Place: Ludhiana
Date: 12th August, 2024

Dinesh Oswal
(Managing Director)
DIN: 00607290

CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members,
Nahar Capital and Financial Services Limited
Ludhiana

We have examined the report of Corporate Governance presented by the Board of Directors of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** for the year ended 31st March, 2024 as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V of the same.

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 P.S. Bathla & Associates
Company Secretaries

Place: Ludhiana
Date: 12th August, 2024
UDIN: F004391F000949522

Sd/-
P.S. Bathla
(Proprietor)
FCS: 4391/CP No. 2585
Peer Review No. 1306/2021

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

The Company is registered with the Reserve Bank of India as a Non-Banking Financial Company – Investment and Credit Company (NBFC-ICC). As per Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023, the Company is classified as NBFC - Base Layer (NBFC-BL). Your Company is mainly doing investment activities with long term perspective as well as doing trading and Lending activities. Further, the Company is also doing real estate activities for higher yields.

The role played by NBFCs in Indian financial sector has been rapidly growing and their share in the credit portfolio has significantly gone up. The Non-Banking Financial Companies (NBFCs) sector in India has undergone remarkable growth and emerged as critical pillars of financial support for a significant segment of the population, including Small and Medium Enterprises (SMEs) and those historically underserved by traditional banking institutions and fostered opportunities for self-employment. Also, the space as a whole, has witnessed notable transformations ever since its emergence, with segments such as housing finance, microfinance and consumer finance contributing to its expansion. The growth is driven by various factors, such as a rising middle class, enhanced financial inclusion and positive policy interventions. The sector has also shown resilience in terms of sound capital position, improved asset quality, adequate provisioning and higher profitability. However, challenges persist. Pressure on banks' credit-deposit ratios raises concerns about NBFCs' ability to secure funds. Enhanced regulatory supervision will lead to higher compliance costs, though necessary for stability.

Economic Overview

The Indian economy has continued to showcase a robust and resilient growth story driven by perseverance, ingenuity, and vision and demonstrated a remarkable ability to bounce back and convert challenges into opportunities while striving to achieve strong, sustainable, balanced, and inclusive growth. Notably, India's GDP expanded at 8.2 per cent in real terms in FY24 against an advance estimate of 7.6 per cent aided by a greater than expected expansion of 7.8 per cent in the fourth quarter, according to the provisional estimates of GDP growth released by the National Statistical Office (NSO). Strong domestic demand for consumption and investment, along with Government's continued emphasis on capital expenditure are seen as among the

key drivers for the GDP growth.

On a global front too, India is a member of a number of important international organizations, including the United Nations, the World Trade Organization, SAARC and India marked its arrival as a key consensus builder on the global stage by hosting a G20 Presidency. This, along with an increasing share of India's GDP in global GDP, reflects the growing importance of the country in the global economic landscape.

India is a large and complex economy that faces many challenges and opportunities in its quest for growth and development. The main challenges to the growth trajectory are geo-political risks, food inflation triggered by heatwaves and climate risks, poverty and income inequality, infrastructure deficit, rising non-fuel commodity input prices of corporates and job creation for a rising population. However, Government has launched support schemes such as the ECLGS, Production Linked Incentive (PLI) and FAME 2 Schemes etc. which have helped in improved profit margins to the critical sectors. The Indian economy exhibits robust fundamental policies by Reserve Bank of India (RBI), which plays a key role in removing social and economic obstacles and maintaining stability through its adept monetary policy framework. Recent regulatory reforms, including the introduction of a risk-based supervision framework by the RBI, aim to enhance the stability and sustainability of the NBFC sector. Additionally, the Government of India has launched various initiatives to encourage the NBFCs to lend to priority sectors, including the small business segment. Initiatives such as the account aggregator framework, Co-lending partnerships with banks, the Pradhan Mantri Mudra Yojana (PMMY), the Emergency Credit Line Guarantee Scheme (ECLGS), digital platforms for payments, taxation, and trading marketplaces have made it easier and more convenient for NBFCs to lend.

Opportunities and Threats

Your Company identifies profitable investment opportunities in the entire financial market segments and also in real estate segment, diversify its revenue stream and scale up its operations in a prudent manner, while maintaining adequate risk management systems and profitability. Your Company is exploring other investment options including investing directly in debt securities, GSEC, SDL as well as in Credit Opportunity Funds for better profitability. Your Company foresees and is cautious of all the economic and financial threats globally as well as domestically, while making new investments



and also aware of the fact that change in Government policies and rate of interest revisions will affect the valuation of investments made by Company. Your company is more cautious in investing i.e. by increasing fund allocations to safer and high rated securities, REITS, INVITS, AIFs, Next Generation PE and VC funds, Digital Disruptive Technology Funds etc. and also focuses on new business/Startup Investment opportunities. In current volatile global scenario and fast changing consumer behaviours, your Company is investing in longer duration debt securities/funds and latest investment opportunities compatible with new technologies like Electric Vehicles (EV's), Artificial Intelligence (AI), 5-6G Networking, Cloud Computing etc. Your Company has built a strong diversified investment base and continues to mitigate any adverse impact of any uncertainty in the short term but is well-positioned to benefit from the financial markets' momentum, economic rebound expected over the next few years.

Future Outlook

India is expected to remain one of the fastest growing economies in the World with the IMF projected the growth for Indian economy for the FY 2024-25 at 7 per cent as per its latest World Economic Outlook update July 2024 due to surge in private consumption, especially in rural area, highlighting the resilience and potential of the Indian economy. The Reserve Bank of India, in its June Monetary Policy, has raised its real GDP growth forecast for the FY 2024-25 to 7.2 percent driven by resurgence in private consumption, robust investment, and a rebound in exports. Moreover, the Government of India in its Union Budget 2024-25 announced series of measures towards 'Viksit Bharat' by providing increased support for the poor, women, youth and farmers with boosted spending and job creation along with a higher allocation to existing ongoing growth schemes.

Indian equity market is poised to demonstrate an optimistic but volatile outlook in the coming periods due to continuing domestic investments, stable but collision government and reasonable Foreign Institutional Investor inflows. In an era of an increasingly integrated global economy, India's growth outlook also depends on the spillover effects of global developments and not just its domestic performance. Increased geo-economic fragmentation and the slowdown of hyper-globalisation are likely to result in further friend shoring and onshoring, which are already having repercussions on global trade and, subsequently, on global growth. The Government took targeted measures under the 'Make in India' initiative to bolster domestic manufacturing and promote self-reliance across various industries.

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. On real estate front, the Company is looking for opportunities and will further explore and invest in new projects to upsurge its lease/rental income in the coming periods. Your Company has recognized its role as a corporate citizen and continuously endeavors to adopt the best practices and the highest standards of corporate governance. We look forward to the future with renewed optimism as your 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 Company recognizes that risk is an integral and unavoidable component of business and it is committed to manage the risk in a proactive and effective manner. Being an investment company, the business of the Company is exposed to several risks viz; market risk, global risk, regulatory risk, credit risk, liquidity risk, operational risk, competition risk, interest rate risk, cyber security risk etc. which can affect the returns on Company's investments and financial business in unexpected way. Presently, different and next generation investment opportunities are prevalent, which are highly remunerative if we utilize expertise and experience of professional and specialized fund managers.

Considering the Company's nature of its business, it is essentially exposed to the volatility associated with financial markets. However, with the investments being well-diversified among various financial market instruments like mutual funds (both debt and equity), bonds/debentures, REITS, AIFs, Invits', VC/PE funds and equity shares (both listed and unlisted) as well as in Credit Opportunity Funds, the risk is well managed. The Company's balanced approach to portfolio management and its continuous review has enabled it to get early warning signals because of corrective measures taken by company from time to time. The Company uses information technology extensively in its operations and invest through professionals for ensuring effective information. Sustained efforts to strengthen the risk framework and portfolio quality have yielded consistently better outcomes for the Company.

As part of the Risk Management framework, the Company has also constituted the Risk Management Committee comprising of three Non-Executive Directors to monitor risk tolerance limits, review and analyze 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 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 as well as procedures. Further, the statutory auditors of the Company have verified the systems and processes and confirmed that the internal financial controls system over financial reporting is operating effectively.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed M/s. Piyush Singla & Associates, Chartered Accountant as Internal Auditor of the Company to test the adequacy and effectiveness of Internal Control Systems and Information Security framework, laid down by the management and to suggest improvement in the systems. They also identify and address technology and IT-related security issues commensurate with the nature and complexities of its operations. During the year, Company's Internal Controls and Information Security Network were tested and no reportable weakness in the system was observed.

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 SAP S4 HANA application, which is based on SAP HANA database. It keeps all the data in cloud memory which results in data processing that is magnitude faster than that of disk based system, allowing for advanced, real time analytics. The Asset Liability Management (ALM) Policy concerned with the effective risk management in various Portfolios is also framed by the Company.

Apart from this, an Audit Committee consisting of three Non-Executive Directors has been constituted. All the significant audit observations and follow up actions thereon are taken care of by the Audit Committee. The Committee oversees 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.

Segment wise Financial/Operational Performance

We would like to inform you that as per Ind-AS 108 'Operating Segments', Company's activities can be classified under two segments namely; Investment / Financial Activities and Real Estate Segment. During the year, the Company achieved a total income of Rs. 5606.03 Lakhs with a profit before tax of Rs. 4642.36 Lakhs. The segment wise detailed performance has already been discussed in the Directors' Report under the column 'Financial Review'.

Your Company continued to reward shareholders with regular dividends. The Board of Directors, considering the growth and profitability of the Company, has proposed a dividend of Rs. 1.50/- per equity share (i.e. 30%) for the year ending March 31, 2024.

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 employee's strength of the Company was 20 as on 31st March 2024.

Key Financial Ratios

The Company has identified the following ratios as applicable key financial ratios:-

Ratios	31.03.2024	31.03.2023
Capital to Risk-Weighted Assets Ratio (CRAR) %	96.33	97.56
CRAR - Tier I Capital (%)	96.32	97.56
CRAR - Tier II Capital (%)	0.01	0.00

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 of Directors

**Place: Ludhiana
Date: 12th August, 2024**

**Jawahar Lal Oswal
(Chairman)
DIN: 00463866**

**INDEPENDENT AUDITOR'S REPORT****To The Members of****Nahar Capital & Financial Services Limited****Report on the Audit of the Standalone Financial Statements****Opinion**

We have audited the accompanying Standalone Financial Statements of NAHAR CAPITAL & FINANCIAL SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current

period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Investments as on 31st March, 2024 (Refer to Note no.6 to the notes to the standalone financial statements)	
This is the largest asset on the balance sheet. Our audit effort has increased in this area and in particular, there is significant focus on considering whether the underlying investments are valued appropriately. These included investments in quoted and unquoted equity shares, mutual funds, preference shares and tax-free bonds. Investments also include investment in associate company. The valuation of investments is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgement. Accordingly, investment was determined to be a key audit matter in our audit of standalone financial statements.	Our audit procedure included the following: • Testing whether associated controls in respect of the valuation process are operating properly and assessing whether the valuation process is appropriately designed and captures relevant valuation inputs. • Assessing the availability of quoted prices in liquid markets. • Performing our own independent price checks using external quotes for liquid positions and to identify any potential impairment. • We also assessed whether the Company's disclosures in relation to the valuation of investments are compliant with the relevant accounting requirements.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, but does not include the standalone financial statements and our auditors' report thereon. The Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other



information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit

conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with standard of audits, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner

that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid financial statements

comply with the Ind AS 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 March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"),



with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (a) and (b) above, contain any material misstatement.
- v. As stated in the standalone financial statements
 - (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
 - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The

amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi. Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- 2. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

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

**UDIN: 24081585BKARMY3222
Dated: 29th May, 2024
Place: Ludhiana**

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NAHAR CAPITAL & FINANCIAL SERVICES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 LIMITED** ("the Company") as of March 31, 2024 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 Board of Directors of the Company 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. 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 respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, including the assessment of the risks of material misstatement of the Standalone 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 internal financial controls system over financial reporting of the Company.

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 Standalone 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 Standalone 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 unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

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, to the best of our information and according to the explanations given to us, 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 March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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

**UDIN: 24081585BKARMY3222
Dated: 29th May, 2024
Place: Ludhiana**

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NAHAR CAPITAL & FINANCIAL SERVICES LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of physical verification of Property, Plant and Equipment so to cover all the assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to information and explanations given to us and based on the examination of records of the company, conveyance deed etc., we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any physical inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not sanctioned working capital limits during the year, from banks on the basis of security of current assets. Hence, the clause is not applicable to the company.

iii. The Company has made investments in, companies,

firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which:

(a) The principal business of the company is investments and financing of funds, hence reporting under clause 3(iii)(a) is not applicable to the company.

(b) As per the information and explanations given to us and the investments made and the terms and conditions of the grant of loans, during the year are prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2024 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

a. The Company has generally been regular in

depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

- b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.
 - c. Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty and Value Added Tax which have not been deposited as at March 31, 2024 on account of dispute are given below:
- | Nature of the statute | Nature of dues | Amount (Unpaid) Rs.(in Lacs) | Period to which the it relates | Forum Where dispute is pending |
|--------------------------|----------------|------------------------------|--------------------------------|--------------------------------|
| The Income Tax Act, 1961 | Income Tax | 11.44 | 2013-14 | CIT (A), Ludhiana |
| The Income Tax Act, 1961 | Income Tax | 18.23 | 2015-16 | CIT (A), Ludhiana |
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
 - ix. (a) The Company has not defaulted in repayment of loans or other borrowings from any lender.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix) (c) of the Order is not applicable.
 - (d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its associate companies.
 - (f) The Company has not raised any loans during the year on the pledge of securities held in its associate companies.
 - x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence

reporting under clause 3(x)(a) of the Order is not applicable.

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) According to information and explanation given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) The management has represented us that no blower complaints has been received by the Company during the year and up to the date of this report.
- 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 Indian accounting standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. (a) The Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to information and explanations given



to us and based on the examination of records of the company, company has not conducted any Non-Banking Financial or Housing Finance activities without a valid certificate of registration (COR) from Reserve Bank of India as per Reserve Bank of India Act, 1934.

- (c) In our opinion, Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India.
- (d) According to information and explanations given to us, there is one core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing

has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. Company has no unspent amount under CSR at the end of the financial year, hence reporting under clause 3(xx) (a) and (b) is not applicable to the company.

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

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

**UDIN: 24081585BKARMY3222
Dated: 29th May, 2024
Place: Ludhiana**


Standalone Statement of Cash Flow for the year ended 31st March, 2024

(All amount in Lakhs Rupees, unless otherwise stated)

	For year ended March 31, 2024	For year ended March 31, 2023
A Cash flow from operating activities		
Profit before tax	4642.35	3093.65
Adjustments for:		
Depreciation and amortisation expense	103.66	103.31
Interest income on fixed deposit and financials assets measured at amortised cost	(984.84)	(796.20)
Dividend income classified as investing cash flows	(1,077.08)	(1,275.41)
Remeasurement gains and loss on employee benefit obligations	0.27	2.78
Fair Value gain/(loss) on Investments	131.26	652.52
Interest paid	14.17	13.27
Operating profit before working capital changes	2829.79	1793.92
Inflow/(outflow) on account of:		
Loans	(1,095.87)	(0.04)
Investments	(3,181.47)	(5,991.10)
Bank balance other than cash and cash equivalents	2.70	502.00
Inventory	206.59	1184.00
Other financial assets	(73.85)	(59.38)
Other non-financial assets	62.98	(76.70)
Trade and other payables	29.53	(19.24)
Short term borrowings	430.16	(150.80)
Provisions	(0.94)	(4.19)
Other financial liability	(4.95)	(128.33)
Other non-financial liability	12.91	(6.19)
Cash used in operating activities post working capital changes	(782.42)	(2,956.05)
Income tax paid (net)	(712.59)	34.26
Net cash inflow from/ (used in) operating activities (A)	(1,495.01)	(2,921.79)
B Cash flows from investing activities		
Purchase of Property, plant and equipment and investment property	(713.78)	5.51
Dividend received	1077.08	1275.41
Fair value gain/(loss) on Investments	(131.26)	(652.52)
Interest received	984.84	796.20
Investments of Equity Instruments on Other Comprehensive Income	443.18	1754.74
Net cash inflow from/ (used in) investing activities (B)	1660.05	3,179.34
C Cash flows from financing activities*		
Interest paid	(14.17)	(13.27)
Dividend paid (including tax)	(251.19)	(251.19)
Net cash inflow from/ (used in) financing activities (C)	(265.36)	(264.46)
Net increase (decrease) in cash and cash equivalents (A+B+C)	(100.31)	(6.92)
Cash and cash equivalents at the beginning of the year	122.43	129.35
Cash and cash equivalents at the end of year	22.12	122.43

This is the Cash Flow Statement referred to in our report of even date.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 29th May 2024
UDIN : 24081585BKARMY3222

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN : 00402712

Dinesh Oswal
Managing Director
DIN : 00607290


Balance Sheet as at 31st March, 2024

(All amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	As At March 31, 2024	As At Mar 31, 2023
ASSETS			
Financial Assets			
Cash and Cash equivalents	3	22.12	122.43
Bank Balances other than above	4	61.93	64.63
Loans	5	1,098.92	3.05
Investments	6	82,878.20	79,696.73
Others Financial Assets	7	308.74	234.89
Total Financial Assets		84,369.91	80,121.73
Non - Financial Assets			
Inventories	8	109.55	316.13
Current Tax Assets	9	168.15	115.65
Investment Property	10	5,302.62	5,405.58
Property, Plant and Equipment	11	21.65	1.41
Capital Work in Progress	12	694.14	1.30
Other Non Financial Assets	13	16.00	78.98
Total Non Financial Assets		6,312.11	5,919.05
TOTAL		90,682.02	86,040.78
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Trade Payables	14	-	-
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		32.25	2.72
Borrowings (Other than Debt Securities)	15	430.16	-
Other Financial liabilities	16	349.65	354.60
Total Financial liabilities		812.06	357.32
Non-Financial liabilities			
Provisions	17	-	0.95
Deferred Tax Liabilities	18	1,044.37	493.56
Other Non-Financial Liabilities	19	61.39	48.47
Total Non-Financial Liabilities		1,105.76	542.98
EQUITY			
Equity Share Capital	20	837.31	837.31
Other Equity	21	87,926.89	84,303.17
Total Equity		88,764.20	85,140.48
TOTAL		90,682.02	86,040.78
Notes forming part of the Financial Statements	1-51		

This is the Balance Sheet referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 29th May 2024
 UDIN : 24081585BKARMY3222

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN : 00402712

Dinesh Oswal
 Managing Director
 DIN : 00607290



Statement of Profit & Loss Account for the year ending 31st March, 2024

(All amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Income			
Interest Income	22	984.84	803.23
Dividend Income	23	1,077.08	1,275.41
Rental Income	24	622.87	458.99
Net Gain On Fair Value Changes (Held for trading)	25	131.26	652.52
AIF Income Tax Free Trading Unit	22	-	(7.03)
Total Revenue from Operations (I)		2,816.04	3,183.12
Other income	26		
Net Gain on Fair Value Changes	26.1	2,788.50	551.84
AIF Income Tax Free	22	-	36.33
Net gain on Derocgnition of Financial Instruments Under Amortised Cost Category	26.2	-	220.81
Other Income	26.3	1.48	19.19
Total Other Income (II)		2,789.98	828.17
Total Income (I+II)		5,606.02	4,011.30
Expenses:			
Finance Costs	27	14.17	13.27
Fees and Commission Expense	28	0.27	24.31
Employee Benefits Expenses	29	653.21	599.52
Depreciation and Amortisation	30	103.66	103.31
Other Expenses	31	192.37	177.23
Total Expenses		963.68	917.64
Profit before tax		4,642.35	3,093.66
Tax expense	32		
Current tax		660.00	379.20
Deferred tax charge		142.53	(66.74)
Total Tax Expense		802.53	312.46
Net Profit for the year		3,839.82	2,781.20
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Changes in fair value of FVOCI equity instruments (Inclusive of Realised Gain/Loss thereon)		443.18	1,754.73
Remeasurements of post-employment benefit obligations		0.27	2.78
Income tax relating to items that will not be reclassified to profit or loss		(408.36)	144.08
Other comprehensive income/(loss) for the year		35.09	1,901.59
Total comprehensive Income/(loss) for the year		3,874.90	4,682.80
Earnings per equity share	33		
Equity shares of par value Rs.5 each			
Basic		22.93	16.61
Diluted		22.93	16.61
Notes forming part of the Financial Statements	1-51		

This is the Profit & Loss Account referred to in our report of even date.

For Gupta Vigg & Company

Chartered Accountants
FRN 001393N

For and on behalf of

Nahar Capital And Financial Services Limited

Vinod Khanna

Partner

M.No. 81585

Place : Ludhiana

Date : 29th May 2024

UDIN : 24081585BKARMY3222

Anjali Modgil

Company Secretary

M.No. FCS9650

Hans Raj Kapoor

Chief Financial Officer

S.K. Sharma

Director

DIN : 00402712

Dinesh Oswal

Managing Director

DIN : 00607290

**Notes forming part of Financial Statement for the year ending 31st March 2024****1. Company overview/Corporate information**

Nahar Capital & Financial Services Limited ('the Company') is a public limited company and incorporated under the provisions of Companies Act. The Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-deposit taking Non-Banking Financial Company ('NBFC-ND') with the Reserve Bank of India ("RBI") in January 2008. The Company has been placed in Base Layer and categorized as Non-Banking Financial Company – Base Layer ('NBFC-BL') having asset size below Rs. 1000.00 Crore as per Master Directions – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Direction, 2023. The main business activity of the Company is to carry on the business of investment in shares, debentures, stock, bonds and securities of all kinds, Real Estate Activities and other businesses generally carried on by finance and investment companies. The company is domiciled in India and has its registered office at Ludhiana, Punjab, India. The CIN No of the Company is L45202PB2006PLC029968 and RBI Registration no is N-06.00588. The Company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2024**2. Summary of significant accounting policies**

The financial statements have been prepared using the significant accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

a) Basis of preparation**i) Statement of compliance with Indian Accounting Standards (Ind AS)**

These standalone financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for the periods presented in this financial statements.

The financial statements for the year ended March 31, 2024 were authorized and approved for issue by the Board of Directors on 29 May 2024.

ii) Accounting Convention

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of the schedule III unless otherwise stated.

b) Property, plant and equipment**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. Depreciation on property, plant and equipment is provided on the straight-line basis as per the rates specified in Schedule II of the Companies Act, 2013.

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

The Company fully depreciates the assets having individual value of Rs. 5,000 or less in the year of acquisition.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and advances paid to acquire property, plant and equipment. Assets which are not ready to intended use are also shown under capital work-in-progress.

Transition to Ind AS

The Company had elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

c) Investment Property

Properties held to earn rentals or / and for capital appreciation or both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes, are categorized as investment properties. These are measured initially at cost of acquisition, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date.

d) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Transition to Ind AS

The Company had elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

e) Inventories

Inventories represent Real Estate Properties held for trading and also property held for Joint Development agreement for construction of Residential cum Commercial Complex and these are measured at Fair Value in books of accounts.

f) Revenue recognition

Interest income

Interest income is recorded on accrual basis using the Effective Interest Rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date. Profit/Loss



on Sale of investments is considered at the time of sale/redemption.

Rental income

Rental Income is accounted for on accrual basis.

Commission income

Income from business correspondent services is recognised as and when the services are rendered as per agreed terms and conditions of the contract.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/collection.

g) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use sale, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

h) Taxation

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it is recognized in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

i) Employee benefits**Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly

within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long term employee benefit obligations:

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

Post-employment obligations:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

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

j) Impairment of non-financial assets

Loan Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Compensation for impairment

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up are recognised in statement of profit and loss when the compensation becomes receivable.

k) Impairment of financial assets

Loan Assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

Stage 1 : Includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.

Stage 2 : Includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.

Stage 3 : Includes loan assets that have objective evidence of impairment at the reporting date

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Other Financial Assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company have not traded or invested in Crypto Currency or virtual currency during the financial year.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

l) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand (including imprest), demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

m) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

n) Financial instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i) A Financial assets carried at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and



interest (SPPI) on the principal amount outstanding.

- After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.

ii) Investments in equity instruments

Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

iii) Investments in mutual funds/venture capital funds/alternative investment funds (AIF)

Investments in mutual funds, venture capital funds and AIF are measured at fair value through profit and loss (FVTPL).

iv) Investments held for trading purposes

The Company has investments in equity instruments, mutual funds, debentures, bonds etc. which are held for trading purposes and therefore, classified as at fair value through profit or loss (FVTPL).

De-recognition of financial assets

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.

Non-derivative financial liabilities

Subsequent measurement

Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p) Segment Reporting

The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly by the executive committee ('chief operating decision maker') in deciding how to allocate

resources and in assessing performance. The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship with the operating activities of the segment.

q) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant Management Judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant Estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.



Particulars	As at March 31, 2024	As at March 31, 2023
3 Cash and cash equivalents		
Cash in hand	0.17	0.35
Balance with banks		
- with scheduled banks in current accounts	0.59	55.81
- with scheduled banks held as PMS	21.37	66.27
Total	22.12	122.43
4 Bank balances other than above		
Bank Deposits with banks having maturity less than three months	-	-
Bank Deposits with banks having maturity more than twelve months	25.00	11.39
Earmarked Balances with banks for unpaid dividends	24.54	27.24
Banks deposits having maturity of more than three months but are due for maturity within twelve months from balance sheet date	12.39	26.00
	61.93	64.63
5 Loans		
The Company has categorised all loans at Amortised Cost in accordance with the requirements of Ind AS 109.		
(A) Loans		
Loans repayable on demand-Stage 1	1,100.00	-
Loans repayable on demand-Stage 2	-	-
Other Loans	1.67	3.05
Total (A) - Gross Loans	1,101.67	3.05
Less: Standard Asset Provision-Stage 1	(2.75)	-
Less: Allowance for impairment loss for loan assets Stage 3	-	-
Total (A) - Net Loans	1,098.92	3.05
(B) Security Details		
Secured by tangible asset	-	-
Unsecured	1,100.00	-
Less: Allowance for impairment loss for loan assets	-	-
Loans to employees	1.67	3.05
Total (B) - Gross Loans	1,101.67	3.05
Less: Standard Asset Provision	(2.75)	-
Less: Allowance for impairment loss for loan assets	-	-
Total (B) - Net Loans	1,098.92	3.05
Loans in India	1,101.67	3.05
Loans outside India	-	-
Total (B) - Gross Loans	1,101.67	3.05
Less: Allowance for impairment loss for loan assets	(2.75)	-
Less: Standard Asset Provision	-	-
Total (B) - Net Loans	1,098.92	3.05
5.1 Reconciliation between the figures reported under Ind-AS and actual amounts outstanding in respect of Loans:		
Net Loans	1,101.67	3.05
Add: Allowance for Expected Credit Loss netted off as per Ind-AS	(2.75)	-
Gross Loans	1,098.92	3.05


6. Investments at Fair Value as at March 31, 2024

Particulars	Amortized cost	At Fair Value			At Cost	TOTAL
		Through other comprehensive income	Through profit or loss	Sub-total		
Investments in India						
Mutual Funds			11,970.18	11,970.18	-	11,970.18
Government securities	154.19	-	-	-	-	154.19
Debt Securities	2,508.74	-	3,900.04	3,900.04	-	6,408.78
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	1,106.59	-	-	-	-	1,106.59
Equity Instruments (Subsidiaries/Associates)	-	-	-	-	12,835.45	12,835.45
Equity Instruments (Other Group companies)	-	15,430.72	-	15,430.72	-	15,430.72
Equity Instruments (Others)	-	18,096.37	167.65	18,264.02	-	18,264.02
AIF/Venture Funds	-	-	8,369.83	8,369.83	-	8,369.83
Interest accrued	-	-	-	-	138.44	138.44
Total	11,969.52	33,527.09	24,407.70	57,934.79	12,973.89	82,878.20

As at March 31, 2023 (Previous Year)

Investments in India						
Mutual Funds	-	-	13,278.91	13,278.91	-	13,278.91
Government securities	154.19	-	-	-	-	154.19
Debt Securities	3,314.64	-	3,329.87	3,329.87	-	6,644.51
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	1,406.59	-	-	-	-	1,406.59
Equity Instruments (Subsidiaries/Associates)	-	-	-	-	12,249.02	12,249.02
Equity Instruments (Other Group companies)	-	19,505.49	-	19,505.49	-	19,505.49
Equity Instruments (Others)	-	11,348.48	369.00	11,717.48	-	11,717.48
AIF/Venture Funds	-	-	6,430.28	6,430.28	-	6,430.28
Interest accrued	-	-	-	-	110.27	110.27
Total	13,075.42	30,853.97	23,408.06	54,262.03	12,359.29	79,696.73

7 Others financial assets (considered good unless otherwise stated)

Rent Receivable (0 to 6 Months)	-	5.25
Security deposits	80.51	80.51
Sundry Receivable	228.23	149.13
	308.74	234.89

Ageing Schedule(Sundry Receivable)

0-6 Months	148.98	68.28
6 Month to 1 Year	7.07	23.88
1 Year to 2 Year	15.86	0.66
2 Year to 3 Year	0.01	-
More Than 3 Years	56.31	56.31
	228.23	149.13

8 Inventories

Real Estate Property	109.55	316.13
	109.55	316.13

9 Current tax assets (net)

Advance income tax	828.15	495.65
Less: Provision for income tax	660.00	380.00
Current tax assets (net)	168.15	115.65


10. Investment Property
Current year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Buildings	5,703.84	-	-	5,703.84	386.56	90.36	-	476.92	5,226.92	5,317.28
Furniture	132.71	-	-	132.71	44.40	12.60	-	57.01	75.70	88.30
	5,836.55	-	-	5,836.55	430.96	102.96	-	533.93	5,302.62	5,405.58

Previous Year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2022	Additions	Disposal/ adjustments	As at 31 Mar 2023	As at 01 Apr 2022	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2023	As at 31 Mar 2023	As at 31 Mar 2022
Buildings	5,657.23	46.61	-	5,703.84	296.21	90.35	-	386.56	5,317.28	5,361.02
Furniture	132.71	-	-	132.71	31.80	12.61	-	44.40	88.30	100.91
	5,789.94	46.61	-	5,836.55	328.01	102.96	-	430.96	5,405.58	5,461.93

10.1 Fair Value of Investment Property

Particulars	As At 31 Mar 2024	As At 31 Mar 2023
Carrying Value	5,302.62	5,405.58
Fair Value	5,302.62	5,405.58

The Company obtains independent valuations for its investment properties at least manually. The best evidence of fair value \$ current prices in an active market for similar properties.

11. Property, plant and equipment
Current Year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Vehicles	11.57	20.94	11.57	20.94	10.99	0.35	10.99	0.35	20.59	0.58
Office Equipment	4.55	0.58	-	5.13	3.71	0.35	-	4.06	1.06	0.83
Total	16.12	21.52	11.57	26.07	14.70	0.70	10.99	4.41	21.65	1.41

Previous Year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2022	Additions	Disposal/ adjustments	As at 31 Mar 2023	As at 01 Apr 2022	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2023	As at 31 Mar 2023	As at 31 Mar 2022
Vehicles	11.57	-	-	11.57	10.99	-	-	10.99	0.58	0.58
Office Equipment	4.31	0.24	-	4.55	3.36	0.36	-	3.71	0.83	0.95
Total	15.88	0.24	-	16.12	14.35	0.36	-	14.70	1.41	1.53

11.1 In the opinion of management, there are no events or changes in circumstances that indicate the impairment of PPE and intangible Assets in terms of Ind AS 36 Impairment Assets Accordingly, no provision for impairment has been made.

11.2 While the Company has not made any specific borrowings for construction of a quality asset, the Company has policy to capitalise certain borrowing costs on account of general borrowings at an average rate of borrowing for the company in terms of Ind AS 23' Borrowing Costs.



Particulars	As at March 31, 2024	As at March 31, 2023
12 Capital Work in Progress		
Capital Advance against Property	694.14	1.30
	694.14	1.30
13 Other non financial assets		
Balance with government authorities	0.05	-
Prepaid expenses	15.95	78.98
	16.00	78.98
14 Trade payables		
Total outstanding dues of creditors other than MSME's	32.25	2.72
	32.25	2.72
Agening		
Not Due	-	-
0 Months to 6 Months	32.25	2.72
6 Months to 1 Year	-	-
	32.25	2.72
15 Borrowings		
Secured loans		
Overdraft facility against investments	430.16	-
Total (A)	430.16	-
Borrowings in India	430.16	-
Borrowings outside India	-	-
Total (B)	430.16	-
-Above borrowings are secured against Mutual Funds held as Investment by the Company		
16 Other Financial liabilities		
Security deposits	144.46	141.12
Payable to employees	129.39	111.76
Unpaid dividend	24.54	27.24
Expenses payables	5.31	15.19
Other payables	45.95	59.29
	349.65	354.60
17 Provisions		
Provisions for compensated absences(LWW)	-	0.95
	-	0.95
18 Deferred tax liabilities (net)		
Deferred Tax liabilities recognised on account of Investments measured at fair value through P & L	1,044.38	493.56
	1,044.38	493.56
19 Other non-financial liabilities		
Statutory dues	39.61	26.70
Deferred income	21.78	21.77
	61.39	48.47


20 Equity Share Capital

Particulars	As at 31 Mar 2024	As at 31 March 2023
Authorised equity share capital		
30,000,000 (Previous year : 30,000,000) equity shares of ₹ 5 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and paid up equity share capital		
16,746,167 (Previous year : 16,746,167) equity shares of ₹ 5 each	837.31	837.31
	837.31	837.31

(i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of ₹ 5 each. Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31.03.2024	31.03.2024	31.03.2023	31.03.2023
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	16,746,167	837.31	16,746,167	837.31
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
At the end of the year	16,746,167	837.31	16,746,167	837.31

iii) Shareholders holding more than 5% of shares of the Company as at balance sheet date:

Particulars	31.03.2024	31.03.2024	31.03.2023	31.03.2023
	No. of shares	Percentage	No. of shares	Percentage
Nahar Poly Films Ltd	6,611,632	39.48%	6,611,632	39.48%
Abhilash Oswal	1,338,173	7.99%	1,338,173	7.99%
Sankeshwar Holding Company Limited	3,006,850	17.96%	3,006,850	17.96%

iv) Share Holding of Promoter

Particulars	31.03.2024	31.03.2024	31.03.2023	31.03.2023	Change
	No. of shares	Percentage	No. of shares	Percentage	Percentage
Ruchika Oswal	11,555	0.08%	11,555	0.08%	0.00%
Abhilash Oswal	1,338,173	7.99%	1,338,173	7.99%	0.00%
Monica Oswal	11,520	0.07%	11,520	0.07%	0.00%
Jawahar Lal Oswal	40,012	0.24%	40,012	0.24%	0.00%
Dinesh Oswal	64,091	0.38%	64,091	0.38%	0.00%
Tanvi Oswal	1,000	0.01%	1,000	0.01%	0.00%
Sambhav Oswal	1,000	0.01%	1,000	0.01%	0.00%
Ritu Oswal	1,000	0.01%	1,000	0.01%	0.00%
Kamal Oswal	259	0.00%	259	0.00%	0.00%
Manisha Oswal	230	0.00%	230	0.00%	0.00%
Abhinav Oswal	268	0.00%	268	0.00%	0.00%
Rishabh Oswal	250	0.00%	250	0.00%	0.00%
Sanjana Oswal	250	0.00%	250	0.00%	0.00%
Promotor Group					
Nahar Poly Films Limited	6,611,632	39.48%	6,611,632	39.48%	0.00%
Nahar Financial and Investment Limited	285,000	1.70%	285,000	1.70%	0.00%
Sankeshwar Holding Company Limited	3,006,850	17.96%	3,006,850	17.96%	0.00%
Nahar Spinning Mills Limited	607,856	3.63%	607,856	3.63%	0.00%


21 Other Equity

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
(a) SECURITIES PREMIUM ACCOUNT		
Opening Balance	12,591.71	12,591.71
Add: Additions during the year	-	-
Balance at the year end	12,591.71	12,591.71
(b) GENERAL RESERVE		
Opening Balance	59,321.15	53,321.15
Add: Additions during the year	2,500.00	6,000.00
Balance at the year end	61,821.15	59,321.15
(c) STATUTORY RESERVE FUND		
Opening Balance	6,943.23	6,400.46
Add: Additions during the year	775.00	542.77
Balance at the year end	7,718.23	6,943.23
(d) RETAINED EARNINGS		
Opening Balance	5,447.09	7,236.82
Profit for the year	3,839.83	2,781.20
Other Comprehensive Income for the year(net of tax)	35.09	1,901.59
Dividends	(251.195)	(251.19)
Adjustment Income Tax Earlier Years	-	321.44
Transfer to Statutory Reserve Fund	(775.00)	(542.77)
Transfer to General Reserve	(2,500.00)	(6,000.00)
Balance at the year end	5,795.80	5,447.09
Total Other Equity(a+b+c+d+e)	87,926.89	84,303.17

21.1 General reserve

The Company has transferred a portion of the net profit before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

21.2 Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

21.3 Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

21.4 Reserve Fund u/s 45-IC of RBI Act 1934

The Company creates a reserve fund in accordance with the provisions of section 45-IC of the Reserve Bank of India Act, 1934 and transfers therein an amount of equal to/more than twenty percent of its net profit of the year, before declaration of dividend. Accordingly, during the year, the Company has created Statutory Reserve Fund amounting to Rs. 775.00 Lakhs.

21.5 Other comprehensive income

- (i) The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.
- (ii) The Company has recognised remeasurements of defined benefits plans through other comprehensive income.



22 Interest Income

Particulars	For the Year Ended March 31, 2024		For the Year Ended March 31, 2023	
	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL
Interest Income				
Interest on loan assets	66.84	-	50.65	-
Interest on deposits with banks	2.47	-	11.54	-
Interest from alternate investments funds	-	448.49	-	301.33
Interest from bonds and debentures including Tax Free Bonds	81.20	385.81	80.66	319.41
AIF Income Tax Free - Realised	-	-	-	29.30
Other interest income	0.03	-	39.64	-
	150.54	834.30	182.49	650.04

Particulars		For the year ended March 31, 2024	For the year ended March 31, 2023
23	Dividend income		
	Dividends From Associate Companies	428.32	629.31
	Dividends From Other Investments	648.76	646.10
		1,077.08	1,275.41
24	Rental Income		
	Rental Income	622.87	458.99
		622.87	458.99
25	Net gain on fair value changes		
	Net gain on financial instruments at fair value through profit or loss		
(i)	On trading portfolio Investments		
	-Other Investments	25.11	55.78
	-Others	-	535.47
(ii)	On financial instruments designated at fair value through profit or loss	106.15	61.27
	Total Net gain on fair value changes	131.26	652.52
	Total Net gain on fair value changes (i + ii)		
	Fair Value Changes:		
	-Realised	(17.82)	542.00
	-Unrealised	149.08	110.52
	Total Net gain on fair value changes	131.26	652.52
26	Other income		
26.1	Net gain on fair value changes	2,788.50	551.84
26.2	Net gain on derecognition of financial instruments under amortised cost category	-	220.81
26.3	Miscellaneous income	1.48	19.19
	Total other income	2,789.98	791.84
27	Finance cost		
	Interest on borrowings	14.16	8.29
	Other interest expense	0.00	4.98
		14.16	13.27
28	Fees and commission expenses		
	Fees and other charges	0.27	24.31
		0.27	24.31



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Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
29 Employee benefits expenses		
Salaries, wages and bonus	643.77	590.71
Contribution to provident fund and other funds	9.44	8.81
	653.21	599.52
30 Depreciation and amortisation		
Depreciaion on tangible assets and investment properties	103.66	103.31
	103.66	103.31
31 Other expenses		
Power and fuel	-	0.06
Rental expense	3.86	3.79
R&M building	2.01	4.01
Rates and taxes	7.46	6.47
Insurance charges	4.27	3.93
Legal and professional charges	82.52	87.24
Travelling and conveyance	2.47	2.84
Vehicle running and maintenance	0.94	0.99
Payment to auditors	1.50	1.41
Communication expenses	0.97	0.61
Director sitting fees	4.01	3.78
Printing & Stationery	1.03	0.95
Security Transaction Tax	4.81	4.44
Bank charges	0.11	0.14
Erp-Exps VSAT/AMC-Hardware	7.89	13.84
CSR Expenses	65.14	23.52
Miscellaneous expenses	3.38	19.21
	192.37	177.23
32 Tax expense		
A (i)Current tax	660.00	379.20
(ii)Deferred Tax charge/(Credit)Minimum alternate tax credit entitlement	142.53	(66.74)
	-	-
	802.53	312.46
Note: This amount represent Deferred Tax on Ind-AS adjustments only		
Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate :		
Accounting profit before income tax	4,642.35	3,093.66
Statutory Income tax rate	29.12%	29.12%
Tax expense at statuory income tax rate (A)	1,351.85	900.87
B Tax effect of adjustments to reconcile expected income tax expense to repoarted income tax expense		
(i)Tax impact of income chargeable at different tax rate	(549.32)	(588.41)
(ii)Income exempted from tax	-	-
(iii)Tax impact of expenditure allowed on payment basis	-	-
(iv)Unrecognised tax assets	-	-
(v)Adjustments for current tax of prior periods	-	-
(vi)Minimum alternate tax (MAT) credit not created	-	-
(vii)Minimum alternate tax (MAT) impact on transition to Ind AS	-	-
(viii)Reversal of Deferred tax created on transition to Ind AS	-	-
(ix)Others	-	-
Total (B)	(549.32)	(588.41)
Income tax expense at effective tax rate reported in the Statement of Profit & Loss (A+B)	802.53	312.46



Particulars	As at March 31, 2024	As at March 31, 2023
33 Earning per share		
Net profit attributable to equity shareholders		
Net profit/(Loss) for the year	3,839.83	2,781.20
Par value per share	5.00	5.00
Weighted average number of Equity Shares issued	167.46	167.46
Earnings per share - Basic and diluted	22.93	16.61

34 Corporate social responsibility expenses

(a) In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee. Interm of the provisions of the said Act, the Company required to spend a sum of Rs. 65.14 Lakhs(Previous year 23.52 Lakhs) towards CSR activities.

(b) Amount spent during the year :

(i) Construction/ acquisition of any asset
In Cash
Yet to be paid

- -

(ii) On purpose other than (i) above
In Cash
Yet to be paid

65.14 23.52

- -

65.14 23.52

(c) "To meet its CSR Obligation under Sec 135 of Companies Act, 2013 and as per the company's CSR policy approved and adopted by the Board of Directors, company joined hands with Group Companies under one umbrella, to undertake the CSR Projects through Oswal Foundation. Oswal Foundation is a Registered Society formed in the year 2006 having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration no. CSR0000145 for undertaking CSR activities.

During the year, the Foundation has undertaken "Health Care Project", at Mohan Dai Oswal Cancer Hospital and Research Foundation, Ludhiana.

During the financial year 2023-24, the Board on the recommendation of CSR committee recommended Rs.65.14 lakhs (Previous year Rs.23.52 lakhs), for CSR obligation being two percent of the average net profits of the company for three immediately preceding financial years.

The Company has already made the contribution for an amount of Rs. 1 Crore to the Oswal Foundation for undertaking the project under "Promoting Healthcare" in the financial year 2022-23 out of which an amount of Rs. 23.52 Lakhs was adjusted against Company's CSR Obligation for the financial year 2022-23. The Board of Directors vide their resolution dated 10th November, 2022 on the recommendation of CSR Committee, approved to set off the balance amount of Rs. 76.48 Lakhs of contribution already made by Company to the Oswal Foundation, against Company's CSR obligation for the financial year 2023-24 for undertaking the project under "Promoting Healthcare" as prescribed in the Schedule VII of the Companies Act, 2013 and falls under Company's Corporate Social Responsibility (CSR) Policy. Accordingly, out of Rs. 76.48 Lakhs, an amount of Rs. 65.14 Lakhs has been set off against Company's CSR obligation for the financial year 2023-24 and remaining amount of Rs. 11.34 Lakhs will be set off against Company's CSR obligation for the immediately succeeding financial years as per Rule 7 of Companies (Corporate Social Responsibility Policy) Rules, 2014.

35 Employee benefit obligations

The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :

Particulars	As at March 31, 2024	As at March 31, 2023
(A) Defined Benefit Plans - Post-Employment Benefits		
Gratuity	76.50	71.99
(B) Other long term employee benefits		
Leave encashment	N.A.	N.A.
TOTAL	76.50	71.99


A. Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The scheme is funded by the Company and is managed by separate trust. The liability of Gratuity is recognized on the basis of actuarial valuation.

The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Balance Sheet and the funded status is as under:

(i) Amount recognised in the statement of profit and loss is as under:

Description	March 31, 2024	March 31, 2023
Current service cost (net)	1.43	1.59
Net Interest cost /(Income)	(0.03)	0.14
Net impact on profit (before tax)	1.40	1.73
Actuarial loss/(gain) recognised during the year		
Amount recognised in total comprehensive income	1.40	1.73

(ii) Change in the present value of benefit obligation:

Description	March 31, 2024	March 31, 2023
Present value of defined benefit obligation as at the beginning of the year	71.99	69.67
Interest cost	4.96	4.30
Service cost	1.43	1.59
Benefits paid	(2.36)	(1.05)
Actuarial loss/(gain)	0.48	(2.52)
Present value of defined benefit obligation as at the end of the year	76.50	71.99

(iii) Movement in the plan assets recognised in the balance sheet is as under:

Description	March 31, 2024	March 31, 2023
Fair value of plan assets at the beginning of the period	72.28	65.37
Actual return on plan assets	0.21	0.76
Employer Contribution	0.36	3.54
Interest Income on plan assets	4.99	3.66
Benefits paid	(2.36)	(1.05)
Actuarial gain	-	-
Fair value of plan assets at the end of the period	75.48	72.28

(iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

Description	March 31, 2024	March 31, 2023
Present value of funded obligation as at the end of the year		
Fair value of plan assets as at the end of the period funded status		
Unfunded/funded net liability recognized in balance sheet	-	-

(v) Actuarial (gain)/loss recognised in other comprehensive income:

Description	March 31, 2024	March 31, 2023
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	0.14	(2.52)
Actuarial (gain)/loss from experience adjustment	0.34	0.50
Total actuarial (gain)/loss	0.48	(2.02)


(vi) Actuarial assumptions used for determination of the liability of the Company:

Description	March 31, 2024	March 31, 2023
Discount rate	6.90%	7.00%
Rate of salary increase	0.00%	0.00%
Expected rate of return on plan assets	N.A.	N.A.
Retirement age	58 years	58 years
Average past service	14.45 years	14.18 years
Average age	52.12 years	49.12 years
Average remaining working life	N.A.	N.A.
Withdrawal/Attrition rate		
Up to 30 Years	10.00%	10.00%
From 31 to 44 years	N.A.	N.A.
Above 44 years	N.A.	N.A.

Notes to actuarial assumptions:

- 1) The discount rate is based on the prevailing market yield of Government of India bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vii) Sensitivity analysis for gratuity liability

Description	March 31, 2024	March 31, 2023
a) Impact of change in discount rate		
Present value of obligation at the end of the year	6.90%	7.00%
- Impact due to increase of 0.50 %	-0.66%	-0.76%
- Impact due to decrease of 0.50 %	0.69%	0.79%
b) Impact of change in salary/cost increase		
Present value of obligation at the end of the year	7.00%	7.00%
- Impact due to increase of 0.50 %	-0.53%	0.58%
- Impact due to decrease of 0.50 %	0.53%	-0.57%
c) Impact of change in withdrawal rate		
Withdrawal rate as on 31 March, 2024	10.00%	10.00%
-Effect on DBO due to 5% increase in withdrawal rate	0.30%	0.25%
-Effect on DBO due to 5% decrease in withdrawal rate	-0.65%	-0.50%

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

(viii) Maturity profile of defined benefit obligation

Description	March 31, 2024	March 31, 2023
Within next 12 months	57.09	36.56
Between 1-5 years	12.46	27.72
Beyond 5 years	15.54	15.60
	85.09	79.88

Post Employment Benefit of KMP's

Name of KMP	Date of Joining	DBO as at 31.03.2024	DBO as at 31.03.2023
Mr. Dinesh Oswal	01.04.2009	20.00	20.00
Mr. Hans Raj Kapoor	08.11.1984 In Nahar Group)	20.00	20.00
Mrs. Anjali Modgil	23.07.2014	2.69	2.19


36. Related Party Disclosure

In accordance with the requirements of Indian Accounting Standard - 24 the names of the related parties where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below :

36.1 List of related parties and disclosures

Description of relationship	Names of Related parties
Associate Companies	Nahar Poly Films Limited, Nahar Spinning Mills Limited
The Entities on which KMP has significant influence with whom transactions have been undertaken	Oswal Woollen Mills Limited, Oswal Foundation, Sankeshwar Holding Company Limited, Monte Carlo Fashions Ltd., OWM Polyam Limited, Nahar Financial And Investment Limited, Abhilash Growth Fund P. Ltd., Nahar Industrial Enterprises Limited

Key Managerial Personnel and their relatives:

Name of Key Managerial Personnel	Designation
Mr. Dinesh Oswal	Managing Director
Mr. Hans Raj Kapoor	Chief Financial Officer
Mrs. Anjali Modgil	Company Secretary
Relatives of Key Managerial Personnel	
Mrs. Ritu Oswal	Advisor
Name of Director/their Relatives	
Mr. Jawahar Lal Oswal	Chairman
Mr. Kamal Oswal	Director
Mr. Satish Kumar Sharma	Director
Mr. Dinesh Gogna	Director
Dr. Roshan Lal Behl	Independent Director
Dr. Vijay Asdhir	Independent Director
Dr. Manisha Gupta	Independent Director
Dr. Yash Paul Sachdeva	Independent Director
Dr. Rajan Dhir	Independent Director

36.2. Details of transactions with related parties carried out in the ordinary course of business:

Nature of Related Parties	Nature of transaction	Current Year	Previous Year
Mr. Dinesh Oswal	Remuneration	405.00	369.00
	Commission	86.19	77.00
Promoters/Directors	Sitting Fee	0.83	0.83
Relatives of KMP	Remuneration	24.00	24.00
Nahar Spinning Mills Limited	Rent paid	3.19	3.12
	Reimbursement of Expenses	0.20	0.27
	Loan Paid	650.00	0.00
	Loan Received Back	650.00	0.00
	Interest Received	3.34	0.00
	Purchase of Service	13.21	12.94
	Sale of Land	202.00	0.00
Nahar Poly Films Limited	Loan Received	0.00	500.00
	Loan Paid Back	0.00	500.00
	Interest Paid	0.00	4.99
Oswal Woollen Mills Limited	Rent Paid	0.80	0.80
	Loan Paid	0.00	700.00
	Loan Received Back	0.00	700.00
	Interest Received	0.00	32.56
	Preference Shares Purchased	0.00	1200.00
Abhilash Growth Fund Pvt. Ltd.	Loan Paid	500.00	0.00
	Interest Received	0.82	0.00
Nahar Industrial Enterprises Limited	Reimbursement of Expenses	0.50	0.00
Mr. Hans Raj Kapoor(Chief Financial Officer)	Remuneration	28.48	27.14
Mrs. Anjali Modgil(Company Secretary)	Remuneration	8.59	7.80

Note : As provisions for gratuity and leave benefits are made for the Company as a whole, the amounts pertaining to the Key Management personnel are not specifically identified and hence are not included above.


36.3. Outstanding balances with related parties in ordinary course of business :

Name of related party	Nature of Balance	As at 31st March, 2024	As at 31st March, 2023
Mr. Dinesh Oswal	MD Remuneration Payable	110.89	95.50
Mrs. Ritu Oswal	Remuneration Payable	1.28	1.38
Oswal Woollen Mills Limited	Other Payable	0.00	0.12
Nahar Spinning Mills Limited	Other Payable	0.00	6.75

37 Commitments

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
(A) Contingent Liabilities not provided for in respect of:		
(i) Contracts remaining to be executed on capital account - Uncalled liability on shares, Investment Property and other Investments partly Paid	2,693.74	1,675.72
(ii) Other commitments - Demand of Income Tax Payable for A.Y. 2013 -2014 & 2015-2016 Contested by Company	29.67	29.67
	2,723.41	1,705.39

38 Assets pledged as security

The carrying amounts of assets pledged as security are:

Particulars	March 31, 2024	March 31, 2023
Investments	2,099.11	3,751.63
Total assets pledged as security	2,099.11	3,751.63

39 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Borrowings (other than debt securities) March 31 2024	Borrowings (other than debt securities) March 31 2023
Opening	-	150.81
Cash flows:		
- Repayment of borrowings	-	150.81
- Proceeds of borrowings	430.16	-
- Foreign exchange	-	-
Non cash:		
- Fair value	-	-
- Impairment on financial instrument	-	-
- Others	-	-
Closing	430.16	-

- 40** The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities of the products. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

	March 31, 2024		March 31, 2023	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	22.12	-	122.43	-
Bank balances other than above	36.93	25.00	27.24	37.39
Loans	1,098.92	-	3.05	-
Investments	5,446.78	77,431.41	5,852.82	73,843.91
Other financial assets	228.23	80.51	154.38	80.51
	6,832.99	77,536.92	6,159.92	73,961.81



	March 31, 2024		March 31, 2023	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
Non Financial assets				
Inventories	109.55	-	316.13	-
Current tax assets (net)	-	168.15	-	115.65
Investment property	-	5,302.62	-	5,405.58
Capital Work in Progress	-	694.14	-	1.30
Property, plant and equipment	-	21.65	-	1.41
Other non financial assets	16.00	-	78.98	-
	125.55	6,186.56	395.11	5,523.94
TOTAL	6,958.54	83,723.48	6,555.03	79,485.75
LIABILITIES AND EQUITY				
LIABILITIES				
Financial Liabilities				
Payables				
Trade Payables				
(i) total outstanding dues of MSMEs	-	-	-	-
(ii) total outstanding dues of creditors other than MSMEs	32.25	-	2.72	-
Debt securities	-	-	-	-
Borrowings (other than debt securities)	-	430.16	-	-
Other financial liabilities	45.95	303.70	59.28	295.32
	78.20	733.86	62.00	295.32
Non Financial Liabilities				
Provisions	-	-	0.95	-
Deferred tax liabilities (net)	1,044.37	-	493.56	-
Other non financial liabilities	19.43	42.93	26.70	21.77
	1,063.80	42.93	521.21	21.77
TOTAL	1,142.00	776.80	583.21	317.09
NET	5,816.54	82,946.68	5,971.82	79,168.66

41 Financial instruments

A Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

Particulars	Note	As at March 31, 2024	As at March 31, 2023
Financial assets measured at fair value			
Investments* measured at			
(i) Fair value through other comprehensive income	Note - 6	33,527.09	30,853.96
(ii) Fair value through profit and loss	Note - 6	24,407.70	23,408.06
Financial assets measured at amortised cost			
Investments*	Note - 6	11,969.52	13,075.42
Cash and cash equivalents	Note - 3	22.12	122.43
Bank balances other than above	Note - 4	61.93	64.63
Loans	Note - 5	1,098.92	3.05
Other financial assets	Note - 7	308.74	234.89
Total		71,396.02	67,762.44
Financial liabilities measured at amortised cost			
Trade payables	Note - 14	32.25	2.72
Borrowings (other than debt securities but including interest accrued)	Note - 15	430.16	-
Other financial liabilities	Note - 16	349.65	354.60
Total		812.06	357.32

* Investment in associates are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.


B Fair values hierarchy

Financial assets and financial liabilities are measured at fair value in the financial statements and are grouped into three Levels of a fair value hierarchy. The three Levels are defined based on the observability of significant inputs to the measurement, as follows:

The categories used are as follows:

Level 1: Quoted prices (unadjusted) for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs).

B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2024	Level 1	Level 2	Level 3	Total
Assets				
Investments at fair value through other comprehensive income				
Quoted equity investments	27,493.48	-	-	27,493.48
Unquoted equity investments	-	-	6,033.61	6,033.61
Investments at fair value through profit and loss				
Mutual funds	11,970.18	-	-	11,970.18
Venture capital funds and alternative investment funds	-	-	66,242.35	66,242.35
Equity Investments	167.65	-	-	167.65
Debt Securities	3,900.04	-	-	3,900.04

As at 31 March 2023	Level 1	Level 2	Level 3	Total
Assets				
Investments at fair value through other comprehensive income				
Quoted equity investments	21,066.14	-	-	21,066.14
Unquoted equity investments	-	-	9,787.82	9,787.82
Investments at fair value through profit and loss				
Mutual funds	13,278.91	-	-	13,278.91
Venture capital funds and alternative investment funds	-	-	6,430.28	6,430.28
Equity Investments	369.00	-	-	369.00
Debt Securities	3,329.87	-	-	3,329.87

Valuation Techniques for fair value disclosures (Level 1, Level 2 and Level 3)

- Investment in Quoted Equity Investments - Level 1 - Investment in listed equity instruments are measured at their readily available quoted price in the market.
- Investment in Unquoted Equity Investments - Level 3 - the Company has used earning capitalisation method (fair value approach) discounted at a rate to reflect the risk involved in the business.
- Investment in Mutual funds - Level 1 - Investment in mutual funds are measured at their readily available net asset value (NAV) (per unit) in the market.
- Investment in Venture Capital Funds and Alternative Investment Funds Level 3 - Investment in venture capital funds and alternative investment funds are measured at their fair value as per the Net Asset Value (NAV) Certificate shared by the fund/investee party.

42 The following tables show the reconciliation of the opening and closing amounts of Level 3 financial assets and liabilities measured at fair value:

Particulars	As at 1 April 2022	Purchases	Sales	Issuance	Net interest income/(loss) and other income/(loss)	Other comprehensive income	As at 31 March 2023
Investment in Venture Funds	5,341.83	1,598.85	(790.01)	-	279.61	-	6,430.28
Investment in Equity instruments	10,358.53	-	-	-	-	(570.71)	9,787.82
Total investments	15,700.36	1,598.85	(790.01)	-	279.61	(570.71)	16,218.10



Particulars	As at 1 April 2023	Purchases	Sales	Issuance	Net interest income/(loss) and other income/(loss)	Other comprehensive income	As at 31 March 2024
Investment in Venture Funds	64,302.79	2,188.13	(735.39)	-	486.82	-	66,242.35
Investment in Equity instruments	9,787.82	162.50	-	-	-	(3,916.71)	6,033.61
Total investments	74,090.61	2,350.63	(735.39)	-	486.82	(3,916.71)	72,275.96

Sensitivity analysis

Description	As at March 31, 2024	As at March 31, 2023
Impact on fair value if change in earnings growth rate		
- Impact due to increase of 5%	(301.68)	(810.91)
- Impact due to decrease of 5%	301.68	810.91

The following table presents the changes in level 3 items for the periods ended March 31, 2024 and March 31, 2023:

Particulars	
As at March 31, 2022	7,999.06
Gain/(loss) recognised in other comprehensive income	1,754.74
As at March 31, 2023	9,753.80
Gain/(loss) recognised in other comprehensive income	443.18
As at March 31, 2024	10,196.98

B.2 Fair value of instruments measured at amortised cost

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	As at March 31, 2024		As at March 31, 2023	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Cash and cash equivalents	22.12	22.12	122.43	122.43
Bank balances other than above	61.93	61.93	64.63	64.63
Loans	1,098.92	1,098.92	3.05	3.05
Investments	11,969.52	12,567.30	13,075.43	13,439.08
Other financial assets	308.74	308.74	234.89	234.89
Total	13,461.23	13,974.96	13,500.43	13,677.02
Financial liabilities				
Trade payables	32.25	32.25	2.72	2.72
Borrowings	430.16	430.16	-	-
Other financial liabilities	349.65	349.65	354.60	354.60
Total	812.06	812.06	357.32	357.32

Valuation methodologies of financial instruments not measured at fair value

Below are the methodologies and assumptions used to determine fair values for the above financial instruments which are not recorded and measured at fair value in the Company's financial statements. These fair values were calculated for disclosure purposes only. The below methodologies and assumptions relate only to the instruments in the above tables:

Financial assets and liabilities

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts, which are net of impairment, are a reasonable approximation of their fair value. Such instruments include: cash and balances, balances other than cash and cash equivalents, loans, trade payables, short term borrowings, inter company loan and contract liability without a specific maturity.

Investments measured at amortised cost

Investments which are carried at amortised cost represents investments in debt instruments including non convertible preference shares. The fair values of such investments are determined using rates available in the market.

**43 Financial risk management****i) Risk Management**

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company risk management framework. The Company's risk are managed by a treasury department under policies approved by the board of directors. The board of directors provides written principles for overall risk management. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, other bank balances, investments in debt securities, loans, trade receivables and other financial assets.	Ageing analysis	Highly rated bank deposits and diversification of asset base and collaterals taken for assets
Liquidity risk	Borrowings, trade payables and other financial liabilities	Cash flow forecasts	Committed borrowing and other credit facilities and sale of loan assets (whenever required)
Market risk - Currency risk	The company does not have any financial asset or financial liability in foreign currency. . Hence, no exposure of currency risk.	Not applicable	Not applicable
Market risk - interest rate	The company does not have any variable rate borrowings. Hence, no exposure of interest rate risk.	Not applicable	Not applicable
Market risk - security price	Investments in equity securities, venture funds and mutual funds.	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments

In order to avoid excessive concentrations of risk, the Group's policies and procedures include specific guidelines to focus on maintaining a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, other bank balances, investments, loan assets, trade receivables and other financial assets. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

The company provides for expected credit loss based on the following:

Nature	Assets covered	Basis of expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, investments, loans and other financial assets	12 month expected credit loss
Moderate credit risk	Loans	Life time expected credit loss or 12 month expected credit loss
High credit risk	Loans	Life time expected credit loss or fully provided for

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.


Financial assets that expose the entity to credit risk*

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Low credit risk - Stage 1		
Cash and cash equivalents	22.12	122.43
Bank balances other than above	61.93	64.63
Loans	1,098.92	3.05
Investments	11,969.52	13,075.42
Security deposits	80.50	80.50
Other financial assets	308.74	234.89
(ii) Moderate credit risk - Stage 2		
Loans	-	-
(iii) High credit risk - Stage 3		
Loans	-	-

* These represent gross carrying values of financial assets, without deduction for expected credit losses

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Trade receivables measured at amortized cost and credit risk related to these are managed by monitoring the recoverability of such amounts continuously.

Loans

Credit risk related to borrower's are mitigated by considering collateral's/bank guarantees/letter of credit, from borrower's. The Company closely monitors the credit-worthiness of the borrower's through internal systems and project appraisal process to assess the credit risk and define credit limits of borrower, thereby, limiting the credit risk to pre-calculated amounts. These processes include a detailed appraisal methodology, identification of risks and suitable structuring and credit risk mitigation measures. The Company assesses increase in credit risk on an ongoing basis for amounts loan receivables that become past due and default is considered to have occurred when amounts receivable become one year past due.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposits, insurance claim receivables and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

b) Credit risk exposure
i) Expected credit losses for financial assets other than loans

Company provides for expected credit losses on financial assets other than loans by assessing individual financial instruments for expectation of any credit losses:

- For cash and cash equivalents and other bank balances - Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low.
- For investments - Considering the investments are in equity shares, mutual funds, and government securities, credit risk is considered low.
- For loans comprising security deposits paid - Credit risk is considered low because the Company is in possession of the underlying asset.
- For other financial assets - Credit risk is evaluated based on Company's knowledge of the credit worthiness of those parties and loss allowance is measured for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though the reconciliation of expected credit loss for all sub categories of financial assets (other than loans) are disclosed below:

As at March 31, 2024	Estimated gross carrying amount at default	Expected credit losses	Carrying Amount net of impairment provision
Cash and cash equivalents	22.12	-	22.12
Bank balances other than above	61.93	-	61.93
Investments	11,969.52	-	11,969.52
Security deposits	80.50	-	80.50
Other financial assets	228.24	-	228.24



As at March 31, 2023	Estimated gross carrying amount at default	Expected credit losses	Carrying Amount net of impairment provision
Cash and cash equivalents	122.43	-	122.43
Bank balances other than above	64.63	-	64.63
Investments	13,075.43	-	13,075.43
Security deposits	80.50	-	80.50
Other financial assets	154.39	-	154.39

ii) Expected credit loss for loans

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company i.e. the default in repayment is within the range of 0 to 30 days.

If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired i.e. the default in repayment is within the range of 31 to 90 days.

If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3' i.e. the default in repayment is more than 90 days.

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets. ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

The Company maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors the Company's liquidity positions (also comprising the undrawn borrowing facilities) and cash and cash equivalents on the basis of expected cash flows. The Company also takes into account liquidity of the market in which the entity operates.

(i) Financing arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

Floating rate	As at 31 March 2024	As at 31 March 2023
- Expiring within one year	1745.20	3160.10
- Expiring beyond one year	-	-
Total	1745.20	3160.10

(ii) Maturities of financial liabilities

The tables below analyse the Company financial liabilities into relevant maturity groupings based on their contractual maturities. The amounts disclosed in the table are the contractual undiscounted cash flows:

As at March 31, 2024	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Non-derivatives					
Borrowings other than debt securities including interest	430.16	-	-	-	430.16
Trade payables	32.25	-	-	-	32.25
Other financial liabilities	(169.00)	144.46	24.54	-	0.00
Total	293.41	144.46	24.54	-	462.41

As at March 31, 2023	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Non-derivatives					
Borrowings other than debt securities including interest	-	-	-	-	-
Trade payables	2.72	-	-	-	2.72
Other financial liabilities	186.23	141.12	27.24	-	354.59
Total	188.95	141.12	27.24	-	357.31


C) Market risk
Price risk
i) Exposure

The Company's exposure price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit for the period:

Impact on profit after tax

Particulars	As at March 31, 2024	As at March 31, 2023
Mutual Funds, Equity Instruments and Venture Funds		
Net assets value – increase by 50 basis points (50 bps)	1,220.39	1,170.40
Net assets value – decrease by 50 basis points (50 bps)	(1,220.39)	(1,170.40)

Impact on other comprehensive income

Particulars	As at March 31, 2024	As at March 31, 2023
Equity instruments		
Value per share – increase by 50 basis points (50 bps)	1,676.35	1,542.70
Value per share – decrease by 50 basis points (50 bps)	(1,676.35)	(1,542.70)

44. Capital management

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern
- to comply with externally imposed capital requirement and maintain strong credit ratings
- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

Particulars	As at March 31, 2024	As at March 31, 2023
Net debt*	32.25	2.72
Net worth	88,764.20	85,140.48
Net debt to equity ratio	0.00	0.00

* Net debt includes borrowings other than debt securities + interest accrued - cash and cash equivalents.

Dividends

Particulars	As at March 31, 2024	As at March 31, 2023
The Board of directors at their meeting held on 29 May 2024 has proposed a final dividend of ₹1.50 per share for financial year 31 March 2024 (previous year: ₹1.50 per share) subject to approval of shareholders in annual general meeting.		
Equity shares		
Proposed Dividend	251.19	251.19
Interim Dividend	-	-


45. 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) As per Ind-AS-108 "Operating Segment", the details are as under:

Particulars	Investment/Financial Activity		Real Estate Activity		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Total Revenue	4983.16	3552.31	622.87	458.99	5606.03	4011.30
Results						
Segment Result (Before Tax & Interest)	4710.75	3307.99	506.12	232.87	5216.87	3540.86
Less :A. Interest Paid	14.17	13.27	0.00	0.00	14.17	13.27
B. Other Unallocable Expenses	560.34	549.78	0.00	0.00	560.34	549.78
	574.51	563.05	0.00	0.00	574.51	563.05
Profit Before Tax					4642.36	3093.65
Less : Income Tax					802.53	312.45
Profit After Tax					3839.83	2781.20
Capital Employed						
Assets	84268.01	80103.03	6245.87	5822.10	90513.88	85925.13
Unallocable Assets	168.15	115.65	0.00	0.00	168.15	115.65
Total Assets	84436.16	80218.68	6245.87	5822.10	90682.03	86040.78
Segment Liabilities	715.89	233.18	174.13	173.57	890.02	406.75
Unallocable Liabilities	1044.38	493.56	0.00	0.00	1044.38	493.56
Total Liabilities	1760.27	726.74	174.13	173.57	1934.40	900.31
Capital Expenditure		0.00		0.00		
Depreciation					103.66	103.31

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.

46. Disclosure of details as required under Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

Particulars	Amt Outstanding	Amt Overdue	Amt Outstanding	Amt Overdue
	31-Mar-24	31-Mar-24	31-Mar-23	31-Mar-23
1. Loans and advances availed by NBFC	0.00	0.00	0.00	0.00
Inclusive of Interest accrued thereon but not paid				
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. Public Deposits	0.00	0.00	0.00	0.00
g. Other Loans (Over Draft Account)	0.00	0.00	0.00	0.00



2. Break up of Loans & Advances including bills receivable other than those including in (3) below				
a. Secured (Net)	0.00	0.00	0.00	0.00
b. Unsecured (Net)	1100.00	0.00	0.00	0.00
3. Break up of Leased Assets and Stock in hire and other assets counting towards AFC activities Lease Assets including lease rentals under	As at 31.03.2024		As at 31.03.2023	
(i) Lease assets including lease rentals under Sundry Debtors				
a) Financial Lease (Net of Depreciation and Lease adjustment)		0.00		0.00
b) Operating Lease		5302.62		5405.58
(ii) Stock on hire including hire charges under Sundry Debtors				
a) Assets on hire		0.00		0.00
b) Repossessed Assets		0.00		0.00
(iii) Other Loans counting towards asset financing activities				
a) Loans where Assets have been repossessed		0.00		0.00
b) Loans other than (a) above		0.00		0.00
4. Break up of Investments				
a. Current Investments				
1. Quoted Investments				
a. Shares				
i) Equity Shares		0.00		0.00
ii) Preference Shares		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 Shares		0.00		0.00
ii) Preference Shares		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. Long Term Investments				
1. Quoted				
-Equity Shares	40482.52		33684.17	
-Preference Shares	0.00		0.00	
-Debentures & Bonds	5451.02		5875.25	
-Units of Mutual Funds/Venture Funds/AIF	14663.30		14493.59	
-Government Securities	154.19		154.19	
Total	60751.03		54207.20	
2. Unquoted				
-Equity Shares	6047.67		9787.82	
-Preference Shares	9306.60		9606.59	
-Debentures & Bonds	1096.20		879.52	
-Units of Mutual Funds/Venture Funds/AIF	5676.71		5215.60	
Total	22127.18		25489.53	
Grand Total	82878.21		79696.73	

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

Particulars	Amount Net of Provisions					
	Secured	Secured	Unsecured	Unsecured	Total	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023	31.03.2024	31.03.2023
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	500.00	0.00	500.00	0.00
c) Other related parties	0.00	0.00	0.00	0.00	0.00	0.00
2) Other than related Parties	0.00	0.00	600.00	0.00	600.00	0.00
Total	0.00	0.00	1100.00	0.00	1100.00	0.00


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)	
	31.03.2024	31.03.2023	31.03.2024	31.03.2023
1) Related Parties				
a) Subsidiaries	0.00	0.00	0.00	0.00
b) Companies in the Same Group	12835.45	12249.02	12835.45	12249.02
c) Other related parties	23630.72	27705.49	8708.29	8708.29
2) Other than related Parties	46412.04	39742.22	34654.57	33359.67
Total	82878.21	79696.73	56198.31	54316.98

7. Other Information

Particulars	Amount as on 31.03.2024	Amount as on 31.03.2023
a) Gross Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	0.00	0.00
b) Net Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	0.00	0.00
c) Assets acquired in satisfaction of debt	0.00	0.00

47. Disclosure of details as required under Master Direction- Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

1. Exposures		
1.1. Exposure to Real Estate Category	31.03.2024	31.03.2023
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 Investcorp Real Estate Yield Fund, Nippon India Yield Maximiser AIF-I, ICICI Prudential Real Estate AIF-I, ICICI Prudential Real Estate AIF-II, Asha Fund (Arthveda Low Income Housing Fund), Investcorp Score Fund, Ask Real Estate Special Situation Fund-1, India Bulls Dual Advantage Commercial Asset Fund, ICICI Prudential Office Yield Optimizer Fund, ATS Infr build Private Ltd, Ask Real Estate Special Situations Fund-IV, Casa Grand Milestone, Ativa Real Estate Developers Pvt Ltd., India Reality Excellence Fund, Welspun One Logistic Park, WSB Real Estate Fund, UTI Real Estate Fund and Suvita Real Estate Pvt. Ltd.	2301.63	2234.11
a) Residential	1645.20	1570.94
b) Commercial Real Estate	656.43	663.17
b) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs)	599.62	2528.45
1.2. Exposure to Capital Market		
(i) Direct Investment in equity shares, convertible bonds, convertible debentures and units of equity-oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	43703.28	36434.22
(ii) Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (Including IPOs/ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	0.00	0.00
(iii) Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	0.00	0.00
(iv) Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/convertible bonds/convertible debentures/units of equity oriented mutual funds does not fully cover the advances;	0.00	0.00



(v) Secured and Unsecured advances to stockbrokers and gurantees issued on behalf of stockbrokers and market maker;	0.00	0.00
(vi) Loans sanctioned to corporates against the security of shares/bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	0.00	0.00
(vii) Bridge loans to companies against expected equity flows/issues;	0.00	0.00
(viii) Underwriting commitments taken up by the NBFC's in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	NA	NA
(ix) Financing to stockbrokers for margin trading	447.83	0.00
(x) All exposures to Alternative Investment Funds :		
(i) Category I	1318.57	1255.95
(ii) Category II	4788.92	4315.15
(iii) Category III	1302.48	206.89
Total Exposures to Capital Market	51561.08	42212.21
1.3 SECTORAL EXPOSURE		
Sectors		
Agriculture and allied activities	600.00	0.00
Industry	500.00	0.00
Services	0.00	0.00
Personal Loans	0.00	0.00
Other Loans	1.67	3.05
1.4 INTRA GROUP EXPOSURE		
(i) Total amount of intra-group exposures	500.00	0.00
(ii) Total amount of top 20 intra-group exposures	500.00	0.00
(iii) Percentage of Intra-group exposures to total exposure of the NBFC on borrowers/customers	14.96%	0.00%
1.5 UNHEDGED FOREIGN CURRENCY EXPOSURE		
NBFCs shall disclose details of its hedged foreign currency exposures. Further, it shall also disclose their policies to manage currency induced risk.	N.A.	N.A.
2. Related Party Transactions	Please refer the Note No 36 in Annual Report	Please refer the Note No 36 in Annual Report
3. Disclosures of Complaints		
3.1. Customer Complaints	N.A.	N.A.
3.2. Top five grounds of complaints received by the NBFCs from customers	N.A.	N.A.

48. 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	4,642.35		3,093.66	
Add: Managerial Remuneration	491.19		446.00	
Net Profit U/S 198 of the Companies Act, 2013	5,133.54		3,539.66	
Managerial Remuneration paid to Managing Director				
Salary Income	405.00	369.00		
Other Perquisites	86.19	491.19	77.00	446.00
	491.19		446.00	

Mr. Dinesh Oswal, Managing Director has been paid remuneration from 1st April 2023 to 31st March 2024 as per Shareholders approval vide their special Resolution dated 29th September 2021 under section 197 read with Schedule V of the Companies Act, 2013.

49. Company had invested Rs. 2.00 Crore in Rated, Listed and Secured, Cumulative, redeemable Debentures of ATS Infrabuild Pvt. Ltd. ("ATS") in 27-06-2018, being having maturity in June 2022, later extended till June 2024. The borrower had paid the interest yearly on time, but from June 2023 onwards borrower has defaulted in interest payment. The debenture trustee is resorting to all legal action available to recover the amounts.

Keeping above facts in view, our company has not provided for interest accrued/receivable from June 2023 and also a provision of 10% of value has been made in books of accounts.



NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED

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50. Ratios

	Current Year	Previous Year
a) Capital to risk-weighted assets ratio (CRAR)	96.33	97.56
b) Tier I CRAR	96.32	97.56
c) Tier II CRAR	0.00	0.00

51. The previous year figures regrouped/reclassified as per latest statutory requirements and latest NBFC categorisation.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 29th May 2024
UDIN : 24081585BKARMY3222

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN : 00402712

Dinesh Oswal
Managing Director
DIN : 00607290

**INDEPENDENT AUDITOR'S REPORT****To The Members Of****Nahar Capital And Financial Services Limited****Report on the Consolidated Ind AS Financial Statements****Opinion**

We have audited the accompanying consolidated Ind AS financial statements of **Nahar Capital and Financial Services Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the

context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	Auditor's Response
Investments as on 31st March, 2024 (Refer to Note no.6 to the notes to the Consolidated financial statements)	
This is the largest asset on the balance sheet. Our audit effort has increased in this area and in particular, there is significant focus on considering whether the underlying investments are valued appropriately. These included investments in quoted and unquoted equity shares, mutual funds, preference shares and tax-free bonds. Investments also include investment in associate company. The valuation of investments is based on a range of inputs. Many of the inputs required can be obtained from readily available liquid market prices and rates. Where observable market data is not available, estimates must be developed based on the most appropriate source data and are subject to a higher level of judgement. Accordingly, investment was determined to be a key audit matter in our audit of Consolidated financial statements.	Our audit procedure included the following: • Testing whether associated controls in respect of the valuation process are operating properly and assessing whether the valuation process is appropriately designed and captures relevant valuation inputs. • Assessing the availability of quoted prices in liquid markets. • Performing our own independent price checks using external quotes for liquid positions and to identify any potential impairment. • We also assessed whether the Company's disclosures in relation to the valuation of investments are compliant with the relevant accounting requirements.

Information Other than the Consolidated Ind AS Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, but does not include the consolidated Ind AS financial statements and our auditors' report thereon. The Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report is expected to be made available to us after the date of this auditors' report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind AS financial statements, our responsibility is to read the other



information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained during the course of our audit, or otherwise appears to be materially misstated. When we read the Board's Report including annexures to the Board's Report and Management Discussion & Analysis Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for Consolidated Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit

conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements of one of the associate. These financial statement 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 these associate, and our report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on the reports of the other auditors. The loss of Rs.417.32 Lacs (Net of Dividend) of the said company has been considered in the consolidated Financial Statements. Our opinion on the consolidated financial statements above 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 and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS 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 March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its consolidated Ind AS financial statements.
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.



- iv) (a) The Management has represented that, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under and (a) and (b) above, contain any material misstatement.
- v) As stated in the Consolidated financial statements
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of

the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

- vi) Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account for the financial year ended March 31, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/"CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

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

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

**UDIN: 24081585BKARNB6326
Dated: 29th May, 2024
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")**

We have audited the internal financial controls over financial reporting of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** ("the Company") as of 31 March 2024 in conjunction with our audit of the consolidated Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and

operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS 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 Ind AS 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 Ind AS Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its associate company which is incorporated in India, based on the corresponding reports of auditors of such company, 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 2024, 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**

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

**UDIN: 24081585BKARNB6326
Dated: 29th May, 2024
Place : Ludhiana**



Consolidated Balance Sheet as at 31st March, 2024

(All Amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	As At March 31, 2024	As At Mar 31, 2023
ASSETS			
Financial Assets			
Cash and Cash equivalents	3	22.12	122.43
Bank Balances other than above	4	61.93	64.63
Loans	5	1,098.92	3.05
Investments	6	162,147.26	161,731.33
Others Financial Assets	7	308.74	234.89
Total Financial Assets		163,638.97	162,156.33
Non - Financial Assets			
Inventories	8	109.55	316.13
Current Tax Assets	9	168.15	115.65
Investment Property	10	5,302.62	5,405.58
Property, Plant and Equipment	11	21.65	1.41
Capital Work in Progress	12	694.14	1.30
Other Non Financial Assets	13	16.00	78.98
Total Non Financial Assets		6,312.11	5,919.05
TOTAL		169,951.08	168,075.38
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
Trade Payables	14	-	-
(i) Total outstanding dues of micro enterprises and small enterprises		-	-
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		32.25	2.72
Borrowings (Other than Debt Securities)	15	430.16	-
Other Financial liabilities	16	349.65	354.60
Total Financial liabilities		812.06	357.32
Non-Financial liabilities			
Provisions	17	-	0.95
Deferred Tax Liabilities	18	14,894.30	14,826.68
Other Non-Financial Liabilities	19	61.39	48.47
Total Non-Financial Liabilities		14,955.69	14,876.10
EQUITY			
Equity Share Capital	20	837.31	837.31
Other Equity	21	153,346.02	152,004.65
Total Equity		154,183.33	152,841.96
TOTAL		169,951.08	168,075.38
Notes forming part of the Financial Statements	1-44		

This is the Consolidated Balance Sheet Referred to in our report of even date.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 29th May 2024
UDIN : 24081585BKARNB6326

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN: 00402712

Dinesh Oswal
Managing Director
DIN: 00607290


Consolidated Statement of Profit & Loss Account for the year ending 31st March, 2024

(All Amount in Lakhs Rupees, unless otherwise stated)

Particulars	Note No	For Year Ended March 31, 2024	For Year Ended March 31, 2023
Income			
Interest Income	22	984.84	803.23
Dividend Income	23	648.76	646.10
Rental Income	24	622.87	458.99
Net Gain On Fair Value Changes (Held for trading)	25	131.26	652.52
AIF Income Tax Free Trading Unit	22	-	(7.03)
Total Revenue from Operations (I)		2,387.73	2,553.81
Other income	26		
Net Gain on Fair Value Changes	26.1	2,788.50	551.84
AIF Income Tax Free	22	-	36.33
Net gain on Derocognition of Financial Instruments Under Amortised Cost Category	26.2	-	220.81
Other Income	26.3	1.48	19.19
Total Other Income (II)		2,789.98	828.17
Total Income (I+II)		5,177.71	3,381.98
Expenses:			
Finance Costs	27	14.16	13.27
Fees and Commission Expense	28	0.27	24.31
Employee Benefits Expenses	29	653.21	599.52
Depreciation and Amortisation	30	103.66	103.31
Other Expenses	31	192.37	177.23
Total Expenses		963.67	917.64
Share of Profit/(Loss) of Associates accounted for using equity method		(2,718.12)	6,859.95
Profit before tax		1,495.92	9,324.29
Tax expense	32		
Current tax		660.00	379.20
Deferred tax charge		(340.65)	(1,726.70)
Total Tax Expense		319.35	(1,347.50)
Net Profit for the year		1,176.57	10,671.79
Other comprehensive income			
Items that will not be reclassified to profit and loss			
Changes in fair value of FVOCI equity instruments (Inclusive of Realised Gain/Loss thereon)		443.18	1,754.73
Remeasurements of post-employment benefit obligations		0.27	2.78
Income tax relating to items that will not be reclassified to profit or loss		(408.36)	144.08
Other comprehensive income/(loss) for the year		35.09	1,901.59
Share of Other Comprehensive Income/(Loss) of associate accounted for using equity method		54.09	(15,835.76)
Total comprehensive Income/(loss) for the year		89.18	(13,934.16)
Profit after Tax		1,265.75	(3,262.37)
Earnings per equity share	33		
Equity shares of par value Rs.5 each			
Basic		7.03	63.73
Diluted		7.03	63.73
Notes forming part of the Financial Statements	1-44		

This is the Consolidated Profit & Loss account referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 29th May 2024
 UDIN : 24081585BKARNB6326

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN: 00402712

Dinesh Oswal
 Managing Director
 DIN: 00607290


Consolidated Statement of Cash Flow for the year ending 31st March, 2024

(All Amount in Lakhs Rupees, unless otherwise stated)

	For Year Ended March 31,2024	For Year Ended March 31,2023
A Cash flow from operating activities		
Profit before tax	1,495.91	9,324.29
Adjustments for:		
Depreciation and amortisation expense	103.66	103.31
Interest income on fixed deposit and financials assets measured at amortised cost	(984.84)	(796.20)
Dividend income classified as investing cash flows	(648.76)	(646.09)
Share of Other Comprehensive Income/(Loss) of Associates accounted for using equity method	2,718.12	(6,859.95)
Remeasurement gains and loss on employee benefit obligations	0.27	2.78
Fair Value gain/(loss) on Investments	131.26	652.52
Interest paid	14.17	13.27
Operating profit before working capital changes	2,829.79	1,793.92
Inflow/(outflow) on account of:		
Loans	(1,095.87)	(0.04)
Investments	(2,753.16)	(5,361.78)
Bank balance other than cash and cash equivalents	2.70	502.00
Inventory	206.59	1,184.00
Other financial assets	(73.85)	(59.38)
Other non-financial assets	62.98	(76.70)
Trade and other payables	29.53	(19.24)
Short term borrowings	430.16	(150.80)
Provisions	(0.94)	(4.19)
Other financial liability	(4.95)	(128.34)
Other non-financial liability	12.91	(6.19)
Cash used in operating activities post working capital changes	(354.11)	(2,326.73)
Income tax paid (net)	(712.59)	34.26
Net cash inflow from/ (used in) operating activities (A)	(1,066.70)	(2,292.47)
B Cash flows from investing activities		
Purchase of Property, plant and equipment and investment property	(713.78)	5.51
Dividend received	648.76	646.09
Fair value gain/(loss) on Investments	(131.26)	(652.53)
Interest received	984.84	796.20
Investments of Equity Instruments on Other Comprehensive Income	443.18	1,754.74
Net cash inflow from/ (used in) investing activities (B)	1,231.74	2,550.01
C Cash flows from financing activities*		
Interest paid	(14.17)	(13.27)
Dividend paid (including tax)	(251.19)	(251.19)
Net cash inflow from/ (used in) financing activities (C)	(265.36)	(264.46)
Net increase (decrease) in cash and cash equivalents (A+B+C)	(100.31)	(6.92)
Cash and cash equivalents at the beginning of the year	122.43	129.35
Cash and cash equivalents at the end of year	22.12	122.43

This is the Consolidated Cash Flow Statement referred to in our report of even date.

For Gupta Vigg & Company
 Chartered Accountants
 FRN 001393N

For and on behalf of
Nahar Capital And Financial Services Limited
Vinod Khanna
 Partner
 M.No. 81585
 Place : Ludhiana
 Date : 29th May 2024
 UDIN : 24081585BKARNB6326

Anjali Modgil
 Company Secretary
 M.No. FCS9650

Hans Raj Kapoor
 Chief Financial Officer

S.K. Sharma
 Director
 DIN: 00402712

Dinesh Oswal
 Managing Director
 DIN: 00607290

**Notes forming part of Financial Statement for the year ending 31st March 2024****1. Company overview/Corporate information**

Nahar Capital & Financial Services Limited ('the Company') is a public limited company and incorporated under the provisions of Companies Act. The Company is a non-deposit accepting Non-Banking Financial Company ('NBFC-ND') and is registered as a Non-deposit taking Non-Banking Financial Company ('NBFC-ND') with the Reserve Bank of India ("RBI") in January 2008. The Company has been placed in Base Layer and categorized as Non-Banking Financial Company – Base Layer ('NBFC-BL') having asset size below Rs. 1000.00 Crore as per Master Directions – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Direction, 2023. The main business activity of the Company is to carry on the business of investment in shares, debentures, stock, bonds and securities of all kinds, Real Estate Activities and other businesses generally carried on by finance and investment companies. The company is domiciled in India and has its registered office at Ludhiana, Punjab, India. The CIN No of the Company is L45202PB2006PLC029968 and RBI Registration no is N-06.00588. The Company has its primary listings on the BSE Limited and National Stock Exchange of India Limited.

Summary of significant accounting policies and other explanatory information for the year ended 31st March 2024**2. Summary of significant accounting policies**

The financial statements have been prepared using the significant accounting policies and measurement bases summarised as below. These policies are applied consistently for all the periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to Ind AS.

a) Basis of preparation**i) Statement of compliance with Indian Accounting Standards (Ind AS)**

These financial statements ("the Financial Statements") have been prepared in accordance with the Indian Accounting Standards ('Ind AS') as notified by Ministry of Corporate Affairs ('MCA') under Section 133 of the Companies Act, 2013 ('Act') read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Act. The Company has uniformly applied the accounting policies for the periods presented in this financial statements.

The financial statements for the year ended March 31, 2024 were authorized and approved for issue by the Board of Directors on 29 May 2024.

ii) Accounting Convention

The financial statements have been prepared on going concern basis in accordance with accounting principles generally accepted in India. Further, the financial statements have been prepared on historical cost basis except for certain financial assets and financial liabilities and share based payments which are measured at fair values as explained in relevant accounting policies.

iii) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of the schedule III unless otherwise stated.

b) Property, plant and equipment**Recognition and initial measurement**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

Subsequent measurement (depreciation method, useful lives and residual value)

Property, plant and equipment are subsequently measured at cost less accumulated depreciation and impairment losses. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. Depreciation on property, plant and equipment is provided on the straight-line basis as per the rates specified in Schedule II of the Companies Act, 2013.

Depreciation is calculated on pro rata basis from the date on which the asset is ready for use or till the date the asset is sold or disposed.

The residual values, useful lives and method of depreciation are reviewed at the end of each financial year.

The Company fully depreciates the assets having individual value of Rs. 5,000 or less in the year of acquisition.

De-recognition

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognized in the statement of profit and loss, when the asset is derecognised.

Capital work-in-progress

Capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and advances paid to acquire property, plant and equipment. Assets which are not ready to intended use are also shown under capital work-in-progress.

Transition to Ind AS

The Company had elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

c) Investment Property

Properties held to earn rentals or / and for capital appreciation or both but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes, are categorized as investment properties. These are measured initially at cost of acquisition, including transaction costs and other direct costs attributable to bringing asset to its working condition for intended use. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any. The cost shall also include borrowing cost if the recognition criteria are met. Said assets are depreciated on straight line basis based on expected life span of assets which is in accordance with Schedule II of the Act. However, as per Ind AS 40, there is a requirement to disclose fair value as at the balance sheet date.

d) Intangible assets

Recognition and initial measurement

Intangible assets are stated at their cost of acquisition. The cost comprises purchase price including any import duties and other taxes (other than those subsequently recoverable from taxation authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent measurement (amortisation method, useful lives and residual value)

Intangible assets are amortised over a period of 3 years from the date when the assets are available for use. The estimated useful life (amortisation period) of the intangible assets is arrived basis the expected pattern of consumption of economic benefits and is reviewed at the end of each financial year and the amortisation period is revised to reflect the changed pattern, if any.

Transition to Ind AS

The Company had elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition of Ind AS i.e. April 1, 2017.

e) Inventories

Inventories represent Real Estate Properties held for trading and also property held for Joint Development agreement for construction of Residential cum Commercial Complex and these are measured at Fair Value in books of accounts.

f) Revenue recognition

Interest income

Interest income is recorded on accrual basis using the Effective Interest Rate (EIR) method. Additional interest/overdue interest/penal charges, if any, are recognised only when it is reasonable certain that the ultimate collection will be made.

Dividend income

Dividend income is recognised at the time when the right to receive is established by the reporting date. Profit/Loss



on Sale of investments is considered at the time of sale/redemption.

Rental income

Rental Income is accounted for on accrual basis.

Commission income

Income from business correspondent services is recognised as and when the services are rendered as per agreed terms and conditions of the contract.

Miscellaneous income

All other income is recognized on an accrual basis, when there is no uncertainty in the ultimate realization/ collection.

g) Borrowing costs

Borrowing costs that are directly attributable to the acquisition and/or construction of a qualifying asset, till the time such qualifying assets become ready for its intended use sale, are capitalised. Borrowing costs consists of interest and other cost that the Company incurred in connection with the borrowing of funds. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss as incurred basis the effective interest rate method.

h) Taxation

Tax expense recognized in Statement of Profit and Loss comprises the sum of deferred tax and current tax except to the extent it is recognized in other comprehensive income or directly in equity.

Current tax comprises the tax payable or receivable on taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. Current tax is computed in accordance with relevant tax regulations. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Minimum alternate tax ('MAT') credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that normal income tax will be paid during the specified period. In the year in which MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT credit entitlement. This is reviewed at each balance sheet date and the carrying amount of MAT credit entitlement is written down to the extent it is not reasonably certain that normal income tax will be paid during the specified period.

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets are recognised on unused tax loss, unused tax credits and deductible temporary differences to the extent it is probable that the future taxable profits will be available against which they can be used. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date to recover or settle the carrying amount of its assets and liabilities. Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity).

i) Employee benefits**Short-term employee benefits**

Liabilities for wages and salaries, including non-monetary benefits, if any, that are expected to be settled wholly

within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

Other long term employee benefit obligations:

The liabilities, if any, which needs to be settled after 12 months from the end of the period in which the employees render the related services are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of reporting period using the projected unit credit method.

Post-employment obligations:

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligations at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Defined contribution plans

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

j) Impairment of non-financial assets

Loan Assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. Recoverable amount is higher of an asset's net selling price and its value in use. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognised in the Statement of Profit and Loss. If at the reporting date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

Compensation for impairment

Compensation from third parties for items of property, plant and equipment that were impaired, lost or given up are recognised in statement of profit and loss when the compensation becomes receivable.

k) Impairment of financial assets

Loan Assets

The Company follows a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

Stage 1 : Includes loan assets that have not had a significant increase in credit risk since initial recognition or that have low credit risk at the reporting date.

Stage 2 : Includes loan assets that have had a significant increase in credit risk since initial recognition but that do not have objective evidence of impairment.

Stage 3 : Includes loan assets that have objective evidence of impairment at the reporting date

The Expected Credit Loss (ECL) is measured at 12-month ECL for Stage 1 loan assets and at lifetime ECL for Stage 2 and Stage 3 loan assets ECL is the product of the Probability of Default, Exposure at Default and Loss Given Default, defined as follows:

Probability of Default (PD) - The PD represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12 months PD), or over the remaining lifetime (Lifetime PD) of the obligation.

Loss Given Default (LGD) – LGD represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and preference of claim and availability of collateral or other credit support.

Exposure at Default (EAD) – EAD is based on the amounts the Company expects to be owed at the time of default. For a revolving commitment, the Company includes the current drawn balance plus any further amount that is expected to be drawn up to the current contractual limit by the time of default, should it occur.

Forward-looking economic information (including management overlay) is included in determining the 12-month and lifetime PD, EAD and LGD. The assumptions underlying the expected credit loss are monitored and reviewed on an ongoing basis.

Other Financial Assets

In respect of its other financial assets, the Company assesses if the credit risk on those financial assets has increased significantly since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses. The Company have not traded or invested in Crypto Currency or virtual currency during the financial year.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Write-offs

Financial assets are written off either partially or in their entirety only when the Company has stopped pursuing the recovery. Any subsequent recoveries are credited to impairment on financial instrument on statement of profit and loss.

l) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand (including imprest), demand deposits and short-term highly liquid investments that are readily convertible into known amount of cash and which are subject to an insignificant risk of changes in value.

m) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognised nor disclosed except when realisation of income is virtually certain, related asset is disclosed.

n) Financial instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs. Subsequent measurement of financial assets and financial liabilities is described below.

Non-derivative financial assets

Subsequent measurement

i) A Financial assets carried at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

- After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in interest income in the Statement of Profit and Loss.
- ii) Investments in equity instruments**
Investments in equity instruments which are held for trading are classified as at fair value through profit or loss (FVTPL). For all other equity instruments, the Company makes an irrevocable choice upon initial recognition, on an instrument by instrument basis, to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. However, the Company transfers the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.
- iii) Investments in mutual funds/venture capital funds/alternative investment funds (AIF)**
Investments in mutual funds, venture capital funds and AIF are measured at fair value through profit and loss (FVTPL).
- iv) Investments held for trading purposes**
The Company has investments in equity instruments, mutual funds, debentures, bonds etc. which are held for trading purposes and therefore, classified as at fair value through profit or loss (FVTPL).
De-recognition of financial assets
Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognised (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. Further, if the Company has not retained control, it shall also derecognise the financial asset and recognise separately as assets or liabilities any rights and obligations created or retained in the transfer.
Non-derivative financial liabilities
Subsequent measurement
Subsequent to initial recognition, all non-derivative financial liabilities are measured at amortised cost using the effective interest method.
De-recognition of financial liabilities
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.
Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.
- o) Earnings per share**
Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.
For the purpose of calculating diluted earnings per share, the net profit or loss (interest and other finance cost associated) for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.
- p) Segment Reporting**
The Company identifies segment basis the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are regularly by the executive committee ('chief operating decision maker') in deciding how to allocate resources and in assessing performance. The accounting policies adopted for segment reporting are in line with

the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship with the operating activities of the segment.

q) Significant management judgement in applying accounting policies and estimation uncertainty

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures. Actual results may differ from these estimates.

Significant Management Judgements

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Provisions – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Significant Estimates

Useful lives of depreciable/amortisable assets – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.



Particulars	As at March 31, 2024	As at March 31, 2023
3 Cash and cash equivalents		
Cash in hand	0.17	0.35
Balance with banks		
- with scheduled banks in current accounts	0.59	55.81
- with scheduled banks held as PMS	21.37	66.27
Total	22.12	122.43
4 Bank balances other than above		
Bank Deposits with banks having maturity less than three months	-	-
Bank Deposits with banks having maturity more than twelve months	25.00	11.39
Earmarked Balances with banks for unpaid dividends	24.54	27.24
Banks deposits having maturity of more than three months but are due for maturity within twelve months from balance sheet date	12.39	26.00
	61.93	64.63
5 Loans		
The Company has categorised all loans at Amortised Cost in accordance with the requirements of Ind AS 109.		
(A) Loans		
Loans repayable on demand-Stage 1	1,100.00	-
Loans repayable on demand-Stage 2	-	-
Other Loans	1.67	3.05
Total (A) - Gross Loans	1,101.67	3.05
Less: Standard Asset Provision-Stage 1	(2.75)	-
Less: Allowance for impairment loss for loan assets Stage 3	-	-
Total (A) - Net Loans	1,098.92	3.05
(B) Security Details		
Secured by tangible asset	-	-
Unsecured	1,100.00	-
Less: Allowance for impairment loss for loan assets		
Loans to employees	1.67	3.05
Total (B) - Gross Loans	1,101.67	3.05
Less: Standard Asset Provision	(2.75)	-
Less: Allowance for impairment loss for loan assets		
Total (B) - Net Loans	1,098.92	3.05
Loans in India	1,101.67	3.05
Loans outside India	-	-
Total (B) - Gross Loans	1,101.67	3.05
Less: Allowance for impairment loss for loan assets	(2.75)	-
Less: Standard Asset Provision	-	-
Total (B) - Net Loans	1,098.92	3.05


5.1 Reconciliation between the figures reported under Ind-AS and actual amounts outstanding in respect of Loans:

Net Loans	1,101.67	3.05
Add: Allowance for Expected Credit Loss netted off as per Ind-AS	(2.75)	-
Gross Loans	1,098.92	3.05

6. Investments at Fair Value as at March 31, 2024

Particulars	Amortized cost	At Fair Value			At Cost	TOTAL
		Through other comprehensive income	Through profit or loss	Sub-total		
Invesments in India						
Mutual Funds			11,970.18	11,970.18	-	11,970.18
Government securities	154.19	-	-	-	-	154.19
Debt Securities	2,508.74	-	3,900.04	3,900.04	-	6,408.79
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	1,106.59	-	-	-	-	1,106.59
Equity Instruments (Subsidiaries/Associates)	-	-	-	-	-	-
Equity Instruments (Other Group companies)	-	15,430.72	-	15,430.72	-	15,430.72
Equity Instruments (Others)	-	18,096.37	167.65	18,264.02	-	18,264.02
AIF/Venture Funds	-	-	8,369.83	8,369.83	-	8,369.83
Interest accrued	-	-	-	-	138.44	138.44
Total	11,969.52	33,527.09	24,407.70	57,934.79	138.44	70,042.75

As at March 31, 2023 (Previous Year)

Invesments in India						
Mutual Funds	-	-	13,278.91	13,278.91	-	13,278.91
Government securities	154.19	-	-	-	-	154.19
Debt Securities	3,314.64	-	3,329.87	3,329.87	-	6,644.51
Preference shares(Other Group Companies)	8,200.00	-	-	-	-	8,200.00
Preference shares(Other)	1,406.59	-	-	-	-	1,406.59
Equity Instruments (Subsidiaries/Associates)	-	-	-	-	-	-
Equity Instruments (Other Group companies)	-	19,505.49	-	19,505.49	-	19,505.49
Equity Instruments (Others)	-	11,348.48	369.00	11,717.48	-	11,717.48
AIF/Venture Funds	-	-	6,430.28	6,430.28	-	6,430.28
Interest accrued	-	-	-	-	110.27	110.27
Total	13,075.42	30,853.97	23,408.06	54,262.03	110.27	67,447.72



6B Investments accounted for using equity method		
Particulars	As at 31 March, 2024	As at 31 March, 2023
Investments in Associates		
Nahar Spinning Mills Limited (cost 16,619,120 equity shares of Rs. 60.01 each (Previous year 16,406,629 equity shares of 57.06 each)	68,253.27	70,688.67
Nahar Poly Films Limited (cost 1,20,87,671 equity shares of Rs. 23.88 each (Previous year 1,20,87,671 equity shares of 23.88 each)	23,851.24	23,594.94
Total	92,104.51	94,283.61
Grand Total : (6A + 6B)	162,147.26	161,731.33

7 Others financial assets (Considered Goods unless otherwise stated)

Rent Receivable (0 to 6 Months)	-	5.25
Security deposits	80.51	80.51
Sundry Receivable	228.23	149.13
	308.74	234.89

Ageing Schedule(Sundry Receivable)

0-6 Months	148.98	68.28
6 Month to 1 Year	7.07	23.88
1 Year to 2 Year	15.86	0.66
2 Year to 3 Year	0.01	-
More Than 3 Years	56.31	56.31
	228.23	149.13

8 Inventories

Real Estate Property	109.55	316.13
	109.55	316.13

9 Current tax assets (net)

Advance income tax	828.15	495.65
Less: Provision for income tax	660.00	380.00
Current tax assets (net)	168.15	115.65

10. Investment Property

Current year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Buildings	5,703.84	-	-	5,703.84	386.56	90.36	-	476.92	5,226.92	5,317.28
Furniture	132.71	-	-	132.71	44.40	12.60	-	57.01	75.70	88.30
	5,836.55	-	-	5,836.55	430.96	102.96	-	533.93	5,302.62	5,405.58

Previous Year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2022	Additions	Disposal/ adjustments	As at 31 Mar 2023	As at 01 Apr 2022	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2023	As at 31 Mar 2023	As at 31 Mar 2022
Buildings	5,657.23	46.61	-	5,703.84	296.21	90.35	-	386.56	5,317.28	5,361.02
Furniture	132.71	-	-	132.71	31.80	12.61	-	44.40	88.30	100.91
	5,789.94	46.61	-	5,836.55	328.01	102.96	-	430.96	5,405.58	5,461.93



10.1 Fair Value of Investment Property

Particulars	As At 31 Mar 2024	As At 31 Mar 2023
Carrying Value	5,302.62	5,405.58
Fair Value	5,302.62	5,405.58

The Company obtains independent valuations for its investment properties at least manually. The best evidence of fair value is current prices in an active market for similar properties.

11 Property, plant and equipment

Current Year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2023	Additions	Disposal/ adjustments	As at 31 Mar 2024	As at 01 Apr 2023	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2024	As at 31 Mar 2024	As at 31 Mar 2023
Vehicles	11.57	20.94	11.57	20.94	10.99	0.35	10.99	0.35	20.59	0.58
Office Equipment	4.55	0.58	-	5.13	3.71	0.35	-	4.06	1.06	0.83
Total	16.12	21.52	11.57	26.07	14.70	0.70	10.99	4.41	21.65	1.41

Previous Year

Particulars	Gross block				Depreciation				Net Block	
	As at 1 April 2022	Additions	Disposal/ adjustments	As at 31 Mar 2023	As at 01 Apr 2022	Charge for the year	Adjustment on disposal of assets	As at 31 Mar 2023	As at 31 Mar 2023	As at 31 Mar 2022
Vehicles	11.57	-	-	11.57	10.99	-	-	10.99	0.58	0.58
Office Equipment	4.31	0.24	-	4.55	3.36	0.36	-	3.71	0.83	0.95
Total	15.88	0.24	-	16.12	14.35	0.36	-	14.70	1.41	1.53

11.1 In the opinion of management, these are no events or changes in circumstances that indicate the impairment of PPE and intangible Assets in terms of Ind AS 36

Impairment Assets Accordingly, no provision for impairment has been made.

11.2 While the Company has not made any specific borrowings for construction of a quality asset, the Company has policy to capitalise certain borrowing costs on account of general borrowings at an average rate of borrowing for the company in terms of Ind AS 23' Borrowing Costs.

Particulars	As at March 31, 2024	As at March 31, 2023
12 Capital Work in Progress		
Advance Against Property	-	
Capital Advance	694.14	1.30
	694.14	1.30
13 Other non financial assets		
Balance with government authorities	0.05	-
Prepaid expenses	15.95	78.98
	16.00	78.98
14 Trade payables		
Total outstanding dues of creditors other than MSME's	32.25	2.72
	32.25	2.72
Agening		
Not Due	-	-
0 Months to 6 Months	32.25	2.72
6 Months to 1 Year	-	-
	32.25	2.72



Particulars	As at 31 Mar 2024	As at 31 March 2023
15 Borrowings		
Secured loans		
Overdraft facility against investments	430.16	-
Total (A)	430.16	-
Borrowings in India	430.16	-
Borrowings outside India	-	-
Total (B)	430.16	-
-Above borrowings are secured against Mutual Funds held as Investment by the Company		
16 Other Financial liabilities		
Security deposits	144.46	141.12
Payable to employees	129.39	111.76
Unpaid dividend	24.54	27.24
Expenses payables	5.31	15.19
Other payables	45.95	59.29
	349.65	354.60
17 Provisions		
Provisions for compensated absences(LWW)	-	0.95
	-	0.95
18 Deferred tax liabilities (net)		
Deferred Tax liabilities recognised on account of Investment's measured at fair value through P & L	14,894.30	14,826.67
	14,894.30	14,826.67
19 Other non-financial liabilities		
Statutory dues	39.61	26.70
Deferred income	21.78	21.77
	61.39	48.47
20 Equity Share capital		
Particulars	As at 31 Mar 2024	As at 31 March 2023
Authorised equity share capital		
30,000,000 (Previous year : 30,000,000) equity shares of ₹ 5 each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, subscribed and paid up equity share capital		
16,746,167 (Previous year : 16,746,167) equity shares of ₹ 5 each	837.31	837.31
	837.31	837.31

(i) Rights, preferences and restrictions attached to equity shares

The Company has only one class of shares referred to as equity shares having a par value of Rs 5 each . Each equity shareholder is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(ii) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	31.03.2024	31.03.2024	31.03.2023	31.03.2023
	No. of shares	Amount	No. of shares	Amount
At the commencement of the year	16,746,167	837.31	16,746,167	837.31
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
At the end of the year	16,746,167	837.31	16,746,167	837.31



iii) Shareholders holding more than 5% of shares of the Company as at balance sheet date:

Particulars	31.03.2024	31.03.2024	31.03.2023	31.03.2023
	No. of shares	Percentage	No. of shares	Percentage
Nahar Poly Films Ltd	6,611,632	39.48%	6,611,632	39.48%
Abhilash Oswal	1,338,173	7.99%	1,338,173	7.99%
Sankeshwar Holding Company Limited	3,006,850	17.96%	3,006,850	17.96%

iv) Share Holding of Promoter

Particulars	31.03.2024 No. of shares	31.03.2024 Percentage	31.03.2023 No. of shares	31.03.2023 Percentage	Change Percentage
Ruchika Oswal	11,555	0.08%	11,555	0.08%	0.00%
Abhilash Oswal	1,338,173	7.99%	1,338,173	7.99%	0.00%
Monica Oswal	11,520	0.07%	11,520	0.07%	0.00%
Jawahar Lal Oswal	40,012	0.24%	40,012	0.24%	0.00%
Dinesh Oswal	64,091	0.38%	64,091	0.38%	0.00%
Tanvi Oswal	1,000	0.01%	1,000	0.01%	0.00%
Sambhav Oswal	1,000	0.01%	1,000	0.01%	0.00%
Ritu Oswal	1,000	0.01%	1,000	0.01%	0.00%
Kamal Oswal	259	0.00%	259	0.00%	0.00%
Manisha Oswal	230	0.00%	230	0.00%	0.00%
Abhinav Oswal	268	0.00%	268	0.00%	0.00%
Rishabh Oswal	250	0.00%	250	0.00%	0.00%
Sanjana Oswal	250	0.00%	250	0.00%	0.00%
Promotor Group					
Nahar Poly Films Limited	6,611,632	39.48%	6,611,632	39.48%	0.00%
Nahar Financial and Investment Limited	285,000	1.70%	285,000	1.70%	0.00%
Sankeshwar Holding Company Limited	3,006,850	17.96%	3,006,850	17.96%	0.00%
Nahar Spinning Mills Limited	607,856	3.63%	607,856	3.63%	0.00%

21 Other Equity

Particulars	As at 31 Mar 2024	As at 31 Mar 2023
(a) SECURITIES PREMIUM ACCOUNT		
Opening Balance	12,591.71	12,591.71
Add: Additions during the year	-	-
Balance at the year end	12,591.71	12,591.71
(b) GENERAL RESERVE		
Opening Balance	59,321.15	53,321.15
Add: Additions during the year	2,500.00	6,000.00
Balance at the year end	61,821.15	59,321.15
(c) STATUTORY RESERVE FUND		
Opening Balance	6,943.23	6,400.46
Add: Additions during the year	775.00	542.77
Balance at the year end	7,718.23	6,943.23
(d) RETAINED EARNINGS		
Opening Balance	39,122.24	34,776.11
Profit for the year	1,176.57	10,671.79



Other Comprehensive Income for the year(net of tax)	(408.09)	146.86
Dividends	(251.195)	(251.19)
Adjustment Income Tax Earlier Years	-	321.44
Transfer to Statutory Reserve Fund	(775.00)	(542.77)
Transfer to General Reserve	(2,500.00)	(6,000.00)
Balance at the year end	36,364.52	39,122.24
(e) Other Comprehensive Income		
Opening Balance	34,026.32	48,001.90
Other Comprehensive Income for the year (net of tax)	497.27	(14,081.02)
Adjustment due to Sale/Purchase of associate shares	326.81	105.44
	34,850.40	34,026.32
Total Other Equity(a+b+c+d+e)	153,346.02	152,004.65

21.1 General reserve

The Company has transferred a portion of the net profit of the group before declaring dividend to general reserve pursuant to the earlier provision of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

21.2 Securities premium reserve

Securities premium reserve represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

21.3 Retained earnings

All the profits made by the Company are transferred to retained earnings from statement of profit and loss.

21.4 Reserve Fund u/s 45-IC of RBI Act 1934

The Company creates a reserve fund in accordance with the provisions of section 45-IC of the Reserve Bank of India Act, 1934 and transfers therein an amount of equal to/more than twenty per cent of its net profit of the year, before declaration of dividend. Accordingly, during the year, the Company has created Statutory Reserve Fund amounting to Rs. 775.00 Lakhs.

21.5 Other comprehensive income

- (i) The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the FVOCI reserve within equity. The Group transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.
- (ii) The Company has recognised remeasurements of defined benefits plans through other comprehensive income.

22 Interest Income

Particulars	For the Year Ended March 31, 2024		For the Year Ended March 31, 2023	
	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL	On Financial Assets measured at Amortised Cost	Interest income on financial assets classified at FVTPL
Interest Income				
Interest on loan assets	66.84	-	50.65	-
Interest on deposits with banks	2.47	-	11.54	-
Interest from alternate investments funds	-	448.49	-	301.33
Interest from bonds and debentures including Tax Free Bonds	81.20	385.81	80.66	319.41
AIF Income Tax Free - Realised				29.30
Other interest income	0.03	-	39.64	-
	150.54	834.30	182.49	650.04



Particulars	As at March 31, 2024	As at March 31, 2023
23 Dividend income		
Dividends From Associate Companies	-	-
Dividends From Other Investments	648.76	646.10
	648.76	646.10
24 Rental Income		
Rental Income	622.87	458.99
	622.87	458.99
25 Net gain on fair value changes		
Net gain on financial instruments at fair value through profit or loss		
(i) On trading portfolio Investments		
-Other Investments	25.11	55.78
-Others	-	535.47
(ii) On other financial instruments	106.15	61.27
Total Net gain on fair value changes	131.26	652.52
Total Net gain on fair value changes (i + ii)		
Fair Value Changes:		
-Realised	(17.82)	542.00
-Unrealised	149.08	110.52
Total Net gain on fair value changes	131.26	652.52
26 Other income		
26.1 Net gain on fair value changes	2,788.50	551.84
26.2 Net gain on derecognition of financial instruments under amortised cost category	-	220.81
26.3 Miscellaneous income	1.48	19.19
Total other income	2,789.98	791.84
27 Finance cost		
Interest on borrowings	14.16	8.29
Other interest expense	-	4.98
	14.16	13.27
28 Fees and commission expenses		
Fees and other charges	0.27	24.31
	0.27	24.31
29 Employee benefits expenses		
Salaries, wages and bonus	643.77	590.71
Contribution to provident fund and other funds	9.44	8.81
	653.21	599.52
30 Depreciation and amortisation		
Depreciaion on tangible assets and investment properties	103.66	103.31
	103.66	103.31



Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
31 Other expenses		
Power and fuel	-	0.06
Rental expense	3.86	3.79
R&M building	2.01	4.01
Rates and taxes	7.46	6.47
Insurance charges	4.27	3.93
Legal and professional charges	82.52	87.24
Travelling and conveyance	2.47	2.84
Vehicle running and maintenance	0.94	0.99
Payment to auditors	1.50	1.41
Communication expenses	0.97	0.61
Director sitting fees	4.01	3.78
Printing & Stationery	1.03	0.95
Security Transaction Tax	4.81	4.44
Bank charges	0.11	0.14
Erp-Exps VSAT/AMC-Hardware	7.89	13.84
CSR Expenses	65.14	23.52
Miscellaneous expenses	3.38	19.21
	192.37	177.23
32 Tax expense		
A (i) Current tax	660.00	379.20
(ii) Deferred Tax charge/(Credit)Minimum alternate tax credit entitlement	(340.66)	(1,726.70)
	319.34	(1,347.50)
Note: This amount represent Deferred Tax on IndAS adjustments of the Company only plus Deferred Tax of Associates.		
Reconciliation of tax expense between accounting profit at applicable tax rate and effective tax rate :		
Accounting profit before income tax	1,495.91	9,324.29
Statutory Income Tax Rate	29.12%	29.12%
Tax expense at statuory income tax rate (A)	435.61	2,715.23
B Tax effect of adjustments to reconcile expected income tax expense to repoarted income tax expense		
(i)Tax impact of income chargeable at different tax rate	(116.27)	(4,062.73)
(ii)Income exempted from tax	-	-
(iii)Tax impact of expenditure allowed on payment basis	-	-
(iv)Unrecognised tax assets	-	-
(v)Adjustments for current tax of prior periods	-	-
(vi)Minimum alternate tax (MAT) credit not created	-	-
(vii)Minimum alternate tax (MAT) impact on transition to Ind AS	-	-
(viii)Reversal of Deferred tax created on transition to Ind AS	-	-
(ix)Others	-	-
Total (B)	(116.27)	(4,062.73)
Income tax expense at effective tax rate reported in the Statement of Profit & Loss (A+B)	319.34	(1,347.50)



Particulars	As at March 31, 2024	As at March 31, 2023
33 Earning per share		
Net profit attributable to equity shareholders		
Net profit/(Loss) for the year	1,176.57	10,671.79
Par value per share	5.00	5.00
Weighted average number of Equity Shares issued	167.46	167.46
Earnings per share - Basic and diluted	7.03	63.73
34 Corporate social responsibility expenses		
(a) In accordance with the provisions of section 135 of the Companies Act 2013, the Board of Directors of the Company has constituted a Corporate Social Responsibility (CSR) Committee. Interm of the provisions of the said Act, the Company required to spend a sum of Rs. 65.14 Lakhs(Previous year 23.52 Lakhs) towards CSR activities.		
(b) Amount spent during the year :		
(i) Construction/ acquisition of any asset		
In Cash	-	-
Yet to be paid	-	-
(ii) On purpose other than (i) above		
In Cash	65.14	23.52
Yet to be paid	-	-
	65.14	23.52
(c) "To meet its CSR Obligation under Sec 135 of Companies Act, 2013 and as per the company's CSR policy approved and adopted by the Board of Directors, company joined hands with Group Companies under one umbrella, to undertake the CSR Projects through Oswal Foundation. Oswal Foundation is a Registered Society formed in the year 2006 having its charitable objects in various fields. It has already registered itself with the Ministry of Corporate Affairs with vide Registration no. CSR0000145 for undertaking CSR activities. During the year, the Foundation has undertaken "Health Care Project", at Mohan Dai Oswal Cancer Hospital and Research Foundation, Ludhiana. During the financial year 2023-24, the Board on the recommendation of CSR committee recommended Rs.65.14 lakhs (Previous year Rs.23.52 lakhs), for CSR obligation being two percent of the average net profits of the company for three immediately preceding financial years. The Company has already made the contribution for an amount of Rs. 1 Crore to the Oswal Foundation for undertaking the project under "Promoting Healthcare" in the financial year 2022-23 out of which an amount of Rs. 23.52 Lakhs was adjusted against Company's CSR Obligation for the financial year 2022-23. The Board of Directors vide their resolution dated 10th November, 2022 on the recommendation of CSR Committee, approved to set off the balance amount of Rs. 76.48 Lakhs of contribution already made by Company to the Oswal Foundation, against Company's CSR obligation for the financial year 2023-24 for undertaking the project under "Promoting Healthcare" as prescribed in the Schedule VII of the Companies Act, 2013 and falls under Company's Corporate Social Responsibility (CSR) Policy. Accordingly, out of Rs. 76.48 Lakhs, an amount of Rs. 65.14 Lakhs has been set off against Company's CSR obligation for the financial year 2023-24 and remaining amount of Rs. 11.34 Lakhs will be set off against Company's CSR obligation for the immediately succeeding financial years as per Rule 7 of Companies (Corporate Social Responsibility Policy) Rules, 2014.		
35 Employee benefit obligations		
The Company has adopted Indian Accounting Standard (Ind AS) - 19 on Employee Benefit as under :		
Particulars	As at March 31, 2024	As at March 31, 2023
(A) Defined Benefit Plans - Post-Employment Benefits		
Gratuity	76.50	71.99
(B) Other long term employee benefits		
Leave encashment	N.A.	N.A.
TOTAL	76.50	71.99


A. Gratuity

The Company has a defined benefit gratuity plan. Every employee is entitled to gratuity as per the provisions of the Payment of Gratuity Act, 1972. The scheme is funded by the Company and is managed by separate trust. The liability of Gratuity is recognized on the basis of actuarial valuation.

The summarized position of various defined benefits recognized in the Statement of Profit & Loss, Balance Sheet and the funded status is as under:

(i) Amount recognised in the statement of profit and loss is as under:

Description	March 31, 2024	March 31, 2023
Current service cost (net)	1.43	1.59
Net Interest cost /(Income)	(0.03)	0.14
Net impact on profit (before tax)	1.40	1.73
Actuarial loss/(gain) recognised during the year		
Amount recognised in total comprehensive income	1.40	1.73

(ii) Change in the present value of benefit obligation:

Description	March 31, 2024	March 31, 2023
Present value of defined benefit obligation as at the beginning of the year	71.99	69.67
Interest cost	4.96	4.30
Service cost	1.43	1.59
Benefits paid	(2.36)	(1.05)
Actuarial loss/(gain)	0.48	(2.52)
Present value of defined benefit obligation as at the end of the year	76.50	71.99

(iii) Movement in the plan assets recognised in the balance sheet is as under:

Description	March 31, 2024	March 31, 2023
Fair value of plan assets at the beginning of the period	72.28	65.37
Actual return on plan assets	0.21	0.76
Employer Contribution	0.36	3.54
Interest Income on plan assets	4.99	3.66
Benefits paid	(2.36)	(1.05)
Actuarial gain	-	-
Fair value of plan assets at the end of the period	75.48	72.28

(iv) Reconciliation of present value of defined benefit obligation and the fair value of assets:

Description	March 31, 2024	March 31, 2023
Present value of funded obligation as at the end of the year		
Fair value of plan assets as at the end of the period funded status		
Unfunded/funded net liability recognized in balance sheet	-	-


(v) Actuarial (gain)/loss recognised in other comprehensive income:

Description	March 31, 2024	March 31, 2023
Actuarial (gain)/loss from change in demographic assumption	-	-
Actuarial (gain)/loss from change in financial assumption	0.14	(2.52)
Actuarial (gain)/loss from experience adjustment	0.34	0.50
Total actuarial (gain)/loss	0.48	(2.02)

(vi) Actuarial assumptions used for determination of the liability of the Company:

Description	March 31, 2024	March 31, 2023
Discount rate	6.90%	7.00%
Rate of salary increase	0.00%	0.00%
Expected rate of return on plan assets	N.A.	N.A.
Retirement age	58 years	58 years
Average past service	14.45 years	14.18 years
Average age	52.12 years	49.12 years
Average remaining working life	N.A.	N.A.
Withdrawal/Attrition rate		
Up to 30 Years	10.00%	10.00%
From 31 to 44 years	N.A.	N.A.
Above 44 years	N.A.	N.A.

Notes to actuarial assumptions:

- 1) The discount rate is based on the prevailing market yield of Government of India bonds as at the balance sheet date for the estimated terms of obligations.
- 2) The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

(vii) Sensitivity analysis for gratuity liability

Description	March 31, 2024	March 31, 2023
a) Impact of change in discount rate		
Present value of obligation at the end of the year	6.90%	7.00%
- Impact due to increase of 0.50 %	-0.66%	-0.76%
- Impact due to decrease of 0.50 %	0.69%	0.79%
b) Impact of change in salary/cost increase		
Present value of obligation at the end of the year	7.00%	7.00%
- Impact due to increase of 0.50 %	-0.53%	0.58%
- Impact due to decrease of 0.50 %	0.53%	-0.57%
c) Impact of change in withdrawal rate		
Withdrawal rate as on 31 March, 2024	10.00%	10.00%
-Effect on DBO due to 5% increase in withdrawal rate	0.30%	0.25%
-Effect on DBO due to 5% decrease in withdrawal rate	-0.65%	-0.50%

Sensitivities due to mortality & withdrawals are not material & hence impact of change due to these not calculated.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.



The above sensitivity analysis is based on a change an assumption while holding all other assumptions constant. In practice this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to previous year.

(viii) Maturity profile of defined benefit obligation

Description	March 31, 2024	March 31, 2023
Within next 12 months	57.09	36.56
Between 1-5 years	12.46	27.72
Beyond 5 years	15.54	15.60
	85.09	79.88

Post Employment Benefit of KMP's

Name of KMP	Date of Joining	DBO as at 31.03.2024	DBO as at 31.03.2023
Mr. Dinesh Oswal	01.04.2009	20.00	20.00
Mr. Hans Raj Kapoor	08.11.1984 In Nahar Group)	20.00	20.00
Mrs. Anjali Modgil	23.07.2014	2.69	2.19

36. Related Party Disclosure

In accordance with the requirements of Indian Accounting Standard - 24 the names of the related parties where control/ability to exercise significant influence exists, along with the aggregate amount of transactions and year end balances with them as identified and certified by the management are given below :

36.1 List of related parties and disclosures

Description of relationship	Names of Related parties
Associate Companies	Nahar Poly Films Limited, Nahar Spinning Mills Limited
The Entities on which KMP has significant influence with whom transactions have been undertaken	Oswal Woollen Mills Limited, Oswal Foundation, Sankeshwar Holding Company Limited, Monte Carlo Fashions Ltd., OWM Polyyarn Limited, Nahar Financial And Investment Limited, Abhilash Growth Fund P. Ltd., Nahar Industrial Enterprises Limited

Key Managerial Personnel and their relatives:

Name of Key Managerial Personnel	Designation
Mr. Dinesh Oswal	Managing Director
Mr. Hans Raj Kapoor	Chief Financial Officer
Mrs. Anjali Modgil	Company Secretary
Relatives of Key Managerial Personnel	
Mrs. Ritu Oswal	Advisor
Name of Director/their Relatives	
Mr. Jawahar Lal Oswal	Chairman
Mr. Kamal Oswal	Director
Mr. Satish Kumar Sharma	Director
Mr. Dinesh Gogna	Director
Dr. Roshan Lal Behl	Independent Director
Dr. Vijay Asdhir	Independent Director
Dr. Manisha Gupta	Independent Director
Dr. Yash Paul Sachdeva	Independent Director
Dr. Rajan Dhir	Independent Director



36.2. Details of transactions with related parties carried out in the ordinary course of business:

Nature of Related Parties	Nature of transaction	Current Year	Previous Year
Mr. Dinesh Oswal	Remuneration	405.00	369.00
	Commission	86.19	77.00
Promoters/Directors	Sitting Fee	0.83	0.83
Relatives of KMP	Remuneration	24.00	24.00
Nahar Spinning Mills Limited	Rent paid	3.19	3.12
	Reimbursement of Expenses	0.20	0.27
	Loan Paid	650.00	0.00
	Loan Received Back	650.00	0.00
	Interest Received	3.34	0.00
	Purchase of Service	13.21	12.94
	Sale of Land	202.00	0.00
Nahar Poly Films Limited	Loan Received	0.00	500.00
	Loan Paid Back	0.00	500.00
	Interest Paid	0.00	4.99
Oswal Woollen Mills Limited	Rent Paid	0.80	0.80
	Loan Paid	0.00	700.00
	Loan Received Back	0.00	700.00
	Interest Received	0.00	32.56
	Preference Shares Purchased	0.00	1200.00
Abhilash Growth Fund Pvt. Ltd.	Loan Paid	500.00	0.00
	Interest Received	0.82	0.00
Nahar Industrial Enterprises Limited	Reimbursement of Expenses	0.50	0.00
Mr. Hans Raj Kapoor(Chief Financial Officer)	Remuneration	28.48	27.14
Mrs. Anjali Modgil(Company Secretary)	Remuneration	8.59	7.80

Note : As provisions for gratuity and leave benefits are made for the Company as a whole, the amounts pertaining to the Key Management personnel are not specifically identified and hence are not included above.

36.3. Outstanding balances with related parties in ordinary course of business :

Name of related party	Nature of Balance	As at 31 st March, 2024	As at 31 st March, 2023
Mr. Dinesh Oswal	MD Remuneration Payable	110.89	95.50
Mrs. Ritu Oswal	Remuneration Payable	1.28	1.38
Oswal Woollen Mills Limited	Other Payable	0.00	0.12
Nahar Spinning Mills Limited	Other Payable	0.00	6.75

37 Commitments

Particulars	For the year ended March 31,2024	For the year ended March 31,2023
(A) Contingent Liabilities not provided for in respect of:		
(i) Contracts remaining to be executed on capital account - Uncalled liability on shares, Investment Property and other Investments partly Paid	2,693.74	1,675.72
(ii) Other commitments - Demand of Income Tax Payable for A.Y. 2013 -2014 & 2015- 2016 Contested by Company	29.67	29.67
	2,723.41	1,705.39



38 Assets pledged as security

The carrying amounts of assets pledged as security are:

Particulars	March 31, 2024	March 31, 2023
Investments	2,099.11	3,751.63
Total assets pledged as security	2,099.11	3,751.63

39 Reconciliation of liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Borrowings (other than debt securities) March 31 2024	Borrowings (other than debt securities) March 31 2023
Opening	-	150.81
Cash flows:		
- Repayment of borrowings	-	150.81
- Proceeds of borrowings	430.16	-
- Foreign exchange	-	-
Non cash:		
- Fair value	-	-
Impairment on financial instrument	-	-
- Others	-	-
Closing	430.16	-

40. The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled. Derivatives have been classified to mature and/or be repaid within 12 months, regardless of the actual contractual maturities of the products. With regard to loans and advances to customers, the Group uses the same basis of expected repayment behaviour as used for estimating the EIR. Issued debt reflect the contractual coupon amortisations.

	March 31, 2024		March 31, 2023	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
ASSETS				
Financial assets				
Cash and cash equivalents	22.12	-	122.43	-
Bank balances other than above	36.93	25.00	27.24	37.39
Loans	1,098.92	-	3.05	-
Investments	5,446.78	156,700.48	5,852.82	155,878.50
Other financial assets	228.23	80.51	154.38	80.51
	6,832.98	156,805.99	6,159.92	155,996.40
Non Financial assets				
Inventories	109.55	-	316.13	-
Current tax assets (net)	-	168.15	-	115.65
Deferred tax assets (net)	-	-	-	-
Investment property	-	5,302.62	-	5,405.58
Capital Work in Progress	-	694.14	-	1.30
Property, plant and equipment	-	21.65	-	1.41
Other non financial assets	16.00	-	78.98	-
	125.55	6,186.56	395.11	5,523.94
TOTAL	6,958.53	162,992.55	6,555.03	161,520.34



LIABILITIES AND EQUITY

LIABILITIES

Financial Liabilities

Payables

(I) Trade Payables

(i) total outstanding dues of MSMEs

(ii) total outstanding dues of creditors other than MSMEs

Debt securities

Borrowings (other than debt securities)

Other financial liabilities

	March 31, 2024		March 31, 2023	
	Within 12 months	More than 12 months	Within 12 months	More than 12 months
	32.25	-	2.72	-
	-	-	-	-
	-	430.16	-	-
	45.95	303.70	59.28	295.32
	78.20	733.86	62.00	295.32
	-	-	0.95	-
	14,894.30	-	14,826.67	-
	19.43	41.96	26.70	21.78
	14,913.73	41.96	14,854.32	21.78
TOTAL	14,991.93	775.82	14,916.32	317.10
NET	(8,033.40)	162,216.73	(8,361.29)	161,203.24

Non Financial Liabilities

Provisions

Deferred tax liabilities (net)

Other non financial liabilities

41 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) As per Ind-AS-108 "Operating Segment", the details are as under:

Particulars	Investment/Financial Activity		Real Estate Activity		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Total Revenue	4554.84	2922.99	622.87	458.99	5177.71	3381.98
Results						
Segment Result (Before Tax & Interest)	4282.43	2678.67	506.11	348.71	4788.54	3027.38
Less :A. Interest Paid	14.17	13.27	0.00	0.00	14.17	13.27
B. Other Unallocable Expenses	560.34	549.78	0.00	0.00	560.34	549.78
	574.51	563.05	0.00	0.00	574.51	563.05
Profit Before Tax					4214.03	2464.33
Less : Income Tax					319.34	(1,347.51)
Profit After Tax					3894.69	3811.84
Profit From Associates					(2,718.12)	6859.95
					1176.57	10671.79
Capital Employed						
Assets	163537.07	162137.63	6245.87	5822.10	169782.94	167959.73
Unallocable Assets	168.15	115.65	0.00	0.00	168.15	115.65
Total Assets	163705.22	162253.28	6245.87	5822.10	169951.09	168075.38
Segment Liabilities	699.33	233.18	174.13	173.57	873.46	406.75
Unallocable Liabilities	0.00	0.00	14894.30	14826.68	14894.30	14826.68
Total Liabilities	699.33	233.18	15068.43	15000.25	15767.76	15233.43
Capital Expenditure	0.00	0.00	0.00	0.00	0.00	0.00
Depreciation					103.66	103.31



- 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.

42. Interests in Associate

Set out below is the details of Associates of the group as at 31 March 2024. The entity listed below have share capital consisting solely of equity shares, which are held directly by the group. The country of incorporation or registration is also their principal place of business, and the proportion of ownership interest is the same as the proportion of voting rights held.

Name of entity	Principal activities	% Equity Interest 31.03.2024	% Equity Interest 31.03.2023	For the Year ended March 31, 2024 Relationship	For the Year ended March 31, 2024 Accounting Method
Nahar Spinning Mills Limited	Manufacturing	46.0806%	45.4914%	Associate	Equity Method
Nahar Poly Films Limited	Manufacturing	49.1600%	49.1600%	Associate	Equity Method

	Nahar Spinning Mills Limited	
	March 31, 2024	March 31, 2023
Summarised Balance Sheet		
Current assets		
Cash and cash equivalents	90.17	5,213.68
Other assets	174,831.51	127,146.39
Total current assets	174,921.68	132,360.07
Total non-current assets	113,987.12	119,063.89
Current liabilities		
Financial liabilities	96,010.32	61,041.57
Other liabilities	20,424.57	9,169.59
Total current liabilities	116,434.89	70,211.16
Non-current liabilities		
Financial liabilities	21,806.40	21,848.25
Other liabilities	2,550.03	3,975.18
Total non-current liabilities	24,356.43	25,823.43
Net assets	148,117.49	155,389.37

	Nahar Spinning Mills Limited	
	March 31, 2024	March 31, 2023
Summarised statement of profit and loss		
Revenue	306,556.84	284,122.64
Profit/(loss) for the year	(6,846.34)	(4,494.12)
Total comprehensive profit/(loss)	(6,846.34)	(4,494.12)
Reconciliation to carrying amounts		
Opening net assets	155,389.37	160,056.41
Profit/Loss for the year	(6,846.34)	(4,494.12)
Less: Dividend distributed	-	(1,081.95)
Less: Adjustment of Income Tax earlier Years	-	-
Closing net assets	148,117.49	155,389.37
Group's share in %	46.0806%	45.4914%
Group's share in Indian Rupees	68,253.27	70,688.80

	Nahar Poly Films Limited	
	March 31, 2024	March 31, 2023
Summarised Balance Sheet		
Current assets		
Cash and cash equivalents	2.69	7.57
Other assets	11,255.02	14,250.61
Total current assets	11,257.71	14,258.18
Total non-current assets	53,228.55	53,712.45



Current liabilities		
Financial liabilities	3,847.07	5,303.97
Other liabilities	1,057.73	1,265.56
Total current liabilities	4,904.80	6,569.53
Non-current liabilities		
Financial liabilities	10,057.50	12,292.50
Other liabilities	1,006.38	1,112.38
Total non-current liabilities	11,063.88	13,404.88
Net assets	48,517.58	47,996.22

	Nahar Poly Films Limited	
	March 31, 2024	March 31, 2023
Summarised statement of profit and loss		
Revenue	61,161.98	72,904.36
Profit/(loss) for the year	890.18	(14,607.06)
Total comprehensive profit/(loss)	890.18	(14,607.06)
Reconciliation to carrying amounts		
Opening net assets	47,996.22	63,217.98
Profit/Loss for the year	890.18	(14,607.06)
Less: Dividend distributed	(368.82)	(368.82)
Less: Adjustment of Income Tax earlier Years	-	-
Closing net assets	48,517.58	47,996.22
Group's share in %	49.1600%	49.16%
Group's share in Indian Rupees	23,851.24	23,594.94

- 43** Company had invested Rs. 2.00 Crore in Rated, Listed and Secured, Cumulative, redeemable Debentures of ATS Infrabuild Pvt. Ltd. ("ATS") in 27-06-2018, having maturity in June 2022, later extended till June 2024. The borrower had paid the interest yearly on time, but from June 2023 onwards borrower has defaulted in interest payment. The debenture trustee is resorting to all legal action available to recover the amounts.

Keeping above facts in view, our company has not provided for interest accrued/receivable from June 2023 and also a provision of 10% of value has been made in books of accounts.

- 44** The previous year figures regrouped/reclassified as per latest statutory requirements and latest NBFC categorisation.

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

**For and on behalf of
Nahar Capital And Financial Services Limited**

Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 29th May 2024
UDIN : 24081585BKARNB6326

Anjali Modgil
Company Secretary
M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN: 00402712

Dinesh Oswal
Managing Director
DIN: 00607290


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.	Not Applicable as the Company is not having any Subsidiary Company
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
1	Latest Audited Balance Sheet Date	31.03.2024	31.03.2024
2	Shares of Associate/Joint Ventures held by the Company on the Year End		
	No. of Shares	16619120	12087671
	Amount of Investment in Associates/Joint Venture (Rs. In Lacs)	9948.59	2886.85
	Extend of Holding %	46.0806%	49.1600%
3	Description of how there is significant influence	More than 20% Shares held by the Company	
4	Reason why the associate/joint venture is not consolidated	N.A.	N.A.
5	Networth attributable to Total Shareholding as per latest audited Balance Sheet (Rs. In Lacs)	68253.27	23851.24
6	Profit/Loss for the year (After)		
	i. Considered in Consolidation (Rs. In Lacs)	(3,154.83)	437.61
	ii. Not Considered in Consolidation (Rs. In Lacs)	(3,691.51)	452.57

For Gupta Vigg & Company
Chartered Accountants
FRN 001393N

**For and on behalf of
Nahar Capital And Financial Services Limited**
Vinod Khanna
Partner
M.No. 81585
Place : Ludhiana
Date : 29th May 2024
UDIN : 24081585BKARNB6326

Anjali Modgil
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M.No. FCS9650

Hans Raj Kapoor
Chief Financial Officer

S.K. Sharma
Director
DIN: 00402712

Dinesh Oswal
Managing Director
DIN: 00607290



*Glimpse of CSR Project
undertaken by
Oswal Foundation*



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