

Nahar Capital and Financial Services Ltd.



The Nahar Group

9th ANNUAL REPORT 2014



Nahar Capital and Financial Services Ltd.



**Save Tree
Save Earth**

Green Initiative

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

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

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

BOARD OF DIRECTORS

Sh. Jawahar Lal Oswal

Sh. Dinesh Oswal

Sh. Kamal Oswal

Sh. Dinesh Gogna

Sh. Satish Kumar Sharma

Dr. (Mrs) H.K. Bal

Prof. Kanwar Sain Maini

Dr. Suresh Kumar Singla

Dr. Yash Paul Sachdeva

Dr. Amrik Singh Sohi

Chairman

Managing Director

Director

Director

Director

Independent Director

Independent Director

Independent Director

Independent Director

Independent Director

CHIEF FINANCIAL OFFICER

Sh. Hans Raj Kapoor

COMPANY SECRETARY

Mrs. Anjali Modgil

REGISTERED OFFICE

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

BANKERS

Punjab National Bank
HDFC Bank Limited

AUDITORS

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

9TH ANNUAL GENERAL MEETING

Day : Tuesday

Date : 30th September, 2014

Time : 3.30 P.M.

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

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**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE **9TH ANNUAL GENERAL MEETING** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** will be held on Tuesday, the 30th day of September, 2014 at 3.30 P.M. at the premises of M/s Nahar Industrial Enterprises Limited, Focal Point, Ludhiana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a director in place of Sh. Jawahar Lal Oswal (DIN 00463866), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Sh. Kamal Oswal (DIN 00493213), who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Gupta Vigg & Co., Chartered Accountants (Firm Registration No. 001393N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board in consultation with the Auditors.”

SPECIAL BUSINESS:

6. **To appoint Dr. (Mrs.) Harbhajan Kaur Bal (DIN: 00008576) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time

being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. (Mrs.) Harbhajan Kaur Bal (DIN 00008576) Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the conclusion of 12th Annual General Meeting in the calendar year 2017.”

7. **To appoint Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Suresh Kumar Singla (DIN 00403423), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the conclusion of 12th Annual General Meeting in the calendar year 2017.

8. **To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing

Agreement, Dr. Yash Paul Sachdeva (DIN 02012337), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the conclusion of 12th Annual General Meeting in the calendar year 2017."

9. To appoint Dr. Amrik Singh Sohi (DIN 03575022) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Dr. Amrik Singh Sohi (DIN 03575022), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the conclusion of 12th Annual General Meeting in the calendar year 2017."

10. To appoint Prof. Kanwar Sain Maini (DIN 00454686) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of

Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Prof. Kanwar Sain Maini (DIN 00454686), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years for a term up to the conclusion of 12th Annual General Meeting in the calendar year 2017."

11. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

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

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

BY ORDER OF THE BOARD

PLACE : LUDHIANA

NIDHI KHANDE

DATED: 11th August, 2014 (Company Secretary)

**NOTES**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto and form a part of this Notice.
4. The Register of Members and Share Transfer Register of the Company shall remain closed from 15th September, 2014 to 20th September, 2014 (both days inclusive).
5. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members, whose names appear in Register of members as on 15th September, 2014 or Register of beneficial owners, maintained by the Depositories at the close of 13th September, 2014.
6. Pursuant to Section 205C of the Companies Act, 1956, Unpaid dividend for the year 2006-07 is to be transferred to Investor Education and Protection Fund pursuant to Section 205C of the Companies Act, 1956 in November, 2014. Shareholders who have not encashed their dividend warrants relating to the said period are requested to claim the amount from the Company at the earliest.
7. The bank Account particulars of the members will be printed on the dividend warrants. Members holding shares in physical form are requested to immediately notify change in their address/Bank details to the Company's Share Transfer Agent, M/s Alankit Assignments Limited or to the Company's Registered Office at 375, Industrial Area-A, Ludhiana – 141 003.
Members holding shares in electronic form are requested to notify change in their address/Bank details to their Depository Participants before 13th September, 2014.
8. Since the Company's shares are in compulsory demat trading, to ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
9. The documents are open for inspection at the Registered Office of the Company on any working day (except Saturday and Holiday) between 10:00 A.M. To 12:00 Noon upto the date of Annual General Meeting.
10. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
11. Electronic copy of the Annual Report for the year 2013-2014 is being sent to all the members whose email Id's are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
12. Members seeking any information with regard to Annual Accounts at the time of meeting are requested to send their queries to the Company at least 7 days before the date of meeting so as to enable the management to keep the relevant information ready.
13. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13)
14. The information required to be provided under Clause 49 of the Listing Agreement entered into with the Stock Exchanges, regarding the Directors who are proposed to be appointed/re-appointed is given hereunder and form part of the Notice.
15. The Register under Section 189 (4) of the Companies Act, 2013 shall be produced at the commencement of the meeting and shall remain open and accessible during the continuance of the meeting.
16. In compliance with provisions of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering E-voting facility to all the shareholders of the Company. For this purpose, the Company has entered into an agreement with M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.
17. **Voting through electronic mode:-**
 1. Members may choose to cast their vote electronically by logging on to the e-voting website (www.evotingindia.com)
 2. Click on "Shareholders" tab.
 3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,



- b. For NSDL: 8 character DP ID followed by 8 digits Client ID,
- c. Members holding shares in physical form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
6. If you are a first time user, follow the steps given below:-

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

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be used

by the demat holders for voting for 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.

9. For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice of ensuing Annual General Meeting of the Company.
10. Click on the EVSN for <NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED> to vote.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. If Demat account holders has forgotten the same password then Enter the User Id and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17. Note for Institutional Shareholders**
 - a) Institutional shareholders (i.e. Other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c) After receiving the login details, they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - d) A scanned copy of the Board Resolution / Power of Attorney issued in favour of the Custodian should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - e) The list of accounts should be e-mailed to helpdesk.evoting@cdslindia.com and on



approval of the accounts they would be able to cast their vote.

18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

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

casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

28. The results shall be declared on or after the AGM of the Company. Results alongwith Scrutinizer's Report shall be placed on the website of the Company i.e. www.ownahar.com and on the website of CDSL within two days of passing of the resolutions at the 9th Annual General Meeting.

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

Pursuant to section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned under Item Nos. 6 to 11 of the accompanying Notice:

ITEM NO. 6

Dr. (Mrs.) Harbhajan Kaur Bal is a Non-executive Independent Director of the Company. She joined the Board of Directors on 12th January, 2007. She is Post Graduate and Ph.D. in Statistics. She is an eminent educationist and retired as head of Business Management Department from Punjab Agriculture University, Ludhiana. She has more than 32 years of experience in Teaching Management & Administration.

Dr. (Mrs.) Harbhajan Kaur Bal is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. (Mrs.) Harbhajan Kaur Bal, being eligible and offered herself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 12th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing her candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended her appointment as Independent Director for a term of three years upto the conclusion of 12th Annual General Meeting in the calendar year 2017.

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

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

In the opinion of the Board, Dr. (Mrs.) Harbhajan Kaur Bal fulfills the conditions for her appointment as

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

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

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

ITEM NO. 7

Dr. Suresh Kumar Singla is a Non-executive Independent Director of the Company. He joined the Board of Directors on 30th April, 2008. He is M.A. (Economics & Statistics) and Ph. D. in Statistics. He is an eminent educationist and has retired from the post of Professor in the Business Management Department, Punjab Agriculture University, Ludhiana. Presently, he is a Director of GNA-Institute of Management and Technology, Phagwara. He is a Management expert having wide knowledge and experience of more than 33 years.

Dr. Suresh Kumar Singla is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. Suresh Kumar Singla, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 12th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

The Nomination and Remuneration Committee has recommended his appointment as Independent Director for a term of three years upto the conclusion of 12th Annual General Meeting in the calendar year 2017.

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

The Company has received from Dr. Suresh Kumar Singla (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that

he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

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

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

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

ITEM NO. 8

Dr. Yash Paul Sachdeva is a Non-executive Independent Director of the Company. He joined the Board of Directors on 30th May, 2011. He is MBA and Ph. D. (Business Administration). He is an eminent educationist and having more than 32 years of experience in the field of Business Management. Presently, he is working as a Professor in the Business Administration Department of Punjab Agriculture University, Ludhiana.

Dr. Yash Paul Sachdeva is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. Yash Paul Sachdeva, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 12th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

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

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

The Company has received from Dr. Yash Paul Sachdeva (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment &



Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

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

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

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

ITEM NO. 9

Dr. Amrik Singh Sohi is a Non-executive Independent Director of the Company. He joined the Board of Directors on 29th October, 2012. He is M.Sc. and Ph.D. He is an eminent educationist and having more than 36 years of experience in Teaching and Entomology Research. He retired from Punjab Agriculture University, Ludhiana as Sr. Entomologist (Professor). He was a member of the state level team for evaluation of Bt. Cotton trials in Punjab for the year 2001-02. He has rich experience of reaserch of industrial projects in Bt. Cotton Hybrids in Punjab. Now, he is working as a Consultant in PGR Cell, Sri Rattan Tata Trust, Mumbai.

Dr. Amrik Singh Sohi is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Dr. Amrik Singh Sohi, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 12th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his candidature for the office of Independent Director.

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

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

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

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

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

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

ITEM NO. 10

Prof. Kanwar Sain Maini is a Non-executive Independent Director of the Company. He joined the Board of Directors on 12th January, 2007. He is Post Graduate in Commerce. He is an eminent educationist and having more than 33 years of experience in teaching Management and Administration. He retired as Head of Commerce Department (Post Graduate), Govt. College, Ludhiana. He is Co-Author of many books of Book Keeping & Accountancy and Business Statistics. He is also associated with Institute of Chartered Accountants of India and Institute of Company Secretaries of India.

Prof. Kanwar Sain Maini is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 which came into effect from April 1, 2014, Prof. Kanwar Sain Maini, being eligible and offered himself for appointment, is proposed to be appointed as an Independent Director for three years commencing from this Annual General Meeting upto the conclusion of 37th Annual General Meeting in the calendar year 2017. A notice has been received from a member proposing his



candidature for the office of Independent Director.

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

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

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

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

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

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

ITEM NO. 11

At present, the set of Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. With the applicability of most of the sections of the Companies Act, 2013 pursuant to the notifications of Ministry of Corporate Affairs dated September 12, 2013 and March 26, 2014, several regulations of the existing Articles of Association of the Company requires alteration/deletion of several Articles. Hence, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles

The new Articles of Association to be substituted in place of the existing Articles of Association are based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares. The draft

Article of Association shall be placed before the meeting.

The Board accordingly recommends the special resolution mentioned at item no. 11 of this notice for your approval.

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

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

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

1. Name	: Sh. Jawahar Lal Oswal
Age	: 71 Years
Qualification	: Graduate
Expertise	: Having more than 50 years experience in Textile and Woolen Industry.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Oswal Woollen Mills Ltd.	-	-
2. Nahar Poly Films Ltd.	-	-
3. Nahar Spinning Mills Ltd.	-	-
4. Nahar Industrial Enterprises Ltd.	-	-
5. J.L. Growth Fund Ltd.	-	-
6. Palam Motels Ltd.	-	-
7. Sankheshwar Holdings Co. Ltd.	-	-
8. Monte Carlo Fashions Ltd.	-	-
9. Nagdevi Trading & Investment Co. Ltd.	-	-
10. Abhilash Growth Fund (P) Ltd.	-	-
11. Nahar Growth Fund (P) Ltd.	-	-
12. Neha Credit and Inv. (P) Ltd.	-	-
13. Monica Growth Fund (P) Ltd.	-	-
14. Ruchika Growth Fund (P) Ltd.	-	-
15. Crown Star Ltd. (UK)	-	-

2. Name	: Sh. Kamal Oswal
Age	: 52 Years
Qualification	: B.Com.
Expertise	: Having good experience of Managing Business.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Oswal Woollen Mills Ltd.	-	-
2. Nahar Poly Films Ltd.	-	-
3. Nahar Spinning Mills Ltd.	-	-
4. Nahar Industrial Enterprises Ltd.	Stakeholders Relationship	Member
5. Cotton County Retail Ltd.	-	-
6. Sankheshwar Holdings Co. Ltd.	-	-
7. Vardhman Investments Ltd.	-	-
8. Oswal Leasing Ltd.	-	-
9. Atam Vallabh Financiers Ltd.	-	-
10. Nahar Industrial Infrastructure Corp. Ltd.	-	-



11. Abhilash Growth Fund Pvt. Ltd. - -
12. Nahar Growth Fund Pvt. Ltd. - -
13. Neha Credit and Investment Pvt. Ltd. - -
14. Crown Star Ltd. (UK) - -

3. Name : Dr. (Mrs.) H K BAL
Age : 75 Years
Qualification : MA, Ph.D (Stats.)
Expertise : Having more than 32 years of Experience in Teaching Management & Administration.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Nahar Poly Films Limited	Stakeholders Relationship Nomination & Remuneration	Chairperson Member
2. Nahar Spinning Mills Limited	Stakeholders Relationship Nomination & Remuneration	Chairperson Member
3. Nahar Industrial Enterprises Limited	Audit Nomination & Remuneration	Member Member
4. Oswal Woollen Mills Limited	Remuneration	Member
5. Sportking India Limited	Audit Remuneration	Member Member

4. Name : Dr. Suresh Kumar Singla
Age : 65 Years
Qualification : M.A. (Stats. & Eco.) & Ph.D(Stats.)
Expertise : Having more than 33 years experience in Teaching Business Management and Administration.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Nahar Poly Films Ltd.	Audit Nomination & Remuneration	Chairman Chairman
2. Oswal Woollen Mills Ltd.	Audit Remuneration Shareholders	Chairman Chairman Member
3. Nahar Spinning Mills Ltd.	Audit Nomination & Remuneration	Member Chairman
4. Monte Carlo Fashions Ltd.	Audit Nomination & Remuneration	Chairman Member

5. Name : Dr. Y.P. Sachdeva
Age : 52 Years
Qualification : MBA, Ph.D
Expertise : Having more than 32 years experience in teaching Business Management and Administration.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Nahar Spinning Mills Ltd.	-	-
2. Nahar Poly Films Ltd.	-	-
3. Nahar Industrial Enterprises Ltd.	Stakeholders Relationship Nomination & Remuneration	Member Member
4. Cotton County Retail Ltd.	Audit	Member
5. Oswal Spg. & Weaving Mills Ltd.	Remuneration	Member
6. Monte Carlo Fashions Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member Chairman

6. Name : Dr. Amrik Singh Sohi
Age : 67 Years
Qualification : M.Sc. Ph.D
Expertise : Having more than 36 years experience in Teaching and Entomology Research.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Nahar Poly Films Ltd.	Stakeholders Relationship	Member
2. Nahar Spinning Mills Ltd.	Stakeholders Relationship Nomination & Remuneration	Member Member
3. Nahar Industrial Enterprises Limited	-	-

7. Name : Prof. K S Maini
Age : 74 Years
Qualification : M.Com
Expertise : Having more than 33 years of experience in teaching Management and Administration.

His directorship/membership in the committees of the Board in other companies is as under:

Name of the Company	Committee	Status
1. Nahar Industrial Enterprises Ltd.	Stakeholders Relationship Nomination & Remuneration	Member Chairman
2. Oswal Woollen Mills Ltd.	Audit Shareholders	Chairman Chairman
3. Nahar Spinning Mills Limited	Audit	Chairman
4. Nahar Poly Films Limited	Audit	Member

BY ORDER OF THE BOARD

PLACE : LUDHIANA
DATED: 11th August, 2014

NIDHI KHANDE
(Company Secretary)

**DIRECTORS' REPORT**

Dear Members,

Your Directors have immense pleasure in presenting the **NINTH ANNUAL REPORT** on the affairs of the Company for the year ended 31st March, 2014.

FINANCIAL PERFORMANCE

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

(Rs. in Lacs)		
Particulars	Current Year	Previous Year
Profit before Tax	2693.12	2108.91
Less: Provision for Taxation	495.00	380.00
Profit after Tax	2198.12	1728.91
Add: Surplus of last year brought forward	93.55	254.52
	2291.67	1983.43
APPROPRIATION		
Proposed Dividend	251.19	251.19
Tax on Distributed Profits	42.69	42.69
Statutory Reserve Fund	440.00	346.00
Income Tax adjustments	0.00	0.00
For prior periods		
Transfer to General Reserve	1500.00	1250.00
Surplus carried to Balance Sheet	57.79	93.55
	2291.67	1983.43

PERFORMANCE REVIEW

We would like to inform you as per the disclosure requirements of Accounting Standard AS-17 issued by the Institute of Chartered Accountants of India, Company's activities can be classified under two Segments namely Investment/Financial Activity and Real Estate Activity. 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 activities comprising of (1) Long Term Investment activities i.e. Long Term Securities, Strategic Investments etc. and (2) Short Term Investment activities i.e. Trading Investment. Besides, the company's business activities also include lending activities. During the year under review, the segment achieved net revenue of Rs. 1934.27 Lacs showing an impressive increase of 19.70% over the previous year. Likewise, the Profit before interest and tax of Rs. 1830.26 Lacs has also shown an increase of 20.73% over the previous year.

REAL ESTATE SEGMENT

We are glad to inform you that the Real Estate Segment

performed exceedingly well during the year under review. The segment achieved net revenue of Rs.1018.59 Lacs showing an increase of 50% over previous period. Likewise, it earned a profit before interest and tax of Rs. 989.01 Lacs showing an impressive increase of 49.18% over previous period.

OVERALL PERFORMANCE

From the above, it is apparent that Company's overall performance has been excellent on all parameters during the year ended 31st March, 2014. The Company earned operating/other income of Rs. 2952.86 Lacs as against Rs. 2295.02 Lacs in the previous year.

On profitability front too, the Company substantially improved its performance and earned a profit before tax Rs. 2693.12 Lacs has shown an impressive increase of 27.70% over the previous year. After providing provision for taxation of Rs. 495.00 Lacs, it earned a net profit of Rs.2198.12 Lacs.

After appropriation of Profits as detailed herein above, an amount of Rs. 1500 Lacs has been transferred to General Reserve thereby increasing the Reserve to Rs. 473.61 Crores as on March 31, 2014.

DIVIDEND

Your Directors are pleased to recommend a dividend @ 30% i.e. of Rs. 1.50/- per Equity Share of Rs. 5/- each for the year 2013-14.

The dividend, if approved at the forthcoming Annual General Meeting, will be paid out of profits of the Company for the year under reference to all those shareholders whose name shall appear in the Register of Members 15th September, 2014 or Register of Beneficial Owners, maintained by the Depositories as at the close of 13th September, 2014.

DIRECTORS

Pursuant to Article 112 of the Articles of Association of the Company, Sh. Jawahar Lal Oswal and Sh. Kamal Oswal, will be retiring by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Pursuant to section 149, 152 read with Schedule IV of the Companies Act, 2013 and Clause 49 of the listing Agreement Dr.(Mrs.) H.K. Bal, Prof. K.S. Maini, Dr. Suresh Kumar Singla, Dr. Amrik Singh Sohi, Dr. Yash Paul Sachdeva, Directors of the Company, who were appointed as directors liable to retire by rotation are proposed to be appointed as Independent Directors for fixed term of three years upto the conclusion of 12th Annual General Meeting in the calendar year 2017. The resolutions for their appointment have been proposed in the accompanying Notice.



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

CREDIT RATING

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

GREEN INITIATIVE

The Ministry of Corporate Affairs (MCA) vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Further, as per the provisions of Companies Act, 2013, the Company may send financial statements and other documents by electronic mode to its members. Your Company has decided to join the MCA in its environmental friendly initiative.

Accordingly, henceforth Company 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 gredressalnfcsl@owmnahar.com. We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.

LISTING OF SECURITIES

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

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

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

DEMATERIALISATION OF SHARES

Your Company has already established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) to facilitate the holding and trading of securities in electronic form. As on 31st March, 2014, 96.89% of the total Equity Share Capital of the Company has been dematerialized. The shareholders, who have not gone for dematerialization of the shares till date, are requested to opt for dematerialization of the shares at the earliest.

Further as per SEBI circular no. D & CC/FITTC/CIR-15/2002 dated 27th December, 2002; Company has appointed M/s Alankit Assignments Ltd., as Registrar for Share Transfer and Electronic connectivity. Accordingly all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer, demat/remat, change of address etc. to our registrar at below mentioned address:

M/s. Alankit Assignments Ltd.

(Unit Nahar Capital and Financial Services Ltd)

Alankit House,

2E/21, Jhandelwalan Extension

NEW DELHI-110055

Telephone No : (011)23541234

Fax No. : (011)41540064

E-mail Address : rta@alankit.com

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

AUDIT COMMITTEE

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

1. Formulate and recommend the Board a CSR Policy



which shall indicate the activities to be undertaken by the Company as laid down in Schedule VII of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

2. Recommend the amount of expenditure to be incurred on the CSR activities.
3. Monitor the Company's CSR Policy and implementation of CSR projects from time to time.

RISK MANAGEMENT COMMITTEE

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

To monitor and manage the risk associated with the investment business and to review the risk management policy of the company, the Company has already constituted Risk Management Committee pursuant to the RBI Circular No. DNBS (PD) CC No. 156 / 03.10.001 / 2009-10 dated July 1, 2009. The Committee comprising of three non-executive directors under the Chairmanship of Prof. K.S Maini, Sh. Dinesh Gogna and Dr. S.K.Singla, as members. The Risk Management Committee met four times during the financial year under review.

ASSET LIABILITY MANAGEMENT COMMITTEE

The Company has already constituted the Asset Liability Management Committee pursuant to the RBI Circular No. DNBS (PD) CC No. 15/02.01/2000-2001 dated June 27, 2001 to monitor the Asset Liability Mismatch in the books of accounts of the company. The Committee comprises of Sh. Dinesh Oswal as Chairman, Sh. S.K Sharma and Prof. K.S Maini as the members of the committee. The Asset Liability Committee met two times during the financial year under review.

REPORT ON THE CORPORATE GOVERNANCE

Your Company continues to follow the principles of good Corporate Governance. The Company has constituted several committees of directors to assist the Board in good Corporate Governance. The Corporate Governance Report along with Auditors Certificate regarding compliance of the conditions of the Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Stock Exchange is attached herewith as Annexure II.

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, 1956.

The Directors confirm:

- i) that in preparation of the Annual Accounts, the applicable Accounting Standards had been followed alongwith proper explanations relating to material departures;
- ii) that they had selected such accounting policies 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 maintenance of adequate accounting records in accordance with provisions of this Act for safeguarding the assets of the Company and for preventing and detecting any fraud and other irregularities;
- iv) that they had prepared the Annual Accounts on a going concern basis.

AUDITORS AND AUDITORS' INDEPENDENT REPORT

The Statutory Auditors, M/s. Gupta Vigg & Co., Chartered Accountants (Registration No. 001393N), has been working as the Statutory Auditors of the Company since 2006. As per the provisions of Section 139 of the Companies Act, 2013, no listed company shall appoint or re-appoint an audit firm as Auditor for more than two terms of five consecutive years. The proviso to Section 139(2) of the Companies Act, 2013 provides that every company existing on or before the commencement of this Act, which is required to comply with the provisions of above said section shall comply with the requirements of abovesaid section within three years from the date of commencement of the Companies Act, 2013.

M/s. Gupta Vigg & Co., being eligible offered themselves for re-appointment. The Board of Directors based on the recommendation of the Audit Committee has proposed the appointment of M/s. Gupta Vigg & Co., as the Statutory Auditors of the Company for a period of one year to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting.

The Company has obtained from Auditors a written consent and a certificate as required under Section 139 of the Companies Act, 2013 to the effect that their reappointment, if made, would be within the limits and in accordance with the conditions specified under section



141(3)(g) of the Companies Act, 2013.

The observations and comments given by Auditors in their Report read together with the Notes to the Accounts are self explanatory hence do not call for any further comments.

PUBLIC DEPOSITS

The Company is registered as Non-Deposit Taking Non-Banking Financial Company with RBI. The Company has not accepted any Public Deposit. There is no outstanding/unclaimed deposit from the public.

INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 205-C of the Companies Act, 1956, the company shall transfer the unpaid dividend for the year 2006-07 to Investor Education and Protection Fund in November, 2014.

PARTICULARS OF EMPLOYEES

The information as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 is enclosed as per Annexure-I.

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

Particulars with respect to the Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo as required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in Report of the Board of Directors) Rules

1988, are not applicable, as the company is a Non-Banking Financial Company.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

INDUSTRIAL RELATIONS

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

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their gratitude and appreciation to all workers, staff members and executives for their contribution to the operations of the Company. The Directors also place on record their sincere thanks to the shareholders for their continued support, co-operation and confidence in the management of the Company.

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA
DATED: 11TH AUGUST, 2014

JAWAHAR LAL OSWAL
(CHAIRMAN)

ANNEXURE I

PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (PARTICULARS OF EMPLOYEES) RULES, 1975 AND FORMING PART OF DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2014.

S. N.	NAME OF EMPLOYEE	DESIGNATION	REMUNERATION (IN RS. LAC)	NATURE OF EMPLOYMENT	NATURE OF DUTIES	QUALIFICATION	AGE (YEARS)	EXPERIENCE (YEARS)	DATE OF EMPLOYMENT	PARTICULARS OF LAST EMPLOYMENT	% OF EQUITY CAPITAL HELD
1.	Sh. Dinesh Oswal	Managing Director	120.00	Contractual	Overall Company's Administration	B.Com.	49	29	29.12.2007	Oswal Woollen Mills Limited	NIL

NOTES:

1. Sh. Dinesh Oswal is related to Sh. Jawahar Lal Oswal, Chairman and Sh. Kamal Oswal, Director of the Company.
2. Remuneration includes salary and monetary value of perquisites as per Income Tax Rules.

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA
DATED: 11TH AUGUST, 2014

JAWAHAR LAL OSWAL
(CHAIRMAN)



ANNEXURE II

CORPORATE GOVERNANCE REPORT

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

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

I. BOARD OF DIRECTORS

1. The Board of the company is well structured with adequate blend of professional Executives and Independent Directors.
2. The present strength of Board is Ten Directors. The Board comprise of Executive and Non-Executive Directors. Sh. J.L. Oswal is a Non-Executive Chairman and Sh. Dinesh Oswal is Managing Director of the Company. Thus the post of Chairman and Managing Director are held by different persons.

3. The present Board consists of one half of the independent directors as required under Corporate Governance Rules. Out of ten Board members, five members namely Dr. (Mrs.) H.K. Bal, Prof. K.S. Maini, Dr. Suresh Kumar Singla, Dr. Amrik Singh Sohi and Dr. Yash Paul Sachdeva are independent directors. Thus the company has complied the Corporate Governance Rules regarding structure of the Board.
4. During the year the Board met four times i.e. on 30th May, 2013, 30th July, 2013, 30th October, 2013, and 05th February, 2014 with a clearly defined agenda circulated well in advance of each meeting. The maximum interval between the two Board Meetings is not more than four months.
5. None of the director is a member of more than 10 Board level committees or is Chairman of more than 5 such Board level committees as required under Clause 49 of the listing agreement. None of the Director is a Director in more than 15 Companies as prescribed under the Act.
6. Participation of Non-Executive Directors has been active in the Board Meetings. The Attendance record of directors in the Board meeting and Annual General Meeting during the year 2013-14 is given here under:

Name of Directors	Category of Directors	No. of other Directorship (Excluding Private Companies)	No. of Committee Membership		No. of Board Meetings attended	AGM Attendance (held on 30.09.2013)	No. of Shares held
			Membership	Chairman			
Mr. Jawahar Lal Oswal	Non Executive Promoter	9	--	--	4	NO	NIL
Mr. Dinesh Oswal	Executive Promoter	10	--	--	4	YES	NIL
Mr. Kamal Oswal	Non Executive, Promoter	10	1	--	4	YES	NIL
Mr. Dinesh Gogna	Non Executive	8	5	2	4	YES	NIL
Dr.(Mrs.) H.K. Bal	Non Executive, Independent	5	2	2	4	YES	NIL
Dr. Yash Paul Sachdeva	Non Executive, Independent	6	4	--	4	YES	NIL
Mr. S.K. Sharma	Non Executive	2	3	--	4	YES	NIL
Prof. K.S. Maini	Non Executive, Independent	4	3	4	4	YES	NIL
Dr. S.K. Singla	Non Executive, Independent	4	4	3	4	YES	NIL
Dr. Amrik Singh Sohi	Non Executive, Independent	3	2	1	3	YES	NIL

7. Non-Executive Directors are paid a sitting fee of Rs. 5000/- per meeting of the Board.
8. Sh. Jawahar Lal Oswal is the father of Sh. Kamal Oswal and Sh. Dinesh Oswal. Sh. Kamal Oswal and Sh. Dinesh Oswal are brothers. No other Director is related to any other director of the company within the meaning of Section 2(77) of

the Companies Act, 2013.

9. 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. 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

10. The Company ensures compliance of various statutory requirements by all its business units.
11. All the Statutory Registers that are required to be maintained particularly, Register of Director's Shareholding, Register of Investments etc. are properly maintained and continuously updated.

II. AUDIT COMMITTEE

The Board has constituted an independent and qualified Audit Committee. The Committee consists of three Non Executive Directors under the chairmanship of Prof. K.S. Maini. Sh. S.K. Sharma and Dr. S. K. Singla are the two other members of the Audit Committee. Prof. K.S. Maini is M.Com and also having requisite expertise in Financial and Accounting matters. Dr. S.K. Singla is M.A in Economics & Statistics & Ph.D. in Statistics and is having requisite experience in teaching Business Management & Administration. Likewise, Sh. S.K. Sharma is a MBA and is also having requisite experience in Financial and Accounting matters. Ms. Nidhi Khande who is the Secretary of the Committee has resigned and her resignation has been accepted by Board w.e.f. 14th August, 2014. To fill the vacancy, the Board in its meeting held on 11th August, 2014 has appointed Mrs. Anjali Modgil as Company Secretary cum Compliance Officer of the Company w.e.f. 14th August 2014. The Chief Finance Officer is a permanent invitee of the Committee. The Statutory Auditors are also invited to attend the meetings as per relevant provisions of the applicable laws/rules, as and when felt necessary.

The term of reference of the Audit Committee is as per Clause-49 of the Listing Agreement with the Stock Exchanges, SEBI Guidelines and Section 177 of Companies Act, 2013. Since 1st April, 2013 the committee met four times i.e. on 30th May, 2013, 30th July, 2013, 30th October 2013 and 5th February, 2014 and at these meetings, the quarterly un-audited financial results as well as the financial statement for the year ended 31st March, 2014 were reviewed and examined by the members of the Audit

Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

The attendance record of the Audit Committee Meeting is as under:

Name of Member	No. of Meetings Held upto 31.03.2014	No. of Meetings Attended
Prof. K.S. Maini	4	4
Sh. S.K Sharma	4	4
Dr. S.K Singla	4	4

Prof. K.S. Maini, Chairman of the Audit Committee attended the last Annual General Meeting of the Company held on 30th September, 2013 and replied the queries raised at the Annual General Meeting.

III. NOMINATION & REMUNERATION COMMITTEE.

The Company has already constituted the Nomination Committee as well as Remuneration Committee vide Board Resolutions dated 31st January, 2008 and 2nd February, 2007 respectively. However, pursuant to the provisions of Section 178 of the Companies Act, 2013, the Company is required to constitute a Nomination and Remuneration Committee consisting of non-executive directors out of which not less than one-half shall be the independent directors. Thus, the Board of Directors in their meeting held on 29th May, 2014 has reconstituted the Nomination & Remuneration Committee consisting of non executive and independent directors, Dr. S.K. Singla as the Chairman and Prof. K.S. Maini and Dr. (Mrs.) H.K. Bal as members of the Committee.

The broad terms of reference of the Nomination and Remuneration Committee are as per the provisions of Section 178 of the Companies Act, 2013, i.e. identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and carry out evaluation of every director's performance and to ensure that Company's remuneration policies in respect of Managing Director, Senior Executives are competitive so as to recruit and retain best talent and to ensure appropriate disclosure of remuneration paid to the said persons.

The Remuneration Committee met once on 30th May, 2013 during the year. The attendance record of the meeting held is as follow:-



Name of member	No. of Meetings Held upto 31.03.2014	No. of Meetings Attended
Prof. K.S. Maini	1	1
Sh. S.K. Sharma	1	1
Dr. (Mrs. H.K. Bal) 1	1	

The Nomination Committee met once i.e. on 30.07.2013 for the year under review. The attendance record of the meeting held is as follows:

Name of member	No. of Meetings Held upto 31.03.2014	No. of Meetings Attended
Dr. S.K. Singla	1	1
Sh. Dinesh Oswal	1	1
Dr. (Mrs.) H.K. Bal 1	1	

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

Name of Directors	Salary (Rs.)	Sitting Fee (Rs.)
Sh. Jawahar Lal Oswal		20,000.00
Sh Dinesh Oswal	1,20,00,000	-
Sh. Kamal Oswal		20,000.00
Sh. Dinesh Gogna		20,000.00
Sh. S.K. Sharma		20,000.00
Dr.(Mrs.) H.K. Bal		20,000.00
Prof. K.S. Maini		20,000.00
Dr. S.K. Singla		20,000.00
Sh. Amrik Singh Sohi		15,000.00
Dr. Yash Paul Sachdeva		20,000.00

Pursuant to the Section 197 & 198 read read with Schedule V of the Companies Act, 2014 Rs.1,20,00,000/- only has been paid as remuneration including perquisites for the year 2013-14 to Sh. Dinesh Oswal, Managing Director of the Company.

IV. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has reclassified the Shareholder's / Investors' Grievances Committee as Stakeholder Relationship Committee in its meeting held on 29th May, 2014. The Committee consists of three non executive directors under the Chairmanship of Dr. A.S. Sohi, Sh. S.K. Sharma & Dr. S.K. Singla are the other members of the committee. Ms. Nidhi Khande, Company Secretary, was the Compliance Officer of the Company for the financial year 2013-14. She has resigned from the post of Company Secretary w.e.f. 14th August, 2014 and Mrs. Anjali Modgil has been appointed as Company Secretary cum

Compliance Officer of the Company w.e.f. 14th August, 2014. The committee look into the complaints/grievances of shareholders in respect of transfer of shares, Non receipt of Dividend/Share Certificates, Demat problems etc. The Committee met four times from 1st April, 2013 to 31st March, 2014 i.e. on 30th June, 2013, 30th September, 2013, 31st December, 2013 and 31st March, 2014 and the attendance record of the meeting held is as follow:-

Name of Member	No. of Meetings Held upto 31.03.2014	No. of Meetings Attended
Dr Amrik Singh Sohi	4	4
Sh. S.K Sharma	4	4
Dr. S.K Singla	4	4

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 15 to 30 days from the date of the receipt of the same. Details regarding the same is as under:

No. of complaints received during the year : 4

No. of complaints resolved during the year : 4

No. of complaints pending as on 31st March, 2014 : NIL

The Company has also received some request/complaint from shareholders regarding non receipt of dividend/re-validation of dividend and the Company replied/resolved the said request/complaint. None of the complaints during the year remained pending for more than 30 days.

V. SHARE TRANSFER COMMITTEE

The Company has also constituted a Share Transfer Committee comprising of 4 (four) members under the Chairmanship of Sh. Dinesh Oswal. Ms. Nidhi Khande, Company Secretary of the Company, was the member of the Committee till 14th August, 2014, however, after her resignation from the post of Company Secretary. Mrs. Anjali Modgil has been appointed as Company Secretary cum Compliance Officer of the Company w.e.f 14th August 2014 and is also acting as the member of Share Transfer Committee. The Committee is responsible for approving the transfer and transmission of securities, dematerialisation of shares, issuance of duplicate share certificates and other shareholders related issues. The Committee met thirteen times during the period i.e. 30th April, 2013, 31st May, 2013, 29th June, 2013, 30th July, 2013, 31st



August, 2013, 30th September, 2013, 31st October, 2013, 30th November, 2013, 31st December, 2013, 31st January, 2014, 28th February, 2014, 15th March, 2014 and 30th March, 2014. The attendance of the members is as follows:-

Name of member	No. of Meetings Held upto 31.03.2014	No. of Meetings Attended
Sh. Dinesh Oswal	13	12
Sh. Dinesh Gogna 13	12	
Prof. K.S Maini	13	12
Miss Nidhi Khande	13	09

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

VI. VIGIL MECHANISM

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Vigil Mechanism for its directors and employees to report the genuine concerns or grievances and for providing adequate safeguards against victimization of persons who use such mechanism.

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

VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

Dinesh Gogna, as members of the Committee.

The terms and reference of the Committee include:-

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

VIII. GENERAL BODY MEETINGS

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

Financial Year	Location	Date	Time
2010-2011	Premises of Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	20.09.2011	11.00 A.M.
2011-2012	Premises of Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	20.09.2012	11.15 A.M.
2012-2013	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	30.09.2013	11.15 A.M.

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

2010-2011

To Commence and Undertake the Real Estate Business enumerated in Object Clause of Memorandum of Association of the Company.

2011-2012

No Special Resolution was passed.

2012-2013

No Special Resolution was passed.

iii) Special Resolution passed last year through postal ballot.

No Special Resolution was passed during the financial year ended 31.03.2014 through postal ballot.

iv) Proposal of Special Resolution through postal ballot.

Presently, no Special Resolution is proposed to



be conducted through postal ballot.

IX. DISCLOSURES

1. There have been no materially significant related party transactions that may have potential conflict with the interest of the Company at large. Transactions with related party are disclosed in Point No. 22 in the "Notes on Accounts".
2. The Company continues to comply with the requirements of Stock Exchange, SEBI or any statutory authority on all matters related to capital market during last three years. No penalty or strictures have been imposed on the company by the said authorities relating to the above.
3. The Company does not have any Whistle Blower policy as of now but no personnel are being denied by any access to the Audit committee.
4. The company complied with not only the mandatory requirements but has also complied with the non mandatory requirements in respect of remuneration committee.

X. MEANS OF COMMUNICATION

The Company's quarterly results in the format prescribed by the stock exchanges are approved and taken on record by the Board within the prescribed time frame and sent immediately to all Stock Exchanges on which the Company's shares are listed. These results are published in leading News Paper i.e. Business Standard/Financial Express in English and Dainik Jagran in vernacular. Our Quarterly, Half Yearly and Annual Results are also displayed on the website of the Company i.e. www.ownnagar.com. Whenever any official news is released, the same is also displayed on the aforesaid website of the company. Likewise 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.

The Quarterly and Annual Financial Statement along with the report on Segment Revenue, Segment Results and Capital Employed, 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, Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

XI. GENERAL SHAREHOLDERS INFORMATION**1. Annual General Meeting**

Date 30th September, 2014
Day, Tuesday
Time and Venue 3.30 PM
Premises of Nahar Industrial Enterprises Limited
Focal Point, Ludhiana.

2. **Financial Calendar** Financial year of the Company comprises of twelve months i.e. 1st April, 2013 to 31st March, 2014.

3. **Date of Book Closure** 15th September, 2014 to 20th September, 2014 (both days inclusive)

4. Dividend Payment:

(a) Payment date On or before 10th October, 2014

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

(c) Unclaimed/Unpaid: Pursuant to Section 205C of the Companies Act, 1956, the dividend for the financial year ended 31st March, 2007 will be transferred to the Investor Education & Protection Fund of the Central Government in November, 2014. All the members who have not



encashed their dividend warrants for the aforesaid year may approach the company for obtaining duplicate dividend warrants/ revalidation of the dividend warrants.

- (d) **Change of Address:** 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.

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

The Bombay Stock Exchange Limited (BSE), 25th Floor, P.J. Towers, Dalal Street, Fort, Mumbai – 400 001.

The listing fees payable to BSE and NSE for 2014-15 have been paid in full by the Company.

- 6. Stock code :** For trading at NSE: NAHARCAP

For trading at BSE: 532952

- 7. Demat ISIN number in NSDL & CDSL for Equity Shares:** INE049101012

The annual custodian fees for the financial year 2014-15 have been paid to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

- 8. 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

- 9. Registration/updation of e-mail address**

The Ministry of Corporate Affairs vide Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011 has taken "Green Initiative in the Corporate Governance" by allowing paperless compliance by the companies. Further, the Companies Act, 2013 also provide that the Company can now send various notices and documents, including Annual Report, to its shareholders via electronic mode to the registered e-mail addresses of the 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 (DP) with whom they are having Demat A/c or send the same to the Company via e-mail at "secncfs@owmnahar.com or gredressalnfcsl@owmnahar.com."

10. Compliance Officer

Ms. Nidhi Khande, Company Secretary and Compliance Officer of the Company resigned and her resignation was accepted by Board w.e.f. 14th August, 2014. To fill the vacancy, the Board in its meeting held on 11th August, 2014 approved the appointment of Mrs. Anjali Modgil, who is qualified Company Secretary having M. No. A 27089, as Company Secretary cum Compliance Officer of the Company w.e.f. 14th August 2014.

XII. MARKET PRICE DATA

The Company's equity shares are listed at BSE and NSE. Accordingly the month wise High and Low stock prices from April, 2013 to March, 2014 are as follows:

Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April, 2013	42.25	35.65	41.95	36.50
May, 2013	42.90	37.00	41.85	37.10
June, 2013	44.35	37.55	42.70	35.05
July, 2013	39.45	33.35	39.00	33.90
August, 2013	35.80	32.55	36.50	32.10
September, 2013	40.75	31.80	40.00	32.50
October, 2013	46.50	37.50	46.95	37.15
November, 2013	48.20	41.60	47.85	41.80
December, 2013	50.90	42.35	50.90	42.05
January, 2014	50.50	44.10	49.90	44.00
February, 2014	47.40	42.65	47.70	42.40
March, 2014	46.35	42.05	45.20	42.00

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

XIII. PERFORMANCE IN COMPARISON OF BROAD BASED INDICES SUCH AS BSE SENSEX

The Company's equity shares were listed at BSE and NSE. Accordingly, comparison between Nahar Capital and Financial Services Limited closing price variation and BSE Sensex in percentage from April,



2013 to March, 2014 is as under:

Share Prices of Nahar Capital and Financial Services Limited					BSE Sensex			
Year	Highest (Rs)	Lowest (Rs)	Closing (Rs)	%age Change over last Month's Closing	Highest (Rs)	Lowest (Rs)	Closing (Rs)	%age Change over last Month's Closing
2012-2013								
April, 2013	42.25	35.65	37.00	-6.33	19,622.68	18,144.22	19,504.18	3.55
May, 2013	42.90	37.00	41.00	10.81	20,443.62	19,451.26	19,760.30	1.31
June, 2013	44.35	37.55	39.00	-4.88	19,860.19	18,467.16	19,395.81	-1.84
July, 2013	39.45	33.35	34.50	-11.54	20,351.06	19,126.82	19,345.70	-0.26
August, 2013	35.80	32.55	33.40	-3.19	19,569.20	17,448.71	18,619.72	-3.75
September, 2013	40.75	31.80	37.55	12.43	20,739.69	18,166.17	19,379.77	4.08
October, 2013	46.50	37.50	45.25	20.51	21,205.44	19,264.72	21,164.52	9.21
November, 2013	48.20	41.60	44.00	-2.76	21,321.53	20,137.67	20,791.93	-1.76
December, 2013	50.90	42.35	48.05	9.20	21,483.74	20,568.70	21,170.68	1.82
January, 2014	50.50	44.10	46.15	-3.95	21,409.66	20,343.78	20,513.85	-3.10
February, 2014	47.40	42.65	44.00	-4.66	21,140.51	19,963.12	21,120.12	2.96
March, 2014	46.35	42.05	43.90	-0.23	22,467.21	20,920.98	22,386.27	5.99

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

XIV. Registrar and Transfer agents

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

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

XV. Share Transfer System

The Company has constituted a Share Transfer Committee consisting of four members, namely Sh. Dinesh Oswal, Managing Director, Sh. Dinesh Gogna, Prof. K.S. Maini, Directors and Ms. Nidhi Khande, Company Secretary of the Company. However, Ms. Nidhi Khande resigned from the post of Company Secretary w.e.f. 14th August, 2014. Now, Mrs. Anjali Modgil has been appointed as Company Secretary cum Compliance Officer of the Company w.e.f. 14th August 2014 and is also acting as the member of Share Transfer Committee.

The Committee meets once/twice in a month to

approve the transfer / transmission / transposition, issue of duplicate share certificates & dematerialization of shares and duly transferred shares are generally dispatched within the prescribed period under the Companies Act, 1956 / Guidelines of the Stock Exchanges.

As required under Clause 47(c) of the Listing Agreement entered into by the Company with the Stock Exchanges, a certificate is obtained every six months from a Practicing Company Secretary with regard to, inter alia, effecting of transfer, transmission, sub-division, consolidation, renewal and exchange of equity shares within 15 days of their lodgement. The certificates are forwarded to BSE and NSE where the Equity Shares of the Company are listed.

XVI. Nomination facility

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

XVII. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2014

As on 31st March, 2014, your Company had 14693 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	% of Share Holders	Aggregate Shares Holders	% of Shares Holding
1-500	13260	90.25	1591314	9.50
501-1000	744	5.06	550939	3.29
1001-2000	339	2.31	487843	2.91
2001-3000	125	0.85	309714	1.85
3001-4000	57	0.39	200589	1.20
4001-5000	41	0.28	188242	1.12
5001-10000	61	0.41	433463	2.59
10001 and above	66	0.45	12984063	77.54
Total	14693	100.00	16746167	100.00

**XIX. THE SHAREHOLDING PATTERN AS ON
MARCH 31, 2013 IS AS UNDER:**

Shares held by	No. of Shares	% of Shareholding
Banks and Mutual Funds	11547	0.07
Foreign holdings (FIIs, NRIs, OCBs)	123202	0.73
Bodies Corporate	602707	3.60
Directors/Relatives of Directors	Nil	Nil
General Public	4226906	25.24
Promoter	11781805	70.36
Total	16746167	100.00

XX. DEMATERIALISATION OF SHARES

The Securities and Exchange Board of India (SEBI) has included Company's scrip in compulsory demat settlement for all type of investors. Thus, the dealing in company's equity shares can be in demat form only. To facilitate holding and trading of securities in electronic form, your Company has established connectivity with both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL). The investors have an option to dematerialize their equity shares with either of the Depositories. As on 31st March, 2014, 1,62,25,490 comprising 96.89% of the total Equity Capital of the Company has been dematerialized.

**XXI. OUTSTANDING GDRs/ADRs/WARRANTS OR
ANY CONVERTIBLE INSTRUMENTS,
CONVERSION DATE AND LIKELY IMPACT ON
EQUITY**

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

XXII. ADDRESS FOR CORRESPONDENCE:

NAHAR TOWER

375, Industrial Area-A,

Ludhiana-141003 (Pb.)

Phone No. : 0161-2600701 to 2600705

Fax No. : 0161-2661180, 222942

E-mail Address : secncfs@owmnahar.com

Website : www.owmnahar.com

XXIII. CEO/CFO CERTIFICATION

As required under Clause 49 of Listing Agreement, a Certificate duly signed by the CFO of the Company was placed at the meeting of Board of Directors held on 29.05.2014.

XXIV. RECONCILIATION OF SHARE CAPITAL AUDIT

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

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

FOR AND ON BEHALF OF THE BOARD**PLACE: LUDHIANA
DATED: 11.08.2014****JAWAHAR LAL OSWAL
(CHAIRMAN)**

**MANAGING DIRECTOR'S DECLARATION**

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

PLACE: LUDHIANA
DATED: 11.08.2014

DINESH OSWAL
(MANAGING DIRECTOR)

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,
Nahar Capital & Financial Services Limited,
Ludhiana

We have examined the compliance of conditions of corporate governance by NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

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 Clause 49 of the Listing Agreement.

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

For Gupta Vigg & Co.
Chartered Accountants
(F. Reg. No. 001393 N)

PLACE: LUDHIANA
DATED: 11.08.2014

VINOD KHANNA
(Partner)
M. N. 81585

ANNEXURE III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Industry structure and developments

Non Banking Financial Companies (NBFCs) have made great progress in last few years and are assisting in meeting the diverse financial needs of the economy. In doing so, NBFCs have influenced the direction of investments and the resultant capital formation has become essential for India's economic growth and development. Non Banking Financial Companies (NBFCs) have also created a major impact in developing small and micro businesses through their local presence and strong customer relationship. The focus of promoting inclusive growth is today a top priority for all including the financial regulator. This is stemmed by the fact that financial, economic, political and social stability lies in promoting financial inclusion to ensure that all strata of society get tangible benefit of the underlying economy. NBFCs have often led financial product innovation, especially in terms of meeting financing needs of the under-served segments of society, small enterprises and rural households.

Though the NBFCs have been around for a long time, they have recently gained popularity since they facilitate reliable and affordable access to credit for semi rural and rural India where the reach of traditional banks has not been consistent. One can safely say that NBFCs have proved to be a vital link in the promotion of financial inclusions. NBFCs constituted almost 76% of the Rs.120 billion microfinance industry in the country. The estimated demand for microfinance is much higher than the present level of microcredit supply. Traditionally, NBFCs have played a very important role in sustaining retail-level consumption in several critical industries.

The RBI and the Government have taken notable steps in FY 2013-14 to address the economic headwinds to improve the transparency of NBFCs sector by broadening access to financial services, enhancing competition and diversification of the financial sector. RBI has further tightened the regulations to improve the efficiency of NBFC Sector like modification of pricing of Credit-Margin cap for Microfinance, strict guidelines for finance for purchase of gold, revised guidelines on Restructuring of Advances by NBFC's, creation of new category of NBFC viz. Non Operative Financial Holding Co. (NOFHC), obtaining of prior approval of RBI in acquisition and transfer of control of NBFC (Non-Deposit Taking) also, revised Know Your Customer (KYC) guidelines/Anti money Laundering Standards etc.

Further, RBI allowed the NBFC's with Asset Size of Rs.1000 Crore & above to participate in the Exchange Traded Interest Rate Futures and allowed appointment of Non Deposit Accepting NBFC's with Asset Size of 100 crore & above as Sub-Agents under Money Transfer Services Schemes. RBI vide its Notification RBI/2013-14/219 came up with an additional compliance requirement for the NBFCs about returns to be submitted with respect to their branch offices.

Your Company continue to be categorized as

Systematically Important Non-deposit taking NBFCs (NBFCs-ND-SI) doing investment activities with long term perspective as well as doing trading business, started Real Estate activities, doing lending activities with selected entities and individuals.

Opportunities and Threats

The Indian economy had been suffering from lower growth and various structural weaknesses as it entered 2013-14 and these continued throughout the fiscal year. Real GDP growth for 2013-14 is 4.9% against 5.1% last year and 6.5 % in 2011-12. Such a significant and sustained slowdown in growth has contributed to low business confidence which, in turn, has put a dampener on private sector investment. Moreover, the economy has been under serious fiscal pressure. As per Interim Budget of 2014, Fiscal deficit seen at 4.6% of GDP in 2013-14, below target of 4.8%. Fiscal deficit projected at 4.1% of GDP in 2014-15, however Current account deficit for 2013-14 estimated at \$45 billion from last fiscal year's \$88 billion.

During Financial Year 2013-14, Company had taken the benefit of higher interest rate scenario by allocating more funds in fixed maturity instruments, Debt Funds, Global Funds, Gold and for lending Business, which helped in Asset Liability Management and strengthened the long term resource base of the Company. Similarly having regarded to good business opportunities in Depressed Real Estate market, your Company has also started allocating more funds for Real Estate business. Also Company decided to remain invested in Equity Market to participate in overall expected growth in Industry and Economy.

By the end of 2013-14, there have been some positive signals, including change in Government after Parliament Elections. Although it is probably too early to make a call as to whether the nation is definitely getting back to a higher growth path. For one headline, producer price inflation in terms of the Wholesale Price Index (WPI) moderated to 5.9% in March 2014.

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

As part of the Risk Management framework, the Company has also constituted the Risk Management Committee comprising of three non executive directors to monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The Risk Management Committee met four times during the financial year under review. Also during the year Company has formulated revised Risk Management



Policy and Fair Practice Code to strengthen the investment decisions and also for better risk management.

Future Outlook

Company is mainly engaged in Investment, Lending, Real Estate activities and Financial Management. The Company intends to continue focusing on new avenues of Investment like Structured Products, Global Equity and Asset markets, Infrastructure and Tax Free Bonds etc. along with other NBFC activities. 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.

The scenario for financing is improving in India amid a slew of policy and government initiatives exclusively targeting the sector. We believe that the economy will remain volatile and uncertain, the recovery will remain shallow and protracted. We expect no quick turnaround in the industrial and investment cycle and economic growth will remain tepid in the near term. With recent reforms restoring investor confidence and attracting capital inflows, we expect a slightly improving economic outlook.

Similarly, your Company foresees good business opportunities in Infrastructure and Real Estate in the near future. As property prices are down and equity market and debt markets are recovering at slow pace, coupled with continuing worsening and volatile economy, slow policy decision making, your Company is expecting higher growth in Infrastructure and Real Estate Business and hence continued allocating more funds for these sectors.

At this juncture to restart the growth engine in our Country, emphasis must be on stimulating domestic demand and scaling up the productive capacity of the economy. A slight recovery is seen in the markets of Asia, U.S.A and Europe, the strategy of the Company will be focused more on fixed maturity debt funds and also by diversifying its investments into commodities etc., expanding its business into new areas of financial activities and making its best efforts to utilize the available opportunities with caution and emerge as fully Integrated Financial Company.

We have created an operating & governance organization, keeping our aspirations and business model in mind. Ever since our existence, Company has moved ahead and each of the individual business is at a different stage of value creation. We will continue to be well prepared for the forthcoming years keeping the above strategic intent in mind.

Internal Control Systems and Their Adequacy

The Company is maintaining an efficient and effective system of Internal Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations and procedures. Internal Audit Reports are

discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The company's Internal Control system commensurate with the nature of its business and the size of its operations. In order to further strengthen the Internal control system and to automate the various processes of the business, company is making use of Enterprises Resource Planning (ERP). The Asset Liability Management (ALM) concerned with the effective risk management in various Portfolios is also framed by the Company.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Company has also appointed Internal Auditor for the financial year 2014-15. The Company is also having an Internal Audit Department to test the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems.

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

Financial/Operation Performance

The Company has performed well during the year under review. The Company achieved an income of Rs.2952.86 Lacs with a net profit before tax of Rs.2693.12 Lacs. The detailed performance has already been discussed in the Directors' Report under the column Financial Review.

Your Company has continued to reward shareholders with regular dividends. Considering the growth and consistent profits, the Board has proposed a payment of dividend of Rs 1.5 per share (30%) for the year ending March 31, 2014 on equity shares.

Human Resources/Industrial Relations

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The Company is of firm belief that the Human Resources are the driving force that propels a Company towards progress and success. The Company has a team of able and experienced professionals to look after the affairs of the Company. The total permanent employee's strength of the Company was 22 as on 31st March 2014.

Cautionary Statement

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

FOR AND ON BEHALF OF THE BOARD**PLACE: LUDHIANA****JAWAHAR LAL OSWAL****DATED: 11TH AUGUST, 2014****(CHAIRMAN)**

**INDEPENDENT AUDITORS' REPORT**

The Members of
M/s Nahar Capital & Financial Services Limited,
LUDHIANA.

Report on the Financial Statements

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

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

Opinion

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

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

Report on Other Legal & Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with the General Circular 15/2013 dated 13.09.2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For Gupta Vigg & Co.
Chartered Accountants
(F. Reg. No. 001393 N)

PLACE : LUDHIANA
DATED : 29.05.2014

CA. VINOD KUMAR KHANNA
(Partner) M N 81585

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT
[Referred to in paragraph (1) UNDER THE HEADING OF "Reporting on Other Legal and Regulatory Requirements" of our report of even date]

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) All the fixed assets have been physically verified by the management during the year. In our opinion, the frequency of physical verification is reasonable and no material discrepancies were noticed on such verification.
- (c) During the year, the Company has not sold any fixed assets.
- (ii) (a) As explained to us, Inventories have been physically verified by the management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) On the basis of our examination of inventory records, we are of the opinion that the Company is maintaining proper records of the inventory. As explained to us, no material discrepancies were noticed on physical verification of inventories as compared to book records.
- (iii) According to the explanations and information given to us, the Company has neither granted nor taken any loans from the parties covered in the Register maintained under section 301 of the Companies Act, 1956. Hence, the clause 4(iii)(a) to (g) of the Companies (Audit Report) Order, 2003 are not applicable in the case of the company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control system commensurate with the size of the Company and nature of its business with regards to purchase of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any major weakness in internal control.
- (v) (a) In our opinion and according to the information and explanations given to us, we are of the opinion that the transaction made in pursuance of contracts or arrangements that need to be entered in the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements required to be entered in the register maintained under Section 301 of the Companies Act, 1956 aggregating during the year to Rs.5.00 lacs or more in respect of each party.
- (vi) According to the information and explanations given to us, the Company has not accepted any public deposits during the year and therefore, the provisions of Clause 4
- (vi) of the Order are not applicable to the Company.
- (vii) The Company is having internal audit system commensurate with its size and nature of its business.
- (viii) The provisions of regarding maintenance of cost records Clause 4(viii) of the Order are not applicable to the Company.
- (ix) (a) According to the records of the Company, undisputed statutory dues including provident fund, investor education and protection fund, income tax, wealth tax,



service tax and other material statutory dues applicable to the Company, if any, have been regularly deposited with appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31st March, 2014, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no disputed dues in respect of income tax, wealth tax, and cess that have not been deposited on account of any dispute except those mentioned below:-

Sr. No.	Statutes	Forum before whom pending	(Rs.)	Nature of Dues
1	Income Tax Act	CIT (Appeals)	22,49,300/-	Income Tax

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

For Gupta Vigg & Co.
Chartered Accountants
(F. Reg. No. 001393 N)

PLACE :LUDHIANA CA. VINOD KUMAR KHANNA
DATED:29.05.2014 (Partner) M ·N ·81585



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

	Current Year (₹ in Lacs) 01.04.2013 to 31.03.2014		Previous Year (₹ in Lacs) 01.04.2012 to 31.03.2013	
A CASH FLOW FROM THE OPERATING ACTIVITIES				
Net Profit before Tax and Extrordinary items		2693.12		2108.91
Adjustments for:				
Provision for Standard Assets	-1.30		0.75	
Depreciation	13.83		0.50	
Preliminary Expenses written off	0.00		0.00	
Interst Paid	4.36		8.02	
Profit/Loss on Sale of Investments	-876.70		-772.16	
Interest Received	-573.33		-566.19	
Dividend/UTI Income	-420.61		-237.75	
Misc Income	-0.17		-0.05	
Income From Stock Lending	-5.95		-3.59	
Increase in Loans and Advances	79.87		-97.31	
Increase in Stock in Trade	1366.81		774.72	
Increase in Current Liabilities	-932.90		37.41	
Direct Taxes Paid	-623.21	-1969.31	-253.42	-1109.07
		723.81		999.85
B CASH FLOW FROM THE INVESTING ACTIVIES				
Purchase of Fixed Assets	-767.89		-11.91	
Capital Work in Progress	771.24		-1058.63	
Interst Paid	-4.36		-8.02	
Profit/Loss on Sale of Investments	876.70		772.16	
Interest Received	204.75		355.05	
Dividend/UTI Income	420.61		237.76	
Misc Income	0.17		0.05	
Income From Stock Lending	5.95		3.59	
Purchase of Investments	-16719.20		-17779.67	
Sale of Investments	14004.51	-1207.52	16338.82	-1150.78
C CASH FLOW FROM FINANCING ACTIVIES				
Loans Given	-1126.60		-1555.94	
Loans Given Received Back	1555.94		1380.00	
Interest Received from loan	368.59		211.14	
Dividend including Dividend				
Distribution Tax Paid	-293.88	504.04	-291.94	-256.74
Net Increase/Decrease in Cash and Cash Equivalent		20.34		-407.68
Opening Cash and Cash Equivalent		112.48		520.16
Closing Cash and Cash Equivalent		132.81		112.48

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

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA
Date : 29.05.2014

VINOD KUMAR KHANNA
Partner
M.No. 81585

HANS RAJ KAPOOR
General Manager

NIDHI KHANDE
Company Secretary

DINESH OSWAL
Managing Director

J.L. OSWAL
Chairman


BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31st March 2014	As at 31st March 2013
		₹ in lacs	₹ in lacs
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	837.31	837.31
Reserves and surplus	3	47360.87	45456.63
		48198.18	46293.94
Current liabilities			
Short-term borrowings	4	0.00	915.11
Trade payables	5	7.18	14.38
Other current liabilities	6	113.00	123.59
Short-term provisions	7	791.78	678.08
		911.96	1731.16
Total Equity & Liabilities		49110.14	48025.10
ASSETS			
Non-current assets			
a. Fixed assets	8		
i) Tangible assets		766.06	12.00
ii) Capital work-in-progress		2385.49	3156.73
b. Investments			
Non Current Investments	9	42285.49	39570.80
Long Term Loan & Advances	10	3.42	0.00
		45440.46	42739.53
Current assets			
Inventories	11	1614.45	2981.26
Cash and cash equivalents	12	132.81	112.48
Short-term loans and advances	13	1152.09	1680.00
Other current assets	14	770.33	511.83
		3669.68	5285.57
Total Assets		49110.14	48025.10
Significant Accounting Policies	1		
Other Notes on Financial Statements	21 to 29		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA
Date : 29.05.2014

VINOD KUMAR KHANNA
Partner
M.No. 81585

HANS RAJ KAPOOR
General Manager

NIDHI KHANDE
Company Secretary

DINESH OSWAL
Managing Director

J.L. OSWAL
Chairman


STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	For the Year Ended 31st March 2014	For the Year Ended 31st March 2013
		₹ in lacs	₹ in lacs
Income			
Revenue from Operations	15	1088.55	742.46
Other Income	16	1864.31	1552.55
Total Revenue		2952.86	2295.01
Expenses:			
Employee benefits expense	17	180.05	110.24
Finance costs	18	4.41	8.26
Depreciation and amortization expense	8	13.83	0.50
Other expenses	19	61.45	67.10
Total expenses		259.74	186.10
Profit before exceptional and extraordinary items and tax		2693.12	2108.91
Exceptional Items		0.00	0.00
Profit before extraordinary items and tax		2693.12	2108.91
Extraordinary Items		0.00	0.00
Profit before tax		2693.12	2108.91
Tax expense:			
-Current tax		(495.00)	(380.00)
Profit (Loss) for the period from continuing operations		2198.12	1728.91
Profit/(loss) from Discontinuing operations (after tax)		0.00	0.00
Profit (Loss) for the period		2198.12	1728.91
Earnings per equity share:	20		
Basic and Diluted		13.13	10.32
Significant Accounting Policies	1		
Other Notes on Financial Statements	21 to 29		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA
Date : 29.05.2014

VINOD KUMAR KHANNA
Partner
M.No. 81585

HANS RAJ KAPOOR
General Manager

NIDHI KHANDE
Company Secretary

DINESH OSWAL
Managing Director

J.L. OSWAL
Chairman

Note 1. Significant Accounting Policies
i) Accounting Convention

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and relevant presentation requirements of the companies Act, 1956.

ii) Investments

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

iii) Stock-in-trade

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

iv) Revenue Recognition
Income from Investments

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

Interest Income

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

v) Fixed Assets And Depreciation

- (a) Tangible assets are stated at cost less accumulated depreciation. Cost of acquisition is inclusive of freight, duties, taxes and other incidental expenses. Depreciation is charged on straight line basis as per the rates specified in Schedule- XIV of the Companies Act, 1956.
- (b) Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as cost of relevant fixed asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

vi) Accounting for Taxes on Income

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

vii) Impairment of Assets

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

viii) Provisions and Contingent Liabilities

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


ix) Retirement Benefits
Gratuity

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

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

Note 2.1 Share Capital

Particulars	As at 31 March 2014		As at 31 March 2013	
	Number	Amount	Number	Amount
Authorised				
Equity Shares of ₹5/- each	30000000.00	15000000.00	30000000.00	15000000.00
Issued, Subscribed & Paid up				
Equity Shares of ₹5/- each	16746167.00	837.31	16746167.00	837.31
Total	16746167.00	837.31	16746167.00	837.31

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

Particulars	Equity Shares	
	31.03.2014	31.03.2013
Shares outstanding at the beginning of the year	16746167.00	16746167.00
Shares Issued during the year	0.00	0.00
Shares bought back during the year	0.00	0.00
Shares outstanding at the end of the year	16746167.00	16746167.00

Note 2.3 Name of Shareholders holding more than 5% shares of the company.

Name of Shareholder	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nahr Polyfilms Ltd	6611632	39.48	6611332	39.48
Nahar Industrial Enterprises Ltd	1363221	8.14	1363221	8.14
Oswal Woollen Mills Ltd1	263693	7.55	1263693	7.55


Note 3. Reserves & Surplus

Particulars	As at 31 March 2014	As at 31 March 2013
SECURITIES PREMIUM ACCOUNT		
Opening Balance	12591.71	12591.71
Add : Securities premium credited on Share issue	0.00	0.00
Less : Premium Utilised	0.00	0.00
Closing Balance	12591.71	12591.71
GENERAL RESERVE		
Opening Balance	30021.27	28771.27
Add : Current Year Transfer	1500.00	1250.00
Less : Written Back in Current Year	0.00	0.00
Closing Balance	31521.27	30021.27
STATUTORY RESERVE FUND		
Opening Balance	2750.10	2404.10
Add : Current Year Transfer	440.00	346.00
Less : Written Back in Current Year	0.00	0.00
Closing Balance	3190.10	2750.10
SURPLUS		
Opening Balance	93.55	254.52
Add: Profit for the year	2198.12	1728.91
Less: Provision for Proposed Dividend	(251.19)	(251.19)
Less: Provision for Tax on Proposed Dividend	(42.69)	(42.69)
Income Tax Adjustments for prior periods	0.00	0.00
Less: Transfer to Special Statutory Reserve Fund	(440.00)	(346.00)
Less: Transfer to General Reserve	(1500.00)	(1250.00)
Closing Balance	57.79	93.55
Total	47360.87	45456.63

Note 4. Short Term Borrowings

Working Capital Loans from banks:	-	915.11
ICICI Bank Ltd. (Over draft A/c against Investments.)		
Total	-	915.11

Note 5. Trade Payables

Sundry Creditors	7.18	14.38
Total	7.18	14.38

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



Note 6. Other Current Liabilities

TDS Payables	7.04	2.47
Service Tax Payable	0.00	0.42
Statutory Liabilities	0.01	0.002
Other Liabilities	69.81	84.87
Income Received in Advance	2.90	8.81
Due to Directors	4.13	1.92
Unpaid dividends	29.11	25.10
Total	113.00	123.59

Note 7. Short-term Provisions

Provision for Income Tax	495.00	380.00
Provisions for Standard Assets	2.90	4.20
Proposed Dividend	251.19	251.19
Dividend Distribution Tax	42.69	42.69
Total	791.78	678.08

Note 8. Fixed Assets

Particulars	Gross Block				Depreciation				Net Block	
	As on 01.04.13	Additions 2013-14	Sales/ Adj	As on 31.03.14	As on 01.04.13	Additions 2013-14	Sales/ Adj	As on 31.03.14	As on 31.03.14	As on 31.03.13
a) Tangible Assets										
- BUILDING	0.00	767.82	0.00	767.82	0.00	12.51	0.00	12.51	755.31	0.00
- VEHICLES	11.57	0.00	0.00	11.57	0.33	1.10	0.00	1.43	10.14	11.24
- OTHER EQUIPMENTS	1.34	0.07	0.00	1.41	0.58	0.22	0.00	0.80	0.61	0.76
SUB TOTAL (B)	12.91	767.89	0.00	780.80	0.91	13.83	0.00	14.74	766.06	12.00
Total (Tangible Assets)	12.91	767.89	0.00	780.80	0.91	13.83	0.00	14.74	766.06	12.00
Previous Year	1.00	11.91	0.00	12.91	0.41	0.50	0.00	0.91	12.00	0.59
b) Capital WIP										
- Building Under Construction									2385.49	3156.73
Total (CWIP)									2385.49	3156.73
Total (a+b)									3151.55	3168.73

There are no intangible assets under development as on 31.03.2014 as well as on 31.03.2013.

Note 9. Non Current Investments

Particulars	As at 31 March 2014	As at 31 March 2013
Trade Investments (Refer A below)		
(a) Investment in Properties	-	-
(b) Investment in Equity instruments	185.20	211.57
(c) Investments in preference shares	341.78	182.63
(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	-	-
(f) Investments in Mutual Funds	-	-
(g) Investments in partnership firms*	-	-
(h) Other non-current investments (specify nature)	-	-
Total (A)	526.98	394.20
Other Investments (Refer B below)		
(a) Investment in Properties	-	-
(b) Investment in Equity instruments	21452.94	22081.82
(c) Investments in preference shares	12.28	12.28



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(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	2321.10	1951.71
(f) Investments in Mutual Funds	17972.19	15130.79
(g) Investments in partnership firms	-	-
(h) Other non-current investments (specify nature)	-	-
Total (B)	41758.51	39176.60
Grand Total (A + B)	42285.49	39570.80
Less : Provision for diminution in the value of Investments	-	-
Total	42285.49	39570.80

A. Details of Trade Investments

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes /No	If Answer to Column (10) is 'No' - Basis of Valuation
			2014	2013			2014	2013		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	Investment in Properties	-	-	-	-	-	-	-	-	-
(b)	Investment in Equity Instruments									
1	Industrial Finance Corporation of India	Others	115000	115000	Quoted	Fully paid	40.17	40.18	Yes	N.A.
2	L & T Finance Holdings Limited	Others	50000	50000	Quoted	Fully paid	25.25	25.25	Yes	N.A.
3	PNB Gilts Ltd.	Others	225733	169300	Quoted	Fully paid	50.79	50.79	Yes	N.A.
4	Reliance Capital Ltd.	Others	3000	4000	Quoted	Fully paid	59.51	85.88	Yes	N.A.
5	Palam Motels Ltd.	Associate	645	645	Unquoted	Fully paid	9.48	9.48	Yes	N.A.
	TOTAL						185.20	211.58		
(c)	Investments in Preference Shares									
6	L & T Finance Holdings Ltd. 8.75%	Others	182625	182625	Unquoted	Fully paid	181.26	182.63	Yes	N.A.
7	L & T Finance Holdings Ltd. 9.00%	Others	161202	0	Unquoted	Fully paid	160.52	0.00	Yes	N.A.
(d)	Investments in Government or Trust securities	-	-	-	-	-	-	-	-	-
(e)	Investments in Debentures or Bonds	-	-	-	-	-	-	-	-	-
(f)	Investments in Mutual Funds	-	-	-	-	-	-	-	-	-
(g)	Investments in partnership firms*	-	-	-	-	-	-	-	-	-
(h)	Other non-current investments (specify nature)	-	-	-	-	-	-	-	-	-
	TOTAL TRADE INVESTMENTS 'A'						526.98	394.21		

B. Details of Other Investments

D. Details of Other Investments										
Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted Fully Paid	Partly Paid/	Amount (₹)		Whether stated at cost Yes /No	If Answer to Column (10) is 'No' - Basis of Valuation
			2014	2013			2014	2013		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	Investment in Properties	-	-	-	-	-	-	-	-	-



(b) Investment in Equity Instruments										
1	Allahabad Bank	Others	227001	227001	Quoted	Fully paid	22.70	22.70	Yes	N.A.
2	Bank of Maharashtra	Others	25000	25000	Quoted	Fully paid	9.74	9.74	Yes	N.A.
3	Bharat Electronics Ltd.	Others	5500	5500	Quoted	Fully paid	84.15	84.15	Yes	N.A.
4	Bharat Heavy Electricals Ltd.	Others	3500	3500	Quoted	Fully paid	9.76	9.76	Yes	N.A.
5	Credit Analysis and Research Ltd.	Others	0	242	Quoted	Fully paid	0.00	1.82	Yes	N.A.
6	Canara Bank	Others	19000	19000	Quoted	Fully paid	51.07	51.07	Yes	N.A.
7	Coal India Ltd.	Others	39977	39977	Quoted	Fully paid	118.54	118.54	Yes	N.A.
8	Container Corporation of India Ltd.	Others	0	5005	Quoted	Fully paid	0.00	0.00	Yes	N.A.
9	Crompton Greaves Ltd.	Others	0	6557	Quoted	Fully paid	0.00	7.05	Yes	N.A.
10	Gas Authority of India Ltd.	Others	25500	25500	Quoted	Fully paid	36.93	36.93	Yes	N.A.
11	HDFC Bank Ltd.	Others	19825	19825	Quoted	Fully paid	22.17	22.17	Yes	N.A.
12	Idea Cellular Ltd.	Others	0	10000	Quoted	Fully paid	0.00	14.33	Yes	N.A.
13	IDFC Ltd.	Others	5000	5000	Quoted	Fully paid	7.78	7.78	Yes	N.A.
14	Jaiprakash Associates Ltd.	Others	46890	46890	Quoted	Fully paid	100.76	100.76	Yes	N.A.
15	Jaiprakash Power Ventures Ltd.	Others	80000	80000	Quoted	Fully paid	58.14	58.14	Yes	N.A.
16	Jindal Polyfilms Ltd.	Others	0	1000	Quoted	Fully paid	0.00	1.80	Yes	N.A.
17	Karuturi Global Ltd.	Others	300000	300000	Quoted	Fully paid	43.03	43.03	Yes	N.A.
18	Kingfisher Airlines Ltd.	Others	204559	204559	Quoted	Fully paid	33.84	33.84	Yes	N.A.
19	Larsen & Toubro Ltd.	Others	2050	4700	Quoted	Fully paid	0.00	72.46	Yes	N.A.
20	LML Ltd.	Others	0	36621	Quoted	Fully paid	0.00	9.83	Yes	N.A.
21	Malwa Cotton Spinning Mills Ltd.	Others	50	50	Quoted	Fully paid	0.02	0.02	Yes	N.A.
22	Moil Ltd.	Others	15000	15000	Quoted	Fully paid	65.80	65.80	Yes	N.A.
23	Nahar Industrial Enterprises Ltd.	Associate	9336745	9336745	Quoted	Fully paid	9973.89	9973.89	Yes	N.A.
24	Nahar Poly Films Ltd.	Associate	12087671	12087671	Quoted	Fully paid	2886.85	2886.85	Yes	N.A.
25	Nahar Spinning Mills Ltd.	Associate	10257384	10257384	Quoted	Fully paid	6087.15	6087.15	Yes	N.A.
26	National Thermal Power Corporation Ltd.	Others	35000	35000	Quoted	Fully paid	53.79	53.79	Yes	N.A.
27	NHPC Ltd.	Others	190366	190366	Quoted	Fully paid	64.92	64.92	Yes	N.A.
28	Petronet LNG Ltd.	Others	205000	205000	Quoted	Fully paid	30.75	30.75	Yes	N.A.
29	Power Grid Corporation of India Ltd.	Others	49092	49092	Quoted	Fully paid	58.74	58.74	Yes	N.A.
30	Punjab & Sind Bank Ltd.	Others	25000	25000	Quoted	Fully paid	28.38	28.38	Yes	N.A.
31	Reliance Industries Ltd.	Others	20616	20616	Quoted	Fully paid	233.37	233.37	Yes	N.A.
32	Reliance Infrastructure Ltd.	Others	9000	9000	Quoted	Fully paid	178.34	178.34	Yes	N.A.
33	Reliance Power Ltd.	Others	5000	5000	Quoted	Fully paid	31.25	31.25	Yes	N.A.
34	Sancia Global Infraprojects Ltd.	Others	5000	5000	Quoted	Fully paid	17.49	17.49	Yes	N.A.
35	SEL Manufacturing Co. Ltd.	Others	926117	2240225	Quoted	Fully paid	35.47	86.14	Yes	N.A.
36	Sesa Sterlite Ltd.	Others	26263	43772	Quoted	Fully paid	97.47	97.47	Yes	N.A.
37	Tata Consultancy Services Ltd.	Others	7372	7372	Quoted	Fully paid	15.67	15.67	Yes	N.A.
38	Tata Global Beverages Ltd.	Others	14000	14000	Quoted	Fully paid	21.04	21.04	Yes	N.A.
39	Tata Motors Ltd.	Others	30808	40000	Quoted	Fully paid	54.50	68.98	Yes	N.A.
40	Tata Teleservice Ltd.	Others	231766	204500	Quoted	Fully paid	43.65	43.65	Yes	N.A.
41	Titan Industries Ltd.	Others	20000	20000	Quoted	Fully paid	58.17	58.17	Yes	N.A.
42	Trident Ltd.	Others	0	20000	Quoted	Fully paid	0.00	5.95	Yes	N.A.
43	Uco Bank	Others	60000	68000	Quoted	Fully paid	8.88	9.84	Yes	N.A.
44	Vardhman Acrylics Ltd.	Others	661427	590322	Quoted	Fully paid	64.26	53.51	Yes	N.A.
45	Vardhman Special Steels Ltd.	Others	7167	7167	Quoted	Fully paid	8.19	8.19	Yes	N.A.
46	Vardhman Textiles Ltd.	Others	35839	35839	Quoted	Fully paid	98.33	98.33	Yes	N.A.
47	Delhi Stock Exchange Ltd.	Others	748250	748250	Unquoted	Fully paid	523.78	523.78	Yes	N.A.
48	Essar Steel Ltd.	Others	5000	5000	Unquoted	Fully paid	3.34	3.34	Yes	N.A.
49	Monte Carlo Fashions Ltd.	Associate	1575000	1575000	Unquoted	Fully paid	26.25	26.25	Yes	N.A.



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50	Nimbua Greenfield (Punjab) Ltd.	Others	140625	140625	Unquoted	Fully paid	14.06	14.06	Yes	N.A.
51	Oswal Woollen Mills Ltd.	Associate	1462500	1462500	Unquoted	Fully paid	48.75	48.75	Yes	N.A.
Investments through HDFC Portfolio Management Services (Equity PMS)										
52	ACC Ltd.	Others	0	1255	Quoted	Fully paid	0.00	17.38	Yes	N.A.
53	Bajaj Electricals Ltd.	Others	0	6094	Quoted	Fully paid	0.00	12.72	Yes	N.A.
54	Bank of Baroda	Others	0	1390	Quoted	Fully paid	0.00	10.93	Yes	N.A.
55	Bharti Airtel Ltd.	Others	0	4002	Quoted	Fully paid	0.00	12.21	Yes	N.A.
56	Birla Corporation Ltd.	Others	0	2658	Quoted	Fully paid	0.00	7.80	Yes	N.A.
57	Britannia Industries Ltd.	Others	0	2447	Quoted	Fully paid	0.00	11.97	Yes	N.A.
58	Century Textiles & Industries Ltd.	Others	0	2143	Quoted	Fully paid	0.00	8.02	Yes	N.A.
59	CMC Ltd.	Others	0	1477	Quoted	Fully paid	0.00	12.78	Yes	N.A.
60	Crompton Greaves Limited.	Others	0	13761	Quoted	Fully paid	0.00	12.92	Yes	N.A.
61	Electrosteel Castings Ltd.	Others	0	35294	Quoted	Fully paid	0.00	16.65	Yes	N.A.
62	Exide Industries Ltd.	Others	0	10660	Quoted	Fully paid	0.00	15.09	Yes	N.A.
63	Gail India Ltd.	Others	0	3536	Quoted	Fully paid	0.00	11.00	Yes	N.A.
64	Gammon India Ltd.	Others	0	8095	Quoted	Fully paid	0.00	18.13	Yes	N.A.
65	Geodesic Ltd.	Others	0	15160	Quoted	Fully paid	0.00	6.48	Yes	N.A.
66	Grasim Industries Ltd.	Others	0	380	Quoted	Fully paid	0.00	11.98	Yes	N.A.
67	GVK Power and Infrastructure Ltd.	Others	0	45348	Quoted	Fully paid	0.00	5.38	Yes	N.A.
68	Hindustan Unilever Ltd.	Others	0	2579	Quoted	Fully paid	0.00	12.22	Yes	N.A.
69	ICICI Bank Ltd.	Others	0	728	Quoted	Fully paid	0.00	7.03	Yes	N.A.
70	Indiabulls Infrastructure and Power Ltd.	Others	0	40252	Quoted	Fully paid	0.00	1.99	Yes	N.A.
71	Indiabulls Real Estate Ltd.	Others	0	13645	Quoted	Fully paid	0.00	17.97	Yes	N.A.
72	Indian Oil Corporation Ltd.	Others	0	5394	Quoted	Fully paid	0.00	14.66	Yes	N.A.
73	Infosys Ltd.	Others	0	923	Quoted	Fully paid	0.00	23.88	Yes	N.A.
74	ISMT Ltd.	Others	0	21876	Quoted	Fully paid	0.00	7.01	Yes	N.A.
75	Lupin Ltd.	Others	0	1433	Quoted	Fully paid	0.00	8.42	Yes	N.A.
76	Mahindra Forgings Ltd.	Others	0	15475	Quoted	Fully paid	0.00	18.10	Yes	N.A.
77	Marico Kaya Enterprises	Others	74.02	0	Unquoted	Fully paid	1.17	0.00	Yes	N.A.
78	NMDC Ltd.	Others	0	6209	Quoted	Fully paid	0.00	9.98	Yes	N.A.
79	Pantaloon Retail India Ltd. Class B	Others	0	6660	Quoted	Fully paid	0.00	7.40	Yes	N.A.
80	Power Grid Corporation of India Ltd.	Others	0	7729	Quoted	Fully paid	0.00	8.60	Yes	N.A.
81	Petronet Lng Ltd.	Others	0	10620	Quoted	Fully paid	0.00	16.72	Yes	N.A.
82	Punjab National Bank	Others	0	2380	Quoted	Fully paid	0.00	22.19	Yes	N.A.
83	Savita Oil Technologies Ltd.	Others	0	3933	Quoted	Fully paid	0.00	10.25	Yes	N.A.
84	State Bank of India	Others	0	1083	Quoted	Fully paid	0.00	26.19	Yes	N.A.
85	Sterlite Industries Ltd.	Others	0	12789	Quoted	Fully paid	0.00	15.00	Yes	N.A.
86	Tata Motors DVR A Ord	Others	0	9652	Quoted	Fully paid	0.00	10.45	Yes	N.A.
Investments through HDFC Portfolio Management Services (HDFC Real Estate Portfolio-I)										
87	Ansal Hi-Tech Townships Ltd.	Others	17356	17356	Unquoted	Fully paid	15.31	15.31	Yes	N.A.
88	BCC Infrastructure Pvt.Ltd.	Others	305	305	Unquoted	Fully paid	0.03	0.03	Yes	N.A.
89	Godrej Estate Developers Pvt. Ltd.	Others	0	85	Unquoted	Fully paid	0.00	15.61	Yes	N.A.
90	Godrej Sea View Properties Pvt. Ltd.	Others	0	725	Unquoted	Fully paid	0.00	16.28	Yes	N.A.
91	Kunal Spaces Private Ltd.	Others	274	274	Unquoted	Fully paid	0.03	0.03	Yes	N.A.
92	Nitesh Housing Developers Pvt. Ltd.	Others	1454	1454	Unquoted	Fully paid	5.18	5.18	Yes	N.A.
93	Total Environment Projects I Pvt. Ltd.	Others	780	780	Unquoted	Fully paid	0.08	0.08	Yes	N.A.
94	VBHC Chennai Value Homes Pvt. Ltd.	Others	0	139	Unquoted	Fully paid	0.00	0.01	Yes	N.A.
95	VBHC Delhi Projects Pvt. Ltd. Class A	Others	0	1415	Unquoted	Fully paid	0.00	0.01	Yes	N.A.



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96	VBHC Delhi Value Homes Pvt. Ltd.	Others	0	136	Unquoted	Fully paid	0.00	0.01	Yes	N.A.
97	VBHC Mumbai Value Homes Pvt. Ltd.	Others	0	1415	Unquoted	Fully paid	0.00	0.01	Yes	N.A.
	Total						21452.94	22081.82		
(c) Investments in Preference Shares										
Direct Investments										
Investments through HDFC Portfolio Management Services (HDFC Real Estate Portfolio-I)										
98	Arimas Developers Private Limited	Others	3063	3063	Unquoted	Fully paid	0.03	0.03	Yes	N.A.
99	BCC Infrastructure Pvt. Ltd.	Others	876	876	Unquoted	Fully paid	0.09	0.09	Yes	N.A.
100	Eka World Private Ltd.	Others	2557	2557	Unquoted	Fully paid	0.03	0.03	Yes	N.A.
101	Runwal Township Pvt. Ltd. Class A	Others	289	289	Unquoted	Fully paid	0.00	0.00	Yes	N.A.
102	Runwal Township Pvt. Ltd. Class B	Others	427	427	Unquoted	Fully paid	0.00	0.00	Yes	N.A.
103	Runwal Township Pvt. Ltd. Class C	Others	289	289	Unquoted	Fully paid	12.13	12.13	Yes	N.A.
	TOTAL						12.28	12.28		
(d) Investments in Government or Trust Securities										
			-	-	-	-	-	-	-	-
(e) Investments in Debentures or Bonds										
104	India Infrastructure Finance Company Ltd. (Tax Free Bonds)	Others	0	200	Quoted	Fully paid	0.00	200.50	Yes	N.A.
105	India Infrastructure Finance Company Ltd. (Tax Free Bonds)	Others	20000	0	Quoted	Fully paid	200.00	0.00	Yes	N.A.
106	Citicorp Finance India Limited Sr-417 (NCD) Th.JM PMS	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
107	Citicorp Finance India Limited Sr-500 (NCD) Th. Motilal pms	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
108	Citicorp Finance India Limited Sr-503 (NCD) Th.Motilal pms	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
109	Citicorp Finance India Limited Sr-512 (NCD) Th.Motilal pms	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
110	ECL Finance Ltd. B6L202 (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
111	ECL Finance Ltd. L3L201 (NCD)	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
112	ECL Finance Ltd. L3A202 (NCD)	Others	0	150	Quoted	Fully paid	0.00	150.00	Yes	N.A.
113	ECL Finance Ltd. A4C303 (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
114	ECL Finance Ltd. B6C402 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
115	ECL Finance Ltd. C7C402 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
116	ECL Finance Ltd. C6E401 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
117	ECL Finance Ltd. C6F401 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
118	India Infoline Finance Limited (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.



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119	India Infoline Finance Limited (NCD)	Others	4925	4925	Quoted	Fully paid	49.25	49.25	Yes	N.A.
120	Morgan Stanley India Capital Private Limited (NCD) Th. Religare PMS	Others	20	20	Quoted	Fully paid	200.00	200.00	Yes	N.A.
121	Religare Finvest Limited (NCD)	Others	40000	40000	Quoted	Fully paid	400.00	400.00	Yes	N.A.
122	Housing and Urban Development Corporation Ltd. (Tax Free Bonds)	Others	10000	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
123	National Housing Bank (Tax Free Bonds)	Others	1444	0	Quoted	Fully paid	72.20	0.00	Yes	N.A.

Investments through HDFC Portfolio Management Services (HDFC Real Estate Portfolio-I) Debentures

124	Almond Infrabuild Pvt. Ltd.	Others	0	30940	Unquoted	Fully paid	0.00	30.94	Yes	N.A.
125	Anand Divine Developers Pvt.Ltd.-II	Others	14051	14051	Unquoted	Fully paid	14.05	14.05	Yes	N.A.
126	Arimas Developers Pvt. Ltd. Class B August 2011	Others	19118	19118	Unquoted	Fully paid	19.12	19.12	Yes	N.A.
127	Aristo Realtors Pvt. Ltd.	Others	1100	1675	Unquoted	Fully paid	11.00	16.75	Yes	N.A.
128	Aristo Realtors Pvt. Ltd.-II	Others	446	446	Unquoted	Fully paid	4.46	4.46	Yes	N.A.
129	Aristo Realtors Pvt. Ltd.-III	Others	635	635	Unquoted	Fully paid	6.35	6.35	Yes	N.A.
130	Aristo Realtors Pvt. Ltd.-IV	Others	1454	1454	Unquoted	Fully paid	14.54	14.54	Yes	N.A.
131	Atithi Building Commodities Pvt. Ltd.	Others	3333	3333	Unquoted	Fully paid	33.33	33.33	Yes	N.A.
132	Atithi Building Commodities Pvt. Ltd.-II	Others	482	482	Unquoted	Fully paid	4.82	4.82	Yes	N.A.
133	BCC Infrastructure Pvt. Ltd. Class A	Others	0	90	Unquoted	Fully paid	0.00	0.09	Yes	N.A.
134	BCC Infrastructure Pvt. Ltd. Class A Deb. - III	Others	8085	11547	Unquoted	Fully paid	8.09	11.55	Yes	N.A.
135	BCC Infrastructure Pvt. Ltd. Class A Deb. - IV)	Others	11547	11547	Unquoted	Fully paid	11.55	11.55	Yes	N.A.
136	Bhaveshwar Properties Pvt. Ltd.	Others	0	6818	Unquoted	Fully paid	0.00	6.82	Yes	N.A.
137	Dharmesh Constructions Pvt. Ltd.	Others	13011	14455	Unquoted	Fully paid	13.01	14.46	Yes	N.A.
138	Dharmesh Constructions Pvt. Ltd. II	Others	14543	14543	Unquoted	Fully paid	14.54	14.54	Yes	N.A.
139	Ekta Parkville Class A Series 2	Others	0	2331	Unquoted	Fully paid	0.00	2.33	Yes	N.A.
140	Ekta Parkville Homes Pvt. Ltd.	Others	2055	20922	Unquoted	Fully paid	2.06	20.92	Yes	N.A.
141	Ekta Parkville Homes Pvt. Ltd. II	Others	5245	5245	Unquoted	Fully paid	5.25	5.25	Yes	N.A.
142	Ekta Parkville Homes Pvt. Ltd. III	Others	0	4186	Unquoted	Fully paid	0.00	4.19	Yes	N.A.
143	Ekta World Pvt. Ltd. Class A Series 1	Others	0	544	Unquoted	Fully paid	0.00	0.54	Yes	N.A.
144	Ekta World Pvt. Ltd. Class A Series 2	Others	3508	6121	Unquoted	Fully paid	3.51	6.12	Yes	N.A.
145	Kunal Spaces Pvt.Ltd. Class A	Others	3668	7924	Unquoted	Fully paid	3.67	7.92	Yes	N.A.
146	Kunal Spaces Pvt.Ltd. Class A II	Others	7942	7942	Unquoted	Fully paid	7.94	7.94	Yes	N.A.
147	Marvel Realtors and Developers Series 1	Others	4429	6885	Unquoted	Fully paid	4.43	6.89	Yes	N.A.
148	Marvel Realtors and Developers Series 2	Others	9953	9953	Unquoted	Fully paid	9.95	9.95	Yes	N.A.
149	Neelkanth Vinayak Realtors Pvt. Ltd.	Others	0	9696	Unquoted	Fully paid	0.00	9.70	Yes	N.A.



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150	Nilkanth Tech Park Pvt. Ltd. 2011	Others	0	1030	Unquoted	Fully paid	0.00	1.03	Yes	N.A.
151	Nilkanth Tech Park Pvt. Ltd. 2011 - II	Others	1231	13977	Unquoted	Fully paid	1.23	13.98	Yes	N.A.
152	Nilkanth Tech Park Pvt. Ltd. 2011 - III	Others	8419	8419	Unquoted	Fully paid	8.42	8.42	Yes	N.A.
153	Nitesh Housing Developers Pvt. Ltd.- IV	Others	0	3374	Unquoted	Fully paid	0.00	3.37	Yes	N.A.
154	Nitesh Housing Developers Pvt. Ltd.-III	Others	0	2873	Unquoted	Fully paid	0.00	2.87	Yes	N.A.
155	Nitesh Land Holding Pvt. Ltd.	Others	5689	5689	Unquoted	Fully paid	5.69	5.69	Yes	N.A.
156	Runwal Township Pvt. Ltd.	Others	0	31930	Unquoted	Fully paid	0.00	31.93	Yes	N.A.
157	Runwal Township Pvt. Ltd. Class B	Others	16143	16143	Unquoted	Fully paid	16.14	16.14	Yes	N.A.
158	Total Environment Habitat Pvt. Ltd.	Others	34247	34247	Unquoted	Fully paid	34.25	34.25	Yes	N.A.
159	Total Environment Projects Pvt. Ltd.-II	Others	586	586	Unquoted	Fully paid	0.59	0.59	Yes	N.A.
160	Total Environment Projects-I	Others	9485	9485	Unquoted	Fully paid	9.49	9.49	Yes	N.A.
161	Total Environment Projects-III	Others	2195	2195	Unquoted	Fully paid	2.20	2.20	Yes	N.A.
162	VBHC Chennai Value Homes Pvt. Ltd. Class A	Others	0	8602	Unquoted	Fully paid	0.00	8.60	Yes	N.A.
163	VBHC Delhi Projects Pvt. Ltd. 2011	Others	0	5331	Unquoted	Fully paid	0.00	5.33	Yes	N.A.
164	VBHC Delhi Value Homes Pvt. Ltd. -I	Others	0	6960	Unquoted	Fully paid	0.00	6.96	Yes	N.A.
165	VBHC Mumbai Value Homes Pvt. Ltd.	Others	0	16011	Unquoted	Fully paid	0.00	16.01	Yes	N.A.
	TOTAL						2321.10	1951.71		
(f) Investments in Mutual Funds										
	Debt Mutual Funds						-	-		
166	Axis Income Fund (Growth option)	Others	858082.231	2801603.073	Quoted	Fully paid	95.00	295.00	Yes	N.A.
167	Axis Fixed Maturity Plan Direct Plan(Growth Option)	Others	980000.000	0.000	Quoted	Fully paid	98.00	0.00	Yes	N.A.
168	Axis Dynamic Bond Fund Direct Plan (Growth Option)	Others	797200.233	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
169	BOI AXA Fixed Maturity plan Regular plan (Growth Option)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
170	Birla Sunlife Dynamic Bond Fund Retail (Growth option)	Others	0.000	532797.858	Quoted	Fully paid	0.00	99.50	Yes	N.A.
171	Birla Sunlife Fixed Term Plan Direct plan (Growth Option)	Others	6500000.000	0.000	Quoted	Fully paid	650.00	0.00	Yes	N.A.
172	Birla Sunlife Income Plus Regular Plan (Growth Option)	Others	200761.800	0.000	Quoted	Fully paid	110.00	0.00	Yes	N.A.
173	Canara Robeco Indigo Fund (Growth Option)	Others	0.000	1039845.889	Quoted	Fully paid	0.00	125.00	Yes	N.A.
174	Canara Robeco Dynamic Bond Fund Regular Plan (Growth Option)	Others	1537881.022	0.000	Quoted	Fully paid	210.00	0.00	Yes	N.A.
175	DSP Black Rock FMP 12M (Growth Option)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
176	DSP Black Rock FMP S-144 Direct Plan (Growth option)	Others	1500000.000	0.000	Quoted	Fully paid	150.00	0.00	Yes	N.A.



177	DWS Fixed Term Fund S-93 (18M) (Growth option)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
178	DWS FMP S-57 Direct Plan (Growth Option)	Others	2100000.000	0.000	Quoted	Fully paid	210.00	0.00	Yes	N.A.
179	L&T Global Real Assets Fund (Growth option)	Others	1714066.156	1334881.590	Quoted	Fully paid	300.84	201.02	Yes	N.A.
180	Franklin Templeton Fixed Tenure Fund(Growth Option)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
181	HDFC Debt Fund for Cancer Cure (Dividend Option)	Others	0.000	250000.000	Quoted	Fully paid	0.00	25.00	Yes	N.A.
182	HDFC Debt Fund for Cancer Cure 2014(Dividend Option)	Others	250000.000	0.000	Quoted	Fully paid	25.00	0.00	Yes	N.A.
183	HDFC Fixed Maturity Plan (Growth Option)	Others	0.000	3000000.000	Quoted	Fully paid	0.00	300.00	Yes	N.A.
184	HDFC Fixed Maturity Plan Direct Plan (Growth Option)	Others	3500000.000	0.000	Quoted	Fully paid	350.00	0.00	Yes	N.A.
185	HDFC Income Fund (Growth Option)	Others	370915.754	815041.273	Quoted	Fully paid	100.00	198.00	Yes	N.A.
186	HDFC Medium Term Opportunities Fund Direct plan (Growth Option)	Others	845477.368	0.000	Quoted	Fully paid	109.79	0.00	Yes	N.A.
187	HDFC High Interest Fund Regular Plan(Growth Option)	Others	250852.271	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
188	HDFC Income Fund Direct Plan (Growth Option)	Others	725636.747	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
189	HSBC Fixed Term Fund Series 86 (Growth option)	Others	0.000	3000000.000	Quoted	Fully paid	0.00	300.00	Yes	N.A.
190	JP Morgan India Active Bond Fund - Retail Plan (Growth)	Others	3272155.496	1612630.931	Quoted	Fully paid	425.00	200.00	Yes	N.A.
191	JP Morgan India Fixed Maturity Plan Direct Plan (Growth)	Others	2000000.000	1000000.000	Quoted	Fully paid	200.00	100.00	Yes	N.A.
192	ICICI Prudential Fixed Maturity Plan (Growth Option)	Others	4850000.000	9000000.000	Quoted	Fully paid	485.00	900.00	Yes	N.A.
193	ICICI Prudential Fixed Maturity Plan Direct Plan (Growth Option)	Others	8375524.000	0.000	Quoted	Fully paid	860.00	0.00	Yes	N.A.
194	ICICI Prudential Income opportunities fund institutional (Growth option)	Others	0.000	2882005.007	Quoted	Fully paid	0.00	400.00	Yes	N.A.
195	ICICI Prudential Income opportunities fund institutional Direct plan (Growth option)	Others	2418408.328	0.000	Quoted	Fully paid	400.00	0.00	Yes	N.A.
196	ICICI Prudential Corporate Bond Fund Regular Plan (Growth)	Others	1685569.178	580578.488	Quoted	Fully paid	300.00	100.00	Yes	N.A.
197	ICICI Prudential Income Plan Regular Plan (Growth Option)	Others	521290.820	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
198	IDBI FMP Direct Plan (Growth option)	Others	6000000.000	6000000.000	Quoted	Fully paid	600.00	600.00	Yes	N.A.
199	IDFC FMP Direct Plan (Growth Option)	Others	2986891.741	0.000	Quoted	Fully paid	298.69	0.00	Yes	N.A.
200	IDFC Dynamic Bond Fund - Direct Plan (Growth)	Others	0.000	1432396.667	Quoted	Fully paid	0.00	200.00	Yes	N.A.
201	IDFC Super Saver Income Fund Investment Plan - Direct Plan (Growth)	Others	683749.806	352074.245	Quoted	Fully paid	200.00	100.00	Yes	N.A.



202	Kotak Bond Regular (Growth option)	Others	0.000	308482.329	Quoted	Fully paid	0.00	99.00	Yes	N.A.
203	Kotak Bond - Direct Plan (Growth option)	Others	0.000	294471.879	Quoted	Fully paid	0.00	100.00	Yes	N.A.
204	Kotak Fixed Maturity Plan (Growth Option)	Others	0.000	4000000.000	Quoted	Fully paid	0.00	400.00	Yes	N.A.
205	Kotak Fixed Maturity Plan Direct Plan (Growth Option)	Others	6017250.000	0.000	Quoted	Fully paid	601.73	0.00	yes	N.A.
206	L & T FMP (Growth)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
207	L & T FMP Direct Plan (Growth)	Others	1500000.000	0.000	Quoted	Fully paid	150.00	0.00	Yes	N.A.
208	L & T Triple Ace Bond Fund Regular Plan (Bonus Option)	Others	1607932.467	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
209	L & T Triple Ace Bond Fund Regular Plan (Growth Option)	Others	313380.403	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
210	Pramerica Fixed Duration Fund - Direct Plan (Growth)	Others	30000.000	10000.000	Quoted	Fully paid	300.00	100.00	Yes	N.A.
211	Principal PNB Fixed Maturity plan Regular Plan (Growth option)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
212	Principal PNB Fixed Maturity plan Direct Plan (Growth option)	Others	3000000.000	0.000	Quoted	Fully paid	300.00	0.00	Yes	N.A.
213	Reliance Dynamic Bond Fund (Growth)	Others	664761.018	640725.814	Quoted	Fully paid	110.00	100.00	Yes	N.A.
214	Reliance Fixed Horizon Fund (Growth Option)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
215	Reliance Fixed Horizon Fund Direct Plan (Growth Option)	Others	1036329.153	0.000	Quoted	Fully paid	103.63	0.00	Yes	N.A.
216	Religare FMP (Growth)	Others	0.000	8000000.000	Quoted	Fully paid	0.00	800.00	Yes	N.A.
217	Religare FMP Direct Plan (Growth)	Others	7300000.000	2000000.000	Quoted	Fully paid	730.00	200.00	Yes	N.A.
218	Reliance Income Fund - Bonus (Growth)	Others	0.000	1828508.738	Quoted	Fully paid	0.00	200.00	Yes	N.A.
219	SBI Magnum Income Fund (Growth)	Others	1342178.647	1751587.900	Quoted	Fully paid	400.00	498.23	Yes	N.A.
220	SBI Magnum Income Fund - Direct Plan (Growth)	Others	0.000	694401.044	Quoted	Fully paid	0.00	200.00	Yes	N.A.
221	SBI Magnum Dynamic Bond Fund - Direct Plan (Growth)	Others	0.000	682342.345	Quoted	Fully paid	0.00	100.00	Yes	N.A.
222	SBI Magnum Dynamic Bond Fund Regular Plan (Growth)	Others	1363791.937	0.000	Quoted	Fully paid	205.00	0.00	Yes	N.A.
223	SBI Debt Fund Series (Growth option)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
224	SBI Debt Fund Series Direct Plan (Growth option)	Others	5778405.333	1000000.000	Quoted	Fully paid	577.841	100.00	Yes	N.A.
225	Tata Fixed Horizon Fund Direct Plan (Growth Option)	Others	4000000.000	3000000.000	Quoted	Fully paid	400.00	300.00	Yes	N.A.
226	Tata Income Fund - Bonus Option (Appreciation)	Others	0.000	949067.751	Quoted	Fully paid	0.00	100.00	Yes	N.A.
227	TATA Dynamic Bond Fund Regular Plan (Growth Option)	Others	1097303.377	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
228	Templeton India Corporate Bond Opportunities Fund (Growth option)	Others	3919268.994	3919268.994	Quoted	Fully paid	400.00	400.00	Yes	N.A.
229	Templeton India Income Builder Account Plan - A (Growth Option)	Others	246836.177	543906.466	Quoted	Fully paid	100.00	198.50	Yes	N.A.
230	Templeton India Income Opportunities Fund (Growth Option)	Others	2262652.620	3181467.653	Quoted	Fully paid	300.00	398.00	Yes	N.A.



231	UTI Fixed Maturity Plan (Growth Option)	Others	1000000.000	6000000.000	Quoted	Fully paid	100.00	600.00	Yes	N.A.
232	UTI Fixed Maturity Plan Direct Plan (Growth Option)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
233	UTI Credit Opportunities Fund (Growth)	Others	4947419.647	1000000.000	Quoted	Fully paid	519.60	100.00	Yes	N.A.
234	UTI Dynamic Bond Fund Direct Plan (Growth Option)	Others	1553615.263	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
Investments through HDFC Portfolio Management Services (HDFC Real Estate Portfolio-I)										
235	HDFC Cash Management Fund Treasury Advantage Plan Weekly Dividend - Direct Plan	Others	268547.890	0.000	Quoted	Fully paid	27.01	0.00	Yes	N.A.
Investments through ICICI Portfolio Management Services Ltd.										
236	ICICI Prudential Liquid Plan Weekly Dividend - Direct Plan	Others	9291.559	0.000	Quoted	Fully paid	9.31	0.00	Yes	N.A.
Equity Mutual Funds										
237	Pinebridge India Equity Fund Regular (Dividend Payout option)	Others	479574.631	377682.465	Quoted	Fully paid	60.00	48.00	Yes	N.A.
238	Birla Sunlife MNC Fund (Dividend payout option)	Others	0.000	170176.488	Quoted	Fully paid	0.00	150.00	Yes	N.A.
239	DSP Black Rock Micro Cap Fund (Growth Option)	Others	0.000	1021961.050	Quoted	Fully paid	0.00	175.00	Yes	N.A.
240	DWS Global Agribusiness Offshoren Fund Regular Plan (Growth)	Others	626225.141	725689.405	Quoted	Fully paid	100.00	100.00	Yes	N.A.
241	DWS Top Euroland Offshore Fund Regular Plan (Growth Option)	Others	383624.595	0.000	Quoted	Fully paid	50.00	0.00	Yes	N.A.
242	HDFC Balanced Fund (Dividend payout option)	Others	0.000	563863.692	Quoted	Fully paid	0.00	115.00	Yes	N.A.
243	HDFC Core & Satellite Fund (Dividend Option)	Others	490392.760	490392.760	Quoted	Fully paid	110.00	110.00	Yes	N.A.
244	HDFC Equity Fund (Dividend payout option)	Others	0.000	179664.138	Quoted	Fully paid	0.00	80.00	Yes	N.A.
245	HDFC Mid Cap Opportunities Fund (Dividend Option)	Others	0.000	1220161.774	Quoted	Fully paid	0.00	200.00	Yes	N.A.
246	HDFC Prudence Fund (Dividend option)	Others	165314.544	382962.466	Quoted	Fully paid	40.00	100.00	Yes	N.A.
247	HDFC Top 200 Fund (Dividend Option)	Others	194883.020	194883.020	Quoted	Fully paid	100.00	100.00	Yes	N.A.
248	JP Morgan Europe Dynamic Equity Offshore Fund Regular Plan (Growth Option)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
249	ICICI Prudential Balanced Advantage Fund Regular Plan (Growth Option)	Others	1737888.966	0.000	Quoted	Fully paid	300.00	0.00	Yes	N.A.
250	ICICI Prudential Equity Arbitrage fund Regular Plan (Growth Option)	Others	592066.311	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.



251	ICICI Prudential US Bluechip Equity Fund Regular Plan (Growth)	Others	706125.100	1000000.000	Quoted	Fully paid	105.00	100.00	Yes	N.A.
252	ICICI Prudential Blended Plan - Plan A Regular Plan (Growth)	Others	0.000	585566.669	Quoted	Fully paid	0.00	99.00	Yes	N.A.
253	ICICI Prudential Global Stable Equity Fund Regular Plan (Growth Option)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
254	Kotak 50 (Dividend payout)	Others	0.000	369999.710	Quoted	Fully paid	0.00	115.26	Yes	N.A.
255	Pramerica Dynamic Fund (Dividend option)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
256	Reliance Long Term Equity Fund (dividend Option)	Others	0.000	902843.446	Quoted	Fully paid	0.00	150.00	Yes	N.A.
257	SBI Balanced Fund (Dividend Payout)	Others	342360.452	814765.171	Quoted	Fully paid	81.75	201.75	Yes	N.A.
258	SBI Magnum Comma Fund (Dividend Option)	Others	526038.927	526038.927	Quoted	Fully paid	100.00	100.00	Yes	N.A.
259	SBI PSU Fund (Dividend Option)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
260	TATA Balanced Fund (Dividend Option)	Others	280889.530	260780.468	Quoted	Fully paid	137.81	128.82	Yes	N.A.
261	TATA Equity P/E Fund (Dividend Trigger A Option)	Others	420766.973	420766.973	Quoted	Fully paid	156.99	156.99	Yes	N.A.
262	Tata Indo Global Infrastructure Fund (Dividend Option)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
263	Tata Infrastructure Fund (Dividend Option)	Others	345564.651	345564.651	Quoted	Fully paid	75.19	75.19	Yes	N.A.
264	UTI Banking Sector Fund (Dividend Option)	Others	463352.991	463352.991	Quoted	Fully paid	110.00	110.00	Yes	N.A.
MIP Mutual Funds (Debt - More than 50%)										
265	Axis Capital Protected Oriented Fund (Growth option)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
266	Axis Triple Advantage Fund (Growth Option)	Others	1225157.436	1225157.436	Quoted	Fully paid	137.50	137.50	Yes	N.A.
267	Axis Hybrid Fund Series -8 1279 Days Regular plan (Growth Option)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
268	Birla Sunlife Capital Protection Oriented Fund (Growth Option)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
269	DSP Black Rock Dual Advantages Fund Regular Plan (Growth option)	Others	2000000.000	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
270	Franklin Templeton MIP -A Regular Plan(Growth Option)	Others	440755.161	0.000	Quoted	Fully paid	150.00	0.00	Yes	N.A.
271	HDFC Monthly Income Plan Long Term (Growth option),	Others	0.000	1543989.273	Quoted	Fully paid	0.00	400.00	Yes	N.A.



272	HDFC Capital Protection Oriented Fund Regular Plan (Growth Plan)	Others	4057376.000	0.000	Quoted	Fully paid	405.74	0.00	Yes	N.A.
273	ICICI Prudential MIP-25 (Growth Option),	Others	885896.527	885896.527	Quoted	Fully paid	200.00	200.00	Yes	N.A.
274	ICICI Prudential Capital protection Oriented Fund Regular plan(Growth Option)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
275	IDFC MIP Regular Plan (Growth option)	Others	1502855.426	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
276	Kotak MIP (Growth)	Others	0.000	578652.676	Quoted	Fully paid	0.00	105.00	Yes	N.A.
277	SBI Monthly Income Plan Regular plan(Growth Option)	Others	401181.077	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
278	TATA Dual Advantage Fund Scheme A 3 Year Close Ended Regular Plan (Growth Option)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
279	TATA Monthly Income Plus Fund Plan - A Regular Plan (Growth Option)	Others	509821.715	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
Gold Mutual Funds										
280	SBI Gold Fund (Growth option)	Others	1017410.340	2017410.340	Quoted	Fully paid	100.00	200.00	Yes	N.A.
281	HDFC Gold Fund	Others	915669.685	915669.685	Quoted	Fully paid	99.50	99.50	Yes	N.A.
282	E-Gold	Others	901.000	901.000	Quoted	Fully paid	29.26	29.26	Yes	N.A.
Venture Funds										
283	Kotak India Venture fund, Life Sciences & Biotech Fund through Kotak Mahindra Bank Ltd.	Others	16000.000	16000.000	Unquoted	Fully paid	64.78	76.96	Yes	N.A.
284	IIFL Real Estate Fund (Domestic) - Series 1	Others	97191.000	97191.000	Unquoted	Fully paid	93.42	47.19	Yes	N.A.
285	IDFC Real Estate Yield Fund	Others	19900.000	0.000	Unquoted	Partly Paid	79.00	0.00	Yes	N.A.
Investments through ICICI Portfolio Management Services Ltd.										
286	ICICI Venture India Advantage III, a Real Estate Fund	Others	74805.852	83113.274	Unquoted	Fully paid	74.81	83.11	Yes	N.A.
TOTAL							17972.19	15130.79		
(h) Other non-current investments (specify nature)										
TOTAL OTHER INVESTMENT ' B '							41758.50	39176.60		
TOTAL INVESTMENT 'A + B ' SUMMARY							42285.49	39570.80		
Book Value of Quoted Investments							40702.31	38038.43		
Book Value of Unquoted Investments							1583.18	1532.36		
Market Value of Quoted Investments							39124.36	31815.74		

Note 10 Long Term Loan & Advance

Particulars	31-Mar-14	31-Mar-13
Security Deposits	3.42	0.00
Total	3.42	0.00


Note 11 Inventories

Equity Shares	202.35	392.89
Commodity	0.00	197.18
Real Estate Property	1412.09	2391.19
Total	1614.44	2981.26

Note 12 Cash And Cash Equivalents

a. Balances with banks*		
This includes:		
- Earmarked Balances (e.g. Unpaid dividend accounts)	29.11	25.10
- In Current Accounts	29.02	2.24
b. Cash Equivalent	74.29	84.74
c. Cash in hand	0.39	0.40
Total	132.81	112.48

Note 13 Short-term Loans and Advances

Secured Loans considered good	300.00	400.00
Unsecured Loans considered good	852.09	1280.00
Total	1152.09	1680.00

**Note 14. Other Current Assets
(Unsecured Considered Good)**

Interest Accrued	215.14	99.02
Others	25.49	126.32
Advance Taxes	529.70	286.49
Total	770.33	511.83

Note 15. Operating Income

GAIN/(LOSS) FROM TRADING OF SHARES/SECURITIES/OTHERS		
Opening Stock	(2981.26)	(3755.99)
Purchases	(698.94)	(940.87)
Sales of Securities	3140.55	2430.87
Closing Stock	1614.45	2981.26
	1074.80	715.27
Dividend Income	7.80	11.88
Interest Gross	0.00	11.72
Income From Stock Lending	5.95	3.59
Total	1088.55	742.46

Note 16. Other Income

Dividend Income	412.81	225.88
Interest Gross	573.33	554.47
Net Gain On Sale Of Investments	876.70	772.16
Misc Receipts	0.17	0.05
Provision For Standard Asset	1.30	0.00
Total	1864.31	1552.56


Note 17. Employee Benefits Expenses

Salary Wages And Bonus	174.43	108.15
Contribution To Group Insurance & Gratuity	3.08	0.54
Employee Welfare Exp.	2.54	1.55
Total	180.05	110.24

Note 18. Financial Expenses

- Interest To Banks		
- On Over Draft Account	4.36	8.02
- Other's	0.05	0.24
Total	4.41	8.26

Note 19. Other Expenses

Administrative Expenses (A)		
Conveyance	5.68	5.02
Rent	1.96	1.89
Fees and Taxes	7.57	0.24
Service Tax Others	0.50	0.42
Insurance	1.04	0.43
Legal and Professional Expenses	28.10	42.42
Printing and Stationery	0.92	2.12
Postage and Telegraph	0.61	1.45
Miscellaneous Expenses	0.16	0.16
Directors Sitting Fees	1.75	1.60
Travelling Expenses	0.69	0.42
Entertainment Exp	0.09	0.00
Telephone Expenses	0.85	1.24
Provision On Standard Assets	0.00	0.75
Security Transaction Tax (Main Unit)	1.57	4.69
Security Transaction Tax (Trading Unit)	0.89	1.39
Vehicle Fuel	2.18	0.52
Vehicle Repair	0.35	0.13
Vehicle Others	0.25	0.10
AGM Expenses	0.26	0.20
Building Repair & Maintenance	3.78	0.00
Auditors Remuneration		
Audit Fees	0.69	0.66
Tax Audit Fees	0.21	0.19
Certification Charges	0.07	0.04
Total (A)	60.17	66.08
Other Expenses (B)		
Charity & Donation	0.85	0.93
Previous Year Expenses	0.29	0.00
Amount Rounded off	(0.001)	(0.0000)
Bank Charges	0.14	0.10
Total (B)	1.28	1.03
Total (A To B)	61.45	67.11


Note 20. Earning Per Share

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

BASIC AND DILUTED

Earning per share has been computed as under:

BASIC		
a) Profit after Taxation	2198.12	1728.91
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	13.13	10.32
DILUTED		
a) Profit after Taxation	2198.12	1728.91
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	13.13	10.32

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

Particulars	As at 31 March 2014 (In Lacs)	As at 31 March 2013 (In Lacs)
(i) Contingent Liabilities		
a) Claims against the company not acknowledged as debt	-	-
b) Guarantees	-	-
c) Other money for which the company is contingently liable	-	-
(ii) Commitments		
(a) Estimated amount of contracts remaining to be executed on capital account (Net of Advances)	234.92	284.92
(b) Uncalled liability on shares and other investments partly paid	120.00	50.00
(c) Letter of Credit outstanding in favour of Suppliers of Goods(Net of Advances)	-	-
(d) Other commitments (Collateral Charge on Land against Bank Loan to Developer of Chennai Property)	3,650.00	-
Total	4,004.92	334.92


Note 22. Related Party Disclosure

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

Sr. No.	PARTICULARS	* ASSOCIATES		KEY MANAGEMENT PERSONNELS & THEIR RELATIVES		Total	
		Current Year (In Lacs)	Previous Year (In Lacs)	Current Year (In Lacs)	Previous Year (In Lacs)	Current Year (In Lacs)	Previous Year (In Lacs)
1	Loan Given	2062.00	1005.00	0.00	0.00	2062.00	1005.00
2	Loan Received Back	2062.00	1005.00	0.00	0.00	2062.00	1005.00
3	Director's Sitting Fee	0.00	0.00	0.40	0.35	0.40	0.35
4	Interest Received	71.03	59.48	0.00	0.00	71.03	59.48
5	Rent	1.96	1.89	0.00	0.00	1.96	1.89
6	Managerial Remuneration	0.00	0.00	120.00	60.00	120.00	60.00
7	Balance Payable	4.60	73.64	4.13	1.92	8.73	75.56

Note :
***Associates**

Nahar Spinning Mills Ltd., Nahar Poly Films Ltd., Nahar Industrial Enterprises Ltd., Oswal Woollen Mills Ltd., Monte Carlo Fashions Ltd., Cotton County Retail Ltd., Vanaik Spinning Mills Ltd., Abhilash Growth Fund (P) Ltd., Atam Vallabh Financers Ltd., Bermuda Insurance Brokers Pvt. Ltd., Kovalam Investments & Trading Co. Ltd., Monica Growth Fund (P) Ltd., Nagdevi Trading & Investments Co. Ltd., Nahar Growth Fund (P) Ltd., Neha Credit & Investments (P) Ltd., Ogden Trading & Investment Co. (P) Ltd., Palam Motels Ltd., Crown Stars Ltd., Ruchika Growth Fund (P) Ltd., Sankeshwar Holding Co. Ltd., Vanaik Investors Ltd., Vardhman Investments Ltd., J.L.Growth Fund Ltd., Jawahar Lal & Sons HUF, Girnar Investments Ltd. HUG Foods (P) Ltd., Simran & Shanaya Co. Ltd., Sidhant & Mannat Co. Ltd.

Key Management Personnel

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

Relatives of Key Management Personnel

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

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



Note 23. General

- a) In the opinion of the Board, the value of Current Assets, Loans and Advances have a value in the ordinary course of business at least equal to that stated in the Balance Sheet except in case of those shown as doubtful.
- b) As per Accounting Standard 17, issued by the Institute of Chartered Accountants of India Regarding Segment Reporting, the detail is as under :-

Particulars	Investment/Financial Activity		Real Estate Activity		Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Total Revenue	1934.27	1615.96	1018.59	679.05	2952.86	2295.01
Results						
Segment Result (Before Tax & Interest)	1830.26	1516.00	989.01	662.98	2819.27	2178.97
Less : A. Interest Paid	4.40	8.26	0.00	0.00	4.40	8.26
B. Other Unallocable Exp.	121.75	61.80	0.00	0.00	121.75	61.80
	126.15	70.06	0.00	0.00	126.15	70.06
Profit Before Tax					2693.12	2108.91
Less: Income Tax					(495.00)	(380.00)
Profit After Tax					2,198.12	1,728.91
Capital Employed						
Assets	44782.86	42190.70	1412.09	2391.19	46194.95	44581.89
Unallocable Assets	2915.19	3443.21	0.00	0.00	2915.19	3443.21
	47698.05	45633.91	1412.09	2391.19	49110.14	48025.10
Total Assets						
Segment Liabilities	123.08	983.96	-	73.32	123.08	1057.28
Unallocable Liabilities	788.88	673.88	-	0.00	788.88	673.88
	911.96	1657.84	-	73.32	911.96	1731.16
Total Liabilities						
Capital Expenditure					0.07	1070.54
Depreciation					13.83	0.50

- c) The Company is liable to pay tax as per provisions of section 115JB of the Income Tax Act, 1961. In accordance with the provisions of section 115JAA of the said Act, the Company is entitled to take credit of the tax paid under section 115JB of the said act. However, such credit has not been recognized in the financial statements, as there is no convincing evidence available that the Company will be paying tax as per normal provisions of the said act, during the period for which MAT credit can be carried forward, Hence no Deferred Tax Asset has been created.
- d) 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.
- e) Company has given collateral Security of Land not exceeding Rs. 3650.00 Lacs against loan taken from Indian Overseas Bank by Developer of Chennai Property i.e. M/s. Voora Property Developers (P) Ltd., for uninterrupted construction of villas.



Note 24. The Employee's Gratuity fund scheme is managed by LIC. The following Table set out the funded status of the gratuity plan recognized as per the company's financial statement as at 31.03.2014.

Sr.No.	Particulars	As at 31 March 2014	As at 31 March 2013
1	Assumptions		
	Discount Rate	8%	8%
	Salary Escalation	7%	7%
	Mortality Table (LIC)	1994-96 (Ultimate)	1994-96 (Ultimate)
2	Reconciliation of Opening and Closing balances of defined benefit obligation:		
	Present value of obligations as at the beginning of the year	16.31	14.49
	Interest Cost	1.34	1.16
	Current Service Cost	0.94	1.19
	Benefit Paid	0.00	0.00
	Acturial (gain)/(Loss) on obligations	2.18	(0.53)
	Present value of obligations as at the end of the year	20.77	16.31
3	Reconciliation of Opening and Closing balances of plan assets:		
	Fair value of plan as at the beginning of year	18.73	15.86
	Returns on plan asset	1.58	1.37
	Contributions	1.54	1.50
	Benefit Paid	(1.64)	-
	Acturial (gain)/(Loss) of Plan Asset	-	-
	Fair value of plan as at the end of year	20.21	18.73
4	Reconciliation of fair value of assets and obligations:		
	Present Value of obligations as at the end of year	20.78	16.31
	Fair value of plan as at the end of year	20.21	18.73
	Net Asset/(Liability) recognized in the Balance Sheet	1.54	2.43
5	Expenses Recognized in statement of Profit & Loss		
	Current Service Cost	0.94	1.19
	Interest Cost	1.34	1.16
	Expected return on plan asset	(1.58)	(1.37)
	Net Acturial (gain)/loss recognised in the year	2.18	(0.53)
	Expenses Recognized in statement of Profit & Loss	2.89	0.45



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

Particulars	Amt Outstanding 31/3/2014	Amt Overdue 31/3/2014	Amt Outstanding 31/3/2013	Amt Overdue 31/3/2013
1. Loans and advances availed by NBFC Inclusive of interest accrued thereon but not paid	0.00	0.00	0.00	0.00
a. Debentures (Other than falling with in the meaning of public deposits)				
(i) Secured	0.00	0.00	0.00	0.00
(ii) Unsecured	0.00	0.00	0.00	0.00
b. Deferred Credits	0.00	0.00	0.00	0.00
c. Term Loans	0.00	0.00	0.00	0.00
d. Inter-Corporate Loans & Borrowings	0.00	0.00	0.00	0.00
e. Commercial Paper	0.00	0.00	0.00	0.00
f. Other Loans (Over Draft Account)	0.00	0.00	915.11	0.00
2. Break up of Loans & Advances including bills receivable other than those including in (3) below				
a. Secured	300.00	0.00	400.00	0.00
b. Unsecured	852.09	0.00	1280.00	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 Sundry Debtors	As at 31.03.2014		As at 31.03.2013	
1. Financial Lease (Net of Depreciation and Lease adjustment)	0.00		0.00	
2. Operating Lease	0.00		0.00	
4. Break up of Investments				
a. Current Investments				
1. Quoted Investments				
a. Shares				
i) Equity	0.00		0.00	
ii) Preference	0.00		0.00	
b. Debentures & Bonds	0.00		0.00	
c. Units of Mutual Funds	0.00		0.00	
d. Government Securities	0.00		0.00	
e. Others (Please specify)	0.00		0.00	
2. Unquoted Investments				
a. Shares				
i) Equity	0.00		0.00	
ii) Preference	0.00		0.00	
b. Debentures & Bonds	0.00		0.00	
c. Units of Mutual Funds	0.00		0.00	
d. Government Securities	0.00		0.00	
e. Others (Please specify)	0.00		0.00	



b. Long Term Investments

1. Quoted		
-Shares	20990.68	21615.16
-Preference	0.00	0.00
-Debentures & Bonds	2051.45	1499.75
-Units of Mutual Funds	17660.18	14923.52
-Government Securities	0.00	0.00
Total	40702.31	38038.43
2. Unquoted		
-Shares	647.46	678.23
-Preference	354.06	194.92
-Debentures & Bonds	269.65	451.96
-Units of Mutual Funds/Venture Funds	312.01	207.26
-GOI Securities	0.00	0.00
-Other (Please specify)	0.00	0.00
Total	1583.18	1532.37
Grand Total	42285.49	39570.80

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

Particulars	Amount Net of Provisions				Total	
	Secured		Unsecured		Total	
	31.03.14	31.03.13	31.03.14	31.03.13	31.03.14	31.03.13
1) Related Parties						
a) Subsidiaries	0.00	0.00	0.00	0.00	0.00	0.00
b) Companies in the Same Group	0.00	0.00	0.00	0.00	0.00	0.00
c) Other related parties	0.00	0.00	0.00	0.00	0.00	0.00
2) Other than related Parties	300.00	400.00	852.09	1280.00	1152.09	1680.00
Total	300.00	400.00	852.09	1280.00	1152.09	1680.00

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)	
	31.03.2014	31.03.2013	31.03.2014	31.03.2013
1) Related Parties				
a) Subsidiaries	0.00	0.00	0.00	0.00
b) Companies in the Same Group	16522.64	12354.54	19032.37	19032.37
c) Other related parties	0.00	0.00	0.00	0.00
2) Other than related Parties	24184.89	20993.57	23253.12	20538.43
Total	40707.53	33348.11	42285.49	39570.80

7. Other Information

Particulars	Amount as on 31.03.2014	Amount as on 31.03.2013
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


Note 26. Disclosure of details as required by Para 5 of Reserve Bank of India Circular No. RBI 2008-09/116 DNBS (PD) CC.No.125/03.05.002/2008-09

I. Capital to Risk Asset Ratio ("CRAR")		(Rs. In Lacs)	
Items	31.03.2014	31.03.2013	
i) CRAR (%)	95.17	96.01	
ii) CRAR - Tier I Capital (%)	95.16	96.00	
iii) CRAR - Tier II Capital (%)	0.01	0.01	
II. Exposure to Real Estate Category			
a) Direct Exposure			
i) Residential Mortgage	0.00	-	
ii) Commercial Real Estate	0.00	-	
iii) Investments in Mortgage Backed securities (MBS) and other securitised exposures (Investments in Equity and Debentures through HDFC Real Estate Portfolio, ICICI Prudential India Advantage Fund and IIFL Real Estate Fund (Domestic Series 1) and IDFC Real Estate Yield Fund	0.00	-	
a) Residential	496.72	534.89	
b) Commercial Real Estate	89.40	112.23	
b) Indirect Exposure			
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	172.20	0.00	

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

	1 day to 30/31days	Over 1 to 2 months	Over 2 to 3 months	Over 3 to 6 months	Over 6 months to 1 Year	Over 1 year to 3 Years	Over 3 years to 5 Years	Over 5 years	Total
Liabilities									
Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
from Banks	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Market Borrowings	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Assets									
Advance	0.00	100.00	0.00	0.00	1052.09	0.00	0.00	0.00	1152.09
Investments	1627.01	0.00	0.00	1482.81	2308.00	11891.68	792.20	24183.79	2285.49

Note 27. Stock in Trade

	Amount as on 31.03.2014	Amount as on 31.03.2013
Equity Shares	176.57	234.75
Investment in Equity Shares through Barclays Wealth Asset Management (India Pvt. Ltd.)	25.78	158.14
Investment in Real Estate Property	1412.09	2391.19
Investment in Commodity	0.00	197.18
Total	1614.44	2981.26


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

	Value 31.03.2014	Value 31.03.2013
OPENING STOCK		
Equity Shares	392.89	605.66
Commodity	197.18	0.00
Units of Debt Mutual Funds	0.00	42.54
Real Estate Property	2391.19	3107.79
Total	2981.26	3755.99
PURCHASES/TRANSFERS		
Equity Shares	327.98	520.22
Commodity	1.08	204.88
Units of Debt Mutual Funds	147.57	131.42
Real Estate Purchased	222.31	84.35
Total	698.94	940.87
SALES/TRANSFERS		
Equity Shares	559.84	769.53
Commodity	213.22	7.44
Units of Debt Mutual Funds	147.49	173.90
Real Estate Sale	2220.00	705.28
Total	3140.55	1656.15
CLOSING STOCK		
Equity Shares	202.35	392.89
Commodity	0.00	197.18
Units of Debt Mutual Funds	0.00	0.00
Real Estate Property	1412.09	2391.19
Total	1614.44	2981.26

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

	Current Year 31.03.2014	Previous Year 31.03.2013
Pre-Tax Profit after adjustment of prior period items	2693.12	2108.91
Add: Prior period expenses	0.29	0.00
Less: Prior period expenses written back	0.00	0.00
Less: Previous Year Income	0.00	0.00
Net Profit before prior period items	2693.41	2108.91

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

FOR AND ON BEHALF OF THE BOARD

Place : **LUDHIANA**
Date : **29.05.2014**

VINOD KUMAR KHANNA
Partner
M.No. 81585

HANS RAJ KAPOOR
General Manager

NIDHI KHANDE
Company Secretary

DINESH OSWAL
Managing Director

J.L. OSWAL
Chairman

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INSTRUCTIONS

1. General Instructions:

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

2. Instructions for voting physically by Ballot Form:

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

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NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED

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

CIN: L45202PB2006PLC029968

ATTENDANCE SLIP

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

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

I / We hereby record my / our presence at the 9th Annual General Meeting of the Company, to be held on the 30th day of September, 2014 at 3.30 p.m. at the Premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana.

Name of the Shareholder(s) 1. _____ 2. _____ 3. _____

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

Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

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

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NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED

[Pursuant to section 105(6) of the Companies Act, 2013 and
rule 19(3) of the Companies (Management and Administration) Rules, 2014]
FORM NO. MGT-11

PROXY FORM

CIN: L45202PB2006PLC029968

Name of the Company: **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED**
Registered office: 375, Industrial Area-A, Ludhiana-141003

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

1. Name Address
Email Id Signatures or failing him
2. Name Address
Email Id Signatures or failing him
3. Name Address
Email Id Signatures or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held on the 30th day of September, 2014 at 3.30 p.m. at the Premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana and at any adjournment thereof in respect of such resolutions as are indicated below:-

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Resolution No.	Resolution	Optional*	
		For	Against
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2014 and the Reports of the Board of Directors and Auditors thereon.		
2.	To declare dividend on Equity Shares.		
3.	To appoint a director in place of Sh. Jawahar Lal Oswal (DIN 00463866), who retires by rotation and being eligible offers himself for re-appointment.		
4.	To appoint a director in place of Sh. Kamal Oswal (DIN 00493213), who retires by rotation and being eligible offers himself for re-appointment.		
5.	To appoint Auditors and fix their remuneration.		
6.	To appoint Dr. (Mrs.) Harbhajan Kaur Bal (DIN: 00008576) as an Independent Director.		
7.	To appoint Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director.		
8.	To appoint Dr. Yash Paul Sachdeva (DIN: 02012337) as an Independent Director.		
9.	To appoint Dr. Amrik Singh Sohi (DIN 03575022) as an Independent Director.		
10.	To appoint Prof. Kanwar Sain Maini (DIN 00454686) as an Independent Director.		
11.	To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.		

Signed this day of 2014

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp
of Rs. 1/-

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 9th Annual General Meeting.
3. * It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Performance At A Glance

Rupees in Lacs

SR. NO.	PARTICULARS	2009-10	2010-11	2011-12	2012-13	2013-14
1	OPERATING & OTHER INCOME	2505	1973	2030	2295	2953
2	GROSS PROFIT (Before Interest & Dep.)	2300	1767	1848	2118	2711
3	PROFIT AFTER TAX	1970	1520	1590	1729	2198
4	INVESTMENT & LONG TERM ADVANCES	37722	39033	38130	39571	42289
5	FIXED ASSETS (INCL. WIP) GROSS BLOCK	866	1963	2099	3170	3166
6	NET BLOCK	866	2099	2099	3169	3152
7	CURRENT ASSETS	4435	3185	6195	5286	3670
8	CAPITAL TO RISK ASSET RATIO (CRAR)					
	I) CRAR (%)	110.60	101.74	97.56	96.01	95.17
	II) CRAR - TIER I CAPITAL (%)	110.60	101.74	97.55	96.00	95.16
	III) CRAR - TIER II CAPITAL (%)	0.00	0.00	0.01	0.01	0.01
9	SHARE CAPITAL	837	837	837	837	837
10	NET WORTH	42368	43579	44859	46294	48198
11	BOOK VALUE PER SHARE (Rs.)	253.00	260.24	267.88	276.45	287.82
12	EARNING PER SHARE (BASIC) (Rs.)	11.37	9.08	9.50	10.32	13.13
13	FACE VALUE (PAID UP)	Rs. 5	Rs. 5	Rs. 5	Rs. 5	Rs. 5
14	DIVIDEND	30%	30%	30%	30%	30%

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375, Industrial Area-'A', Ludhaina-141 003

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