

**(A NON-BANKING FINANCIAL COMPANY)**



Regd. Office & Corporate Office : "Nahar Tower", 375 Industrial Area-A, Ludhiana - 141 003 (INDIA)

Phones : 91-161-2600701 to 705, 5066330 to 335 Fax : 91-161-2222942, 2601956

E-mail : secnsm@owmnahar.com Web Site : www.owmnahar.com CIN No. : L45202PB2006PLC029968

### FORM A

**Format of covering letter of the annual audit report to be filed with the stock exchanges**

1.	Name of the Company:	Nahar Capital and Financial Services Limited 375, Industrial Area – A, Ludhiana - 141003
2.	Annual financial statements for the year ended	31st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not applicable
5.	To be signed by- <ul style="list-style-type: none"> <li>CEO/Managing Director </li> <li>CFO </li> <li>Auditor of the company </li> <li>Audit Committee Chairman </li> </ul>	



The Nahar Group

# 10<sup>th</sup> *Annual* REPORT 2015



**Nahar Capital**  
**and Financial Services Ltd.**

## BOARD OF DIRECTORS

### Sh. Jawahar Lal Oswal

Sh. Dinesh Oswal

Sh. Kamal Oswal

Sh. Dinesh Gogna

Sh. Satish Kumar Sharma

Dr. (Mrs) H.K. Bal

Prof. Kanwar Sain Maini

Dr. Suresh Kumar Singla

Dr. Yash Paul Sachdeva

Dr. Amrik Singh Sohi

### Chairman

Managing Director

Director

Director

Director

Independent Director

Independent Director

Independent Director

Independent Director

Independent Director

## CHIEF FINANCIAL OFFICER

Sh. Hans Raj Kapoor

## COMPANY SECRETARY

Mrs. Anjali Modgil

## REGISTERED OFFICE

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

## BANKERS

Standard Chartered Bank  
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

## 10TH ANNUAL GENERAL MEETING

Day : Wednesday

Date : 30th September, 2015

Time : 3.30 P.M.

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

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NOTICE IS HEREBY GIVEN THAT THE **10<sup>TH</sup> ANNUAL GENERAL MEETING** of the members of **NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED** will be held on **Wednesday, the 30<sup>th</sup> day of September, 2015 at 03:30 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 31<sup>st</sup> March, 2015 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. Dinesh Gogna (DIN 00498670), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Sh. Satish Kumar Sharma (DIN 00402712), 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 made 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 of Directors of the Company.”

**BY ORDER OF THE BOARD**

**ANJALI MODGIL**

**(COMPANY SECRETARY)**

**DATE: 5<sup>TH</sup> AUGUST, 2015**

**Regd. Office:**

**375, Industrial Area-A,  
Ludhiana-141003**

**CIN: L45202PB2006PLC029968**

**E-mail: secncfs@owmnaahar.com**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF

HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME OF THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.

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

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Route Map to reach the venue of the Annual General Meeting, including prominent land mark for easy location, has been provided at the end of the Annual Report.
4. The Register of Members and Share Transfer Register of the Company shall remain closed from Saturday, 12<sup>th</sup> September, 2015 to Tuesday, 22<sup>nd</sup> September, 2015 (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 shall appear in Register of Members as on 11th September, 2015 or Register of Beneficial Owners, maintained by the Depositories at the close of 11th September, 2015.
6. Pursuant to Section 205C of the Companies Act, 1956, unclaimed dividend up to the financial year 2006-07 has been transferred to Investor Education and Protection Fund. Further, unpaid dividend for the year 2007-08 is to be transferred to Investor Education and Protection Fund in January, 2016. Shareholders who have not encashed their dividend warrants relating to 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 11<sup>th</sup> September, 2015.

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 relevant 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 2014-2015 is being sent to all the members whose email Ids are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
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 re-appointed, is given hereto 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 provision of Clause 35B of the Listing Agreement as well as Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is providing facility to members to exercise their right to vote at the 10<sup>th</sup> Annual General Meeting by electronic means and the business contained in this Notice shall be transacted through such voting. For this purpose, the Company has engaged the services of M/s. Central Depositories Services (India) Ltd. (CDSL) for providing e-voting facility to enable the shareholders to cast their votes electronically.
17. Notice of the 10<sup>th</sup> Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website i.e. [www.ownahar.com](http://www.ownahar.com). The above said Notice will also be available on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).
18. The facility for e-voting via ballot or polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
19. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- 20. The instructions for voting through electronic mode:**
  - (i) The voting period begins on 27<sup>th</sup> September, 2015 (9:00 a.m.) and ends on 29<sup>th</sup> September, 2015 (5:00 p.m.) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23<sup>rd</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on "Shareholders" tab.
  - (iv) 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.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:



	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance Slip.</li> <li>In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

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

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the <NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION

DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote or cast the vote again.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Note for Institutional Shareholders**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be e-mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 23rd September, 2015 may follow the same instructions as mentioned above for e-Voting.





(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). The helpdesk can also be contacted at 1800-200-5533.

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

MRS. ANJALI MODGIL  
(Company Secretary and Compliance Officer)  
375, Industrial Area-A, Ludhiana-141003  
0161-2665000  
[secncfs@owmnahar.com](mailto:secncfs@owmnahar.com)

**Other instructions:**

21. 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.
22. Mr. P.S. Bathla, Practising Company Secretary (Membership No. FCS 4391), will act as a Scrutinizer to the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process).
23. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Chairman of the Company.
24. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.owmnahar.com](http://www.owmnahar.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
25. Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 10th Annual General Meeting i.e. 30th September, 2015.
26. A person who is not a Member as on the cut off date i.e. 23rd September, 2015 should treat this Notice for information purposes only.

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

As required under the Listing Agreement, the particulars of

Directors who are proposed to be re-appointed are given below:

**1. Name : Sh. Dinesh Gogna**  
Age : 62 Years  
Qualification : BA, LLB  
Expertise : Having more than 38 years of experience in Corporate Finance and Taxation

Shareholding : Nil

**His Directorship/membership in the Committees of the Board in other companies:**

Name of the Company	Committee	Status
1. Oswal Woollen Mills Ltd.	Audit	Member
	Shareholders	Member
2. Nahar Poly Films Ltd.	Audit	Member
3. Nahar Spinning Mills Ltd.	Audit	Member
4. Nahar Industrial Enterprises Ltd.	Audit	Member
	Stakeholders' Relationship	Chairman
5. Monte Carlo Fashions Ltd.	Audit	Member
	Stakeholders' Relationship	Chairman
	Nomination & Remuneration	Member
6. Cotton County Retail Ltd.	-	--
7. Oswal Leasing Ltd.	-	-
8. Girnar Investment Ltd.	-	-
9. Crown Star Ltd. (UK)	-	-

**2. Name : Sh. Satish Kumar Sharma**  
Age : 62 Years  
Qualification : MBA  
Expertise : Having more than 34 years of experience in Textile Industry

Shareholding : Nil

**His Directorship/membership in the Committees of the Board in other companies:**

Name of the Company	Committee	Status
1. Nahar Poly Films Ltd.	-	-
2. Nahar Spinning Mills Ltd.	Stakeholders' Relationship	Member

**BY ORDER OF THE BOARD**

**ANJALI MODGIL**  
(COMPANY SECRETARY)

**DATE : 5TH AUGUST, 2015**

**Regd. Office:**  
**375, Industrial Area-A,**  
**Ludhiana-141003**  
**CIN: L45202PB2006PLC029968**  
**E-mail: [secncfs@owmnahar.com](mailto:secncfs@owmnahar.com)**



## DIRECTORS' REPORT

Dear Members,

Your Directors have immense pleasure in presenting the **TENTH ANNUAL REPORT** on the affairs of the Company for the financial year ended 31st March, 2015.

### FINANCIAL PERFORMANCE

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

	(₹ in Lacs)	
Particulars	Current Year	Previous Year
Profit before Tax	2348.36	2693.12
Less: Provision for Taxation	418.00	495.00
<b>Profit after Tax</b>	<b>1930.36</b>	2198.12
Add: Surplus of last year brought forward	57.79	93.55
	<b>1988.15</b>	2291.67
<b>APPROPRIATION</b>		
Proposed Dividend	251.19	251.19
Tax on Distributed Profits	51.14	42.69
Statutory Reserve Fund	386.00	440.00
Income Tax adjustments for prior periods	20.32	0.00
Transfer to General Reserve	1200.00	1500.00
Surplus carried to Balance Sheet	79.50	57.79
	<b>1988.15</b>	2291.67

### FINANCIAL PERFORMANCE REVIEW AND STATE OF AFFAIRS

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 (i) Long Term Investment activities i.e. Long Term Securities, Strategic Investments etc. and (ii) 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 ₹ 1707.88 Lacs against ₹1934.27 Lacs in the previous year and earned the Profit before interest and tax of ₹ 1726.67 Lacs against ₹ 1830.26 Lacs in the previous year.

#### Real Estate Segment

During the year under review, the Real Estate Segment achieved net revenue of ₹ 848.82 Lacs as against ₹ 1018.59 Lacs in the previous year. Likewise, it earned a profit before interest and tax of ₹ 827.61 Lacs as against ₹ 989.01 Lacs in the previous period.

### Overall Performance

From the above, it is apparent that the Company has performed reasonably during the year ended 31<sup>st</sup> March, 2015. The Company earned operating/other income of ₹ 2556.70 Lacs as against ₹ 2952.86 Lacs in the previous year.

It earned a profit before tax of ₹ 2348.36 Lacs as against ₹ 2693.12 Lacs in the previous year. After providing provision for taxation of ₹ 418.00 Lacs, it earned a net profit of ₹ 1930.36 Lacs for the year ended 31.03.2015.

### TRANSFER TO RESERVE

After appropriation of Profits as detailed herein above, an amount of ₹ 386 Lacs has been transferred to Statutory Reserve Fund and ₹ 1200 Lacs has been transferred to General Reserve thereby increasing the Company's Reserves to ₹ 489.69 Crores as on March 31, 2015.

### DIVIDEND

Your Directors are pleased to recommend a dividend @ 30% i.e. of ₹ 1.50/- per Equity Share of ₹ 5/- each for the year 2014-15 amounting to ₹ 2.51 Crores.

The dividend, if approved at the forthcoming Annual General Meeting, will be paid out of profits of the Company for the year under reference to all those shareholders whose name shall appear in the Register of Members on 11<sup>th</sup> September, 2015 or Register of Beneficial Owners, maintained by the Depositories as at the close of 11<sup>th</sup> September, 2015.

### INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to Section 205C of the Companies Act, 1956, the Company has transferred an amount of ₹ 6,89,267.00 (Rupees Six Lakhs Eighty Nine Thousand Two Hundred and Sixty Seven only) being the amount of unclaimed dividend for the year 2006-07 to the Investor Education and Protection Fund. Further, unpaid dividend for the year 2007-08 shall be transferred to Investor Education and Protection Fund pursuant to Section 205C of the Companies Act, 1956 in January, 2016.

### DECLARATION UNDER SECTION 149(6)

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

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and Article 117 of the Articles of Association of the Company, Sh. Dinesh Gogna (DIN 00498670) and Sh. Satish Kumar Sharma (DIN 00402712), will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board has recommended their re-appointment to the members of the Company at the ensuing Annual General Meeting.

During the year under review, the Members approved the





appointment of Dr. (Mrs.) H.K. Bal, Dr. Y.P. Sachdeva, Dr. A.S. Sohi, Prof. K.S. Maini and Dr. S.K. Singla as Independent Directors not liable to retire by rotation.

The Board approved the inclusion of Sh. Dinesh Oswal, Managing Director under the category of Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013. The Board also appointed Mr. H.R. Kapoor, who is a qualified Chartered Accountant, having Membership No. 85015 of the Institute of Chartered Accountants of India as Chief Financial Officer and Mrs. Anjali Modgil, who is a qualified Company Secretary having Membership No. A27089 of the Institute of Company Secretaries of India, as Company Secretary of the Company under the category of Key Managerial Personnel pursuant to Section 203 of the Companies Act, 2013. Ms. Nidhi Khande, Company Secretary of the Company, resigned during the year under review.

#### **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out a formal annual performance evaluation of its own performance and that of its Committees and individual Directors as per the criteria laid down by the Nomination and Remuneration Committee of the Company.

The Board evaluation was carried out through structured evaluation process by all the Directors. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. They were evaluated on parameters such as their education, knowledge, experience, expertise, skills, behaviour, leadership qualities, level of engagement and contribution, independence of judgement, decision making ability for safeguarding the interest of the Company and its stakeholders etc. The performance evaluation of the Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board was satisfied with the evaluation process and the results thereof.

#### **APPOINTMENT AND REMUNERATION POLICY**

The Board, on the recommendation of the Nomination & Remuneration Committee, has framed a policy for Appointment and Remuneration of Directors, Senior Management and other employees as provided under Section 178(3) of the Companies Act, 2013. The Appointment and Remuneration Policy of the Company is annexed hereto as Annexure-I and form part of this Report.

#### **BOARD MEETINGS**

During the year under review, the Board of Directors of the Company met four times i.e. 29<sup>th</sup> May, 2014, 11<sup>th</sup> August, 2014, 12<sup>th</sup> November, 2014 and 3<sup>rd</sup> February, 2015 with a predefined agenda circulated well in advance. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The Company's Independent Directors met on 15<sup>th</sup> December, 2014, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they –

- i. Reviewed the performance of Non-Independent Directors and the Board as a whole;
- ii. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- iii. Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

#### **FAMILIARISATION PROGRAMS FOR BOARD MEMBERS**

The Company, at the time of appointing a Director, issues a formal letter of appointment which, inter alia, explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. All the Independent Directors are provided with all the Policies/Guidelines as framed by the Company under various statutes and Listing Agreement to familiarize with Company's procedure and practices. Further, to update them on a regular basis, the Company provides copies of all the amendments in Corporate Laws, Corporate Governance Rules and Listing Agreement. The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at:

[www.ownahar.com/nahar\\_cf/pdf/FAMILIARIZATION.pdf](http://www.ownahar.com/nahar_cf/pdf/FAMILIARIZATION.pdf)

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

During the year under review, only two transactions were entered into with Group Companies/Associate Companies as given in the Note 21 to the Financial Statements which was on an arm's length basis and in the ordinary course of business. No any contract or arrangement was entered into with the Related Parties as per Section 188(1) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement during the financial year ended 31<sup>st</sup> March, 2015. Thus the requirement for disclosure of particulars of contracts or arrangement with related parties referred to in Section 188(1) is not applicable to the Company.

However, as per the policy of the Company all the Transactions with Group / Associate Companies are entered on arm's length basis and in the ordinary course of business. All transactions with the Group/Associate Companies are placed before the Audit Committee as well as before the Board, for their approval and information.

We would like to inform you that during the year, no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict of interest with the Company at large.

**MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

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

**SHARE CAPITAL**

The paid up Equity Share Capital of the Company as on 31<sup>st</sup> March, 2015 is ₹ 8.31 Crores. During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options or sweat equity.

**SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

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

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Note No. 8, 9, 10, 12 and 20(ii)(d) to the Financial Statements. The Company being a Non Banking Financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934, thus the provisions of Section 186 (except Sub Section 1) of the Companies Act, 2013 in respect of lending and investment activities, are not applicable to the Company.

**CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board in its Meeting held on 29<sup>th</sup> May, 2014 constituted the Corporate Social Responsibility Committee (hereinafter referred to as CSR Committee) comprising of three Directors namely; Sh. Dinesh Oswal, as Chairman, Dr. S.K. Singla and Sh. Dinesh Gogna, as members. The term of reference of CSR Committee are:-

1. To 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. To recommend the amount of expenditure to be incurred on the CSR activities.
3. To monitor the Company's CSR Policy and implementation of CSR projects from time to time.

The CSR Committee formulated CSR Policy and recommended to the Board to undertake CSR activities in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The Company has

started contributing the sum for the expenditure to be incurred by Oswal Foundation for CSR activities. The Oswal Foundation is undertaking the project to 'maintain the quality of soil and water' on Sidhwan Canal, Ludhiana. Besides, the said Foundation has also adopted two Government Schools situated in Ludhiana District for 'promoting education'. The Company's CSR Policy is available on its website i.e. [www.ownahar.com](http://www.ownahar.com). The disclosure relating to the CSR activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014 is annexed hereto as "Annexure II" and form part of this Report.

**VIGIL MECHANISM**

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

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

**CREDIT RATING**

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

**SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES**

The Company does not have any subsidiary and joint venture company. No Company has become or ceased to be the Associate Company of the Company during the year under review.

**CONSOLIDATED FINANCIAL STATEMENT**

As per Companies Act, 2013, the Company has three Associate Companies viz. Nahar Spinning Mills Ltd., Nahar Industrial Enterprises Ltd. and Nahar Poly Films Ltd. as defined under Companies Act, 2013. Since the Company is not having any



subsidiary and joint venture Company, thus, the Company is not required to consolidate the financial statements for the financial year ended 31<sup>st</sup> March, 2015 as per Ministry of Corporate Affairs (MCA) Notification No. G.S.R. 723(E) dated 14/10/2014.

However, a report on the performance and financial position of each of the Associate Companies as per the Companies Act, 2013 in the Form AOC-1 is annexed to the Financial Statements for the year ended 31.03.2015.

#### **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 gredressalncfsl@owmnahar.com. We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.

#### **LISTING OF SECURITIES**

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

1. The Bombay Stock Exchange Ltd., 25<sup>th</sup> 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 2015-16.

#### **DEMATERIALISATION OF SHARES**

Your Company has established connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd (CDSL) to facilitate the holding and trading of securities in electronic form. As on 31<sup>st</sup> March, 2015, 97.09% 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/FITC/CIR-15/2002 dated 27<sup>th</sup> December, 2002; Company has appointed M/s

Alankit Assignments Ltd., as Registrar for Share Transfer and Electronic connectivity. Accordingly all the shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of share transfer, demat/remat, change of address etc. to our Registrar at below mentioned address :

M/s. Alankit Assignments Ltd  
(Unit : Nahar Capital and Financial Services Ltd)  
Alankit House, 2E/21, Jhandelwala Extension  
NEW DELHI-110055

Telephone No : (011)23541234

Fax No. : (011)41540064

E-mail Address : rta@alankit.com

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

#### **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. Mrs. Anjali Modgil is the Secretary of the Committee. The Committee held four meetings during the year under review.

#### **RISK MANAGEMENT**

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

To monitor and manage the risk associated with the investment business the Company has already developed and implemented a Risk Management Policy for the Company including therein identification and risk mitigation measures. The Policy is also posted on Company's website i.e. owmnahar.com. Further, the Company has also constituted Risk Management Committee pursuant to the RBI Circular No. DNBS (PD) CC No. 156 / 03.10.001 / 2009-10 dated July 1, 2009. The Committee comprises of three non-executive directors under the Chairmanship of Prof. K. S. Maini, Sh. Dinesh Gogna and Dr. S.K. Singla, as members. The main term of reference of the Committee is to review and monitor the risk associated with Company's business and suggest measures for mitigation of the same as per Company's Risk Management Policy. The Risk Management Committee met four times during the financial year under review.

#### **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 Management Committee met two times during the financial year under review.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

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

The Directors confirm:

- i) that in preparation of the Annual Accounts, the applicable Accounting Standards had been followed alongwith proper explanations relating to material departures;
- ii) that they had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit and Loss of the Company for that period;
- iii) that they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting any fraud and other irregularities;
- iv) that they had prepared the Annual Accounts on a going concern basis;
- v) that they had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- vi) That they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **AUDITORS AND AUDITORS' INDEPENDENT REPORT**

**Statutory Auditors :** The members at the Annual General Meeting held on 30<sup>th</sup> September, 2014, appointed M/s. Gupta Vigg and Co., Chartered Accountants (Firm Registration No. 001393N) as Statutory Auditors of the Company to hold office till the conclusion of 10<sup>th</sup> Annual General Meeting of the Company. Their period of office will expire at the ensuing Annual General Meeting. They have expressed their willingness for re-appointment as Auditors of the Company and has given a written consent / certificate regarding eligibility for their reappointment as Statutory Auditors in accordance with the Rule 4 of the Companies (Audit and Auditors) Rule, 2014 read with the provisions of Section 139 of the Companies Act, 2013.

The Board 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.

**Audit Report :** The Statutory Auditors have submitted the Audit Report on the Financial Statements of the Company for the accounting year ended 31<sup>st</sup> March, 2015. The observations and comments given by Auditors in their Report read together with the Notes to the Accounts are self explanatory and require no comments.

**Secretarial Auditor :** The Board pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, has appointed M/s. P.S. Bathla and Associates, a Practicing Company Secretaries, having Membership No. 2585 to conduct the Secretarial Audit of the Company for the financial year 2014-15.

M/s. P.S. Bathla and Associates, Practicing Company Secretaries have carried out the Secretarial Audit for the financial year ended March 31, 2015 and submitted their Secretarial Audit Report in the Form No. MR-3 which is annexed hereto as Annexure III and form part of this Report.

The Report is self explanatory and requires no comments.

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

The Company is maintaining an efficient and effective system of Internal Financial Control for the facilitation of speedy and accurate compilation of financial statements. The Company's internal financial 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 Financial Control System commensurate with the nature of its business and the size of its operations. In order to further strengthen the Internal control system and to automate the various processes of the business, company is making use of Enterprises Resource Planning (ERP). The Asset Liability Management (ALM) concerned with the effective risk management in various Portfolios is also framed by the Company.

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

Apart from this, an Audit Committee consisting of three non





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

**EXTRACT OF ANNUAL RETURN**

The extract of the Annual Return of the Company pursuant to Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year 2014-15 in the Form MGT-9 is annexed herewith as Annexure IV and form part of this Report.

**PUBLIC DEPOSITS**

The Company is registered as Non-deposit taking Non-Banking Financial Company with RBI. The Company has not accepted any Public Deposit within the meaning of Section 73, of the Companies Act, 2013 and the Rules made there under. There is no outstanding/unclaimed deposit from the public. However, the information as required under Rule 8 of the Companies (Accounts) Rules, 2014 is given hereunder:-

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

As the Company has not accepted any Public Deposit, the information regarding default in repayment of deposits and deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013 is not applicable.

**PARTICULARS OF EMPLOYEES**

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

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

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

The Company has zero tolerance for sexual harassment for women at workplace and has adopted a policy against sexual harassment in line with Sexual Harassment of Women at

Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules framed thereunder.

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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

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

**REPORT ON THE CORPORATE GOVERNANCE**

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

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

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

**INDUSTRIAL RELATIONS**

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

**ACKNOWLEDGEMENT**

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

**FOR AND ON BEHALF OF THE BOARD**

**PLACE: LUDHIANA  
DATED: 05.08.2015**

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



**APPOINTMENT AND REMUNERATION POLICY****Annexure I****Preamble**

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors in their meeting held on 3rd February, 2015 approved the Policy for Appointment and Remuneration of Directors, Key Managerial Personnel and other employees as recommended by Nomination and Remuneration Committee. The Policy is guided by the principles pertaining to determining qualifications, positive attributes, integrity and independence etc. as envisaged under Section 178 of the Companies Act 2013. This Policy applies to the Directors, Senior Management Personnel including its Key Managerial Personnel (KMP) and employees of the Company. The Policy is designed to attract, recruit, retain and motivate best available talent. The salient features of the Policy are given hereunder:

**APPOINTMENT POLICY****Directors**

The Company's policy is to have a well diversified Board in terms of knowledge, age, experience and expertise so that it can contribute beneficially for the growth of the Company. The appointment of Directors and their cessation are subject to the recommendation of the Nomination and Remuneration Committee (hereinafter referred to as "Committee") and Board of Directors and approval of Shareholders of the Company. However, the casual vacancy in the Board can be filled up by the Board but their appointment is subject to the subsequent approval of Shareholders. The appointment, remuneration and term of Managing Director / Whole Time Director is on the recommendation of the Committee, Board of Directors, approval of shareholders and subject to the limits laid down under the Companies Act from time to time. The approval of Central Government, if required, is sought as per the provisions of Companies Act, 2013 and Rules framed thereunder. The Committee takes into account educational qualifications, knowledge, experience and expertise of the person for appointing him/her as a Director.

**Key Managerial Personnel (KMP) and Senior Management**

The Nomination and Remuneration Committee recommend the appointment of KMP & senior management and approved by the Board of Directors of the Company, wherever applicable. While selecting and recommending the appointment of KMP & senior management, the Committee takes into account merit, seniority, experience and expertise of the person and applicable provisions of Companies Act, 2013.

**Other Employees**

The appointment of other employees of the Company is approved by the Managing Director on the recommendation of Department Head/Vice President (Personnel).

**REMUNERATION POLICY**

The remuneration package of the Company ensures that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.
- the balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.
- the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

**Directors****1. Managing Director / Whole Time Directors**

Remuneration of Managing Director/ Whole Time Director comprises of salary, perquisites and Provident Fund, Superannuation, Gratuity, etc as per rules of the Company. The Managing Director/ Whole Time Director is entitled to customary non-monetary benefits such as company cars, furnished accommodation (House Rent Allowance in case accommodation is not provided), health care benefits, leave travel allowance, communication facilities, etc. Their terms of appointment are contractual in nature and approved by shareholders.

**2. Non-whole Time Directors**

The non-executive directors are paid remuneration in the form of sitting fees for attending Board Meetings as fixed by the Board of Directors from time to time subject to the provisions of the Companies Act, 2013.

**Key Managerial Personnel and Senior Management**

KMP and other senior management personnel are being offered CTC package as recommended by Nomination and Remuneration Committee and approved by Board / Managing Director. The package broadly comprises of Basic Salary, HRA, allowances and perquisites, bonus, superannuation and other retirement benefits such as P.F., Gratuity, etc.

**Other employees**

The remuneration of other employees is fixed from time to time as per the prevalent industry standards, cost of living and applicable laws. In addition to basic salary they are also provided perquisites in the form of HRA, conveyance allowance and other benefits/ retirement benefits as per company policy / rules and applicable laws.

**FOR AND ON BEHALF OF THE BOARD****PLACE: LUDHIANA  
DATED: 05.08.2015****JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN : 00463866)**

**ANNEXURE II**
**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**
**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the CSR Committee formulated the Corporate Social Responsibility Policy (CSR Policy) and recommended the same to the Board of Directors of the Company for its approval. The Board of Directors on 11th August, 2014 adopted the CSR Policy as recommended by CSR Committee whereby the Company will undertake CSR activities in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation, which is a Registered Society formed in 2006, having its charitable objects in various fields. The details of Company's CSR Policy is available on its website i.e. [www.ownahar.com/nahar\\_cf/pdf/CSR-POLICY.pdf](http://www.ownahar.com/nahar_cf/pdf/CSR-POLICY.pdf).

**2. Composition of the CSR Committee :** Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board constituted the Corporate Social Responsibility Committee on 29.05.2014 comprising of three members namely;

- Sh. Dinesh Oswal, Chairman (Managing Director)
- Dr. S.K. Singla, Member (Independent Director)
- Sh. Dinesh Gogna, Member (Director)

**3. Average net profit of the Company for last three financial years:** ₹ 2215.43 Lacs

**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** ₹ 44.31 Lacs

**5. Details of CSR spend for the financial year:**

- a) Total amount spent for the financial year: Nil
- b) Amount unspent, if any: ₹ 44.31 Lacs
- c) Manner in which the amount spent during the financial year is detailed below:

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

**6. Reasons for not spending the two percent of the average net profits of the last three financial years:**

Pursuant to Section 135 of the Companies Act, 2013, the CSR Committee met on 11th August, 2014 to approve the CSR Policy. The second meeting of the CSR Committee was held on 2nd February, 2015 to discuss and identify the projects/programs for CSR activities and decided to undertake CSR activities in collaboration with Group Companies under one umbrella i.e. through Oswal Foundation which is a Registered Society. In the financial year 2014-15, the Company could not spend any amount on CSR activities, but in the current year, the Company has contributed the sum of ₹ 5 Lacs for the expenditure to be incurred by Oswal Foundation for CSR activities. The Oswal Foundation is undertaking the project to 'maintain the quality of soil and water' on Sidhwan Canal, Ludhiana.

Besides, the said Foundation has also adopted two Government Schools situated in Ludhiana District for 'promoting education'.

**7. A responsibility statement of the CSR Committee :** The members of the CSR Committee hereby states that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

**PLACE : LUDHIANA  
DATE : 05.08.2015**

**Sd/-  
(DINESH OSWAL)  
MANAGING DIRECTOR/  
CHAIRMAN OF CSR COMMITTEE  
(DIN : 00607290)**



Annexure III

Form No. MR-3  
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR- 1st April, 2014 to 31st March, 2015  
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Nahar Capital and Financial Services Limited**  
375, Industrial Area A,  
Ludhiana, Punjab.

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

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year 1st April, 2014 to 31st March, 2015 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Nahar Capital and Financial Services Limited ("The Company") for the financial year ended on 31st March, 2015 according to the provisions of :
  - I. The Companies Act, 2013 (the Act) and the rules made there under;
  - II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder ;
  - III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under ;
  - IV. Foreign Exchange Management Act, 1999 and the rules

and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings ;

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client ;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 ;
- (VI) Other laws applicable to the Company as per the representations made by the Management.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India are to be followed for the meetings to be held on 1st July, 2015 or thereafter as the case may be by all companies and thus were not enforceable on the company for the period under review.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Ltd. and The Bombay Stock Exchange Ltd. Mumbai.

During the period under review and as per the explanations and



clarifications given to me and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**2. I further report that**

- ? The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.
- ? Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- ? Decisions at the Board Meetings, as represented by the management, were taken unanimously.
- I further report as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Place: Ludhiana**  
**Date: 05.08.2015**

**For P S Bathla & Associates**

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

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

**'Annexure A'**

To,  
The Members,  
Nahar Capital and Financial Services Limited  
375, Industrial Area A,  
Ludhiana, Punjab.

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

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

**Place: Ludhiana**  
**Date: 05.08.2015**

**For P S Bathla & Associates**

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



**FORM NO. MGT - 9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31.03.2015**  
**[Pursuant to Section 92 (3) of the Companies Act, 2013, and Rule 12 (1) of the Companies**  
**(Management and Administration) Rules, 2014]**

**I. REGISTRATION AND OTHER DETAILS :**

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

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1.	Investment Activities	6430	66.80
2.	Real Estate	6810	33.20

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

S. No.	Name and Address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	applicable section
1.	NAHAR SPINNING MILLS LIMITED 373, Industrial Area – A, Ludhiana - 141003	L17115PB1980PLC004341	Associate	28.44	2(6)
2.	NAHAR POLY FILMS LIMITED 376, Industrial Area – A, Ludhiana - 141003	L17115PB1988PLC008820	Associate	49.16	2(6)
3.	NAHAR INDUSTRIAL ENTERPRISES LIMITED Focal Point, Ludhiana - 141010	L15143PB1983PLC018321	Associate	23.44	2(6)

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**I) Category-wise Shareholding**

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





c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	11742730	-	11742730	70.12	11742730	-	11742730	70.12	0.00
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (1):-</b>	<b>11781805</b>		<b>11781805</b>	<b>70.36</b>	<b>11781805</b>		<b>11781805</b>	<b>11781805</b>	<b>-</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	-	-	-	-	-	-	-	-	-
b) Other-Individual	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-
<b>Sub-total (A) (2):-</b>	<b>11781805</b>		<b>11781805</b>	<b>70.36</b>	<b>11781805</b>		<b>11781805</b>	<b>11781805</b>	<b>-</b>
<b>Total Shareholding of Promoter (A)= (A)(1)+(A)(2)</b>	<b>11781805</b>	<b>-</b>	<b>11781805</b>	<b>70.36</b>	<b>11781805</b>	<b>-</b>	<b>11781805</b>	<b>11781805</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	1600	3830	5430	0.03	1600	3830	5430	0.03	0.00
b) Banks/FI	4379	1738	6117	0.04	4379	1738	6117	0.04	0.00
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	11468	600	12068	0.07	-	600	600	0.00	-0.07
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>17447</b>	<b>6168</b>	<b>23615</b>	<b>0.14</b>	<b>5979</b>	<b>6168</b>	<b>12147</b>	<b>0.07</b>	<b>-0.07</b>
<b>(2) Non-Institutions</b>									
a) Bodies Corp.									
i. Indian	598271	4436	602707	3.60	647737	4296	652033	3.89	0.29
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto ₹ 1 lakh	3222248	509442	3731690	22.28	3064650	476510	3541160	21.15	-1.13
ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	495216	-	495216	2.96	685119	-	685119	4.09	1.13
c) Others (specify)									
i. NRI	110503	431	110934	0.66	73272	431	73703	0.44	-0.22
ii. OCB	-	200	200	0.00	-	200	200	0.00	0.00
<b>Sub Total (B) (2):-</b>	<b>4426238</b>	<b>514509</b>	<b>4940747</b>	<b>29.50</b>	<b>4470778</b>	<b>481437</b>	<b>4952215</b>	<b>29.57</b>	<b>0.07</b>
<b>Total Public Share Holding (B)=(B) (1)+(B)(2)</b>	<b>4443685</b>	<b>520677</b>	<b>4964362</b>	<b>29.64</b>	<b>4476757</b>	<b>487605</b>	<b>4964362</b>	<b>29.64</b>	<b>0.00</b>



<b>C. Share held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>16225490</b>	<b>520677</b>	<b>16746167</b>	<b>100</b>	<b>16258562</b>	<b>487605</b>	<b>16746167</b>	<b>100</b>	<b>0.00</b>

**ii Shareholding of Promoters**

S. No.	Shareholder's Name	Shareholding held at the beginning of the year			Shareholding held at the end of the year			% change in shareholding during the year
		No. of Shares	% of Total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of Total shares of the Company	% of Shares pledged/encumbered to total shares	
1.	Ruchika Oswal	11555	0.07	-	11555	0.07	-	0.00
2.	Abhilash Oswal	16000	0.10	-	16000	0.10	-	0.00
3.	Monica Oswal	11520	0.07	-	11520	0.07	-	0.00
4.	Abhliash Growth Fund (P) Ltd.	24750	0.15	-	24750	0.15	-	0.00
5.	Atam Vallabh Financiers Ltd	56590	0.34	-	56590	0.34	-	0.00
6.	Bermunda Insurance Brokers (P) Ltd.	20450	0.12	-	20450	0.12	-	0.00
7.	J L Growth Fund Ltd.	107516	0.64	-	107516	0.64	-	0.00
8.	Kovalam Investment & Treading Co. Ltd.	371527	2.22	-	371527	2.22	-	0.00
9.	Monica Growth Fund (P) Ltd.	24080	0.14	-	24080	0.14	-	0.00
10.	Nagdevi Trading & Investment Co. Ltd.	641452	3.83	-	641452	3.83	-	0.00
11.	Nahar Poly Films Ltd.	6611632	39.48	-	6611632	39.48	-	0.00
12.	Nahar Growth Fund (P) Ltd.	182054	1.09	-	182054	1.09	-	0.00
13.	Nahar Industrial Enterprises Ltd.	1363221	8.14	-	1363221	8.14	-	0.00
14.	Neha Credit and Investment (P) Ltd.	30200	0.18	-	30200	0.18	-	0.00
15.	Oswal Woollen Mills Ltd.	1322173	7.90	-	1322173	7.90	-	0.00
16.	Ruchika Growth Fund (P) Ltd.	25050	0.15	-	25050	0.15	-	0.00
17.	Shankheshwar Holding Co. Ltd.	152425	0.91	-	152425	0.91	-	0.00
18.	Vanaik Investors Ltd.	179314	1.07	-	179314	1.07	-	0.00
19.	Vardhman Investments Ltd.	62640	0.37	-	62640	0.37	-	0.00
20.	Nahar Spinning Mills Ltd.	567656	3.39	-	567656	3.39	-	0.00
	<b>Total</b>	<b>11781805</b>	<b>70.36</b>	<b>-</b>	<b>11781805</b>	<b>70.36</b>	<b>-</b>	<b>0.00</b>



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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of Total shares of the company
	At the beginning of the year	11781805	70.36	11781805	70.36
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/bonus/sweat equity etc.):	No Change during the year			
	At the end of the year	11781805	70.36	11781805	70.36

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

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)/ end of the year (31.03.2015)		Date wise Increase/Decrease in Shareholding during the year			Cumulative shareholding (01.04.2014 to 31.03.2015)	
		No. of Shares	% of total shares of the Company	Date	Increase/ Decrease	Reason	No. of Shares	% of total Shares of the Company
1.	Columbus Stock Broking Pvt. Ltd.	136636	0.82	01.04.2014				
				18.04.2014	100	Transfer	136736	0.82
				13.06.2014	345	Transfer	137081	0.82
				04.07.2014	2189	Transfer	139270	0.83
				14.08.2014	1299	Transfer	140569	0.84
				22.08.2014	4099	Transfer	144668	0.86
				05.09.2014	1398	Transfer	146066	0.87
				12.09.2014	249	Transfer	146315	0.87
				19.09.2014	1359	Transfer	147674	0.88
				21.11.2014	2020	Transfer	149694	0.89
				12.12.2014	2000	Transfer	151694	0.90
				19.12.2014	146	Transfer	151840	0.91
				23.01.2015	1954	Transfer	153794	0.92
				30.01.2015	950	Transfer	154744	0.92
				06.02.2015	500	Transfer	155244	0.93
				13.02.2015	2073	Transfer	157317	0.94
				20.02.2015	231	Transfer	157548	0.94
				06.03.2015	90	Transfer	157638	0.94
				20.03.2015	2047	Transfer	159685	0.95
		159685	0.95	31.03.2015				
2.	Rakesh Rajkrishan Aggarwal	119795	0.73	01.04.2014	0	Nil movement during the year	119795	0.73
		119795	0.73	31.03.2015				
3.	Sangeetha S	75000	0.45	01.04.2014				
				23.05.2014	10000	Transfer	85000	0.51
				30.05.2014	5000	Transfer	90000	0.54
				06.06.2014	2930	Transfer	92930	0.56
				13.06.2014	7667	Transfer	100597	0.60
				20.06.2014	2224	Transfer	102821	0.61
				11.07.2014	-27821	Transfer	75000	0.45



				18.07.2014	49451	Transfer	124451	0.74
				25.07.2014	13049	Transfer	137500	0.82
				01.08.2014	2485	Transfer	139985	0.84
				08.08.2014	12033	Transfer	152018	0.91
				14.08.2014	5714	Transfer	157732	0.94
				22.08.2014	19891	Transfer	177623	1.06
				29.08.2014	2797	Transfer	180420	1.08
				05.09.2014	1270	Transfer	181690	1.09
				12.09.2014	3025	Transfer	184715	1.10
				19.09.2014	3545	Transfer	188260	1.12
				30.09.2014	630	Transfer	188890	1.13
				10.10.2014	3734	Transfer	192624	1.15
				17.10.2014	569	Transfer	193193	1.15
				14.11.2014	9213	Transfer	202406	1.21
				21.11.2014	5384	Transfer	207790	1.24
				28.11.2014	2700	Transfer	210490	1.26
				23.01.2015	900	Transfer	211390	1.26
		211390	1.26	31.03.2015				
4.	Manuskh Securities and Finance Ltd.#	54073	0.32	01.04.2014				
				04.04.2014	225	Transfer	54298	0.32
				23.05.2014	196	Transfer	54494	0.33
				30.06.2014	-1000	Transfer	53494	0.32
				11.07.2014	2251	Transfer	55745	0.33
				18.07.2014	550	Transfer	56295	0.34
				25.07.2014	-1392	Transfer	54903	0.33
				14.08.2014	2775	Transfer	57678	0.34
				22.08.2014	2000	Transfer	59678	0.36
				19.09.2014	300	Transfer	59978	0.36
				30.09.2014	-35176	Transfer	24802	0.15
				10.10.2014	-300	Transfer	24502	0.15
				14.11.2014	777	Transfer	25279	0.15
				28.11.2014	-9905	Transfer	15374	0.09
				05.12.2014	4620	Transfer	19994	0.12
				12.12.2014	-1570	Transfer	18424	0.11
				19.12.2014	-11236	Transfer	7188	0.04
				31.12.2014	250	Transfer	7438	0.04
				23.01.2015	2000	Transfer	9438	0.06
				06.02.2015	1100	Transfer	10538	0.06
				27.02.2015	-800	Transfer	9738	0.06
				06.03.2015	-4250	Transfer	5488	0.03
				13.03.2015	881	Transfer	6369	0.04
				20.03.2015	999	Transfer	7368	0.04
				27.03.2015	756	Transfer	8124	0.05
		5743	0.03	31.03.2015	-2381	Transfer	5743	0.03
5.	V S R Swamy#	49429	0.30	01.04.2014				
				18.04.2014	686	Transfer	50115	0.30
				25.04.2014	5	Transfer	50120	0.30
				02.05.2014	474	Transfer	50594	0.30
				16.05.2014	758	Transfer	51352	0.31
				11.07.2014	-1923	Transfer	49429	0.30
				18.07.2014	1923	Transfer	51352	0.31
				19.09.2014	-680	Transfer	50672	0.30
				30.09.2014	-535	Transfer	50137	0.30



				10.10.2014	-14962	Transfer	35175	0.21
				28.11.2014	-5175	Transfer	30000	0.18
				20.02.2015	-833	Transfer	29167	0.17
				27.02.2015	-8627	Transfer	20540	0.12
				06.03.2015	-5245	Transfer	15295	0.09
		15295	0.09	31.03.2015				
6.	Kamlesh V Shah (HUF)	40579	0.24	01.04.2014				
				06.03.2015	1000	Transfer	41579	0.25
		41581	0.25	31.03.2015	2	Transfer	41581	0.25
7.	Parash Kumar Jain	37721	0.23	01.04.2014				
				12.12.2014	-3221	Transfer	34500	0.21
				19.12.2014	-6598	Transfer	27902	0.17
		31783	0.19	31.03.2015	3881	Transfer	31783	0.19
8.	Chamanlal Desai (HUF)	34600	0.21	01.04.2014	0	Nil	34600	0.21
						Movement		
						during		
		34600	0.21	31.03.2015		the year		
9.	Mansukh Stock Broking Ltd.#	30352	0.18	01.04.2014				
				23.05.2014	389	Transfer	30741	0.18
				30.05.2014	1	Transfer	30742	0.18
				04.07.2014	300	Transfer	31042	0.19
				25.07.2014	-701	Transfer	30341	0.18
				08.08.2014	-1950	Transfer	28391	0.17
				14.08.2014	800	Transfer	29191	0.17
				22.08.2014	-98	Transfer	29093	0.17
				05.09.2014	-2	Transfer	29091	0.17
				19.09.2014	-385	Transfer	28706	0.17
				30.09.2014	-28406	Transfer	300	0.00
				03.10.2014	95	Transfer	395	0.00
				17.10.2014	-150	Transfer	245	0.00
				24.10.2014	-150	Transfer	95	0.00
				14.11.2014	100	Transfer	195	0.00
				28.11.2014	-95	Transfer	100	0.00
				05.12.2014	500	Transfer	600	0.00
				12.12.2014	-300	Transfer	300	0.00
				23.01.2015	1000	Transfer	1300	0.01
				13.03.2015	500	Transfer	1800	0.01
				20.03.2015	370	Transfer	2170	0.01
		300	0.00	31.03.2015	-1870	Transfer	300	0.00
10.	Ragjaj Traders. Pvt. Ltd.	30325	0.18	01.04.2014				
				25.04.2014	637	Transfer	30962	0.19
				02.05.2014	710	Transfer	31672	0.19
				09.05.2014	1000	Transfer	32672	0.20
				23.05.2014	1231	Transfer	33903	0.20
				06.06.2014	1344	Transfer	35247	0.21
				13.06.2014	-1000	Transfer	34247	0.21
				20.06.2014	-79	Transfer	34168	0.20
				30.06.2014	-5000	Transfer	29168	0.17
				22.08.2014	2000	Transfer	31168	0.19
				29.08.2014	1000	Transfer	32168	0.19
				05.09.2014	3000	Transfer	35168	0.21
				10.10.2014	-3000	Transfer	32168	0.19
				17.10.2014	2000	Transfer	34168	0.20
				24.10.2014	1000	Transfer	35168	0.21





				31.10.2014	2244	Transfer	37412	0.22
				14.11.2014	1000	Transfer	38412	0.23
				28.11.2014	-134	Transfer	38278	0.23
				12.12.2014	2000	Transfer	40278	0.24
				19.12.2014	4000	Transfer	44278	0.26
				31.12.2014	4129	Transfer	48407	0.29
				09.01.2015	2238	Transfer	50645	0.30
				16.01.2015	2000	Transfer	52645	0.31
				13.02.2015	1000	Transfer	53645	0.32
				20.02.2015	2000	Transfer	55645	0.33
		55645	0.33	31.03.2015				
11.	Shanthi General Finance P Ltd.*	10335	0.06	01.04.2014				
				20.06.2014	4532	Transfer	14867	0.09
				30.06.2014	7208	Transfer	22075	0.13
				11.07.2014	-11740	Transfer	10335	0.06
				18.07.2014	34466	Transfer	44801	0.27
				25.07.2014	1430	Transfer	46231	0.28
				01.08.2014	12450	Transfer	58681	0.35
		58681	0.35	31.03.2015				
12.	Neeraj Girish Puri*	0	0.00	01.04.2014				
				30.06.2014	16000	Transfer	16000	0.10
				11.07.2014	-16000	Transfer	0	0.00
				18.07.2014	16000	Transfer	16000	0.10
				08.08.2014	1656	Transfer	17656	0.11
				03.10.2014	650	Transfer	18306	0.11
				28.11.2014	3694	Transfer	22000	0.13
				31.12.2014	4700	Transfer	26700	0.16
				23.01.2015	5355	Transfer	32055	0.19
				06.02.2015	4198	Transfer	36253	0.22
				13.02.2015	747	Transfer	37000	0.22
		37000	0.22	31.03.2015				
13.	Girishchandra Balkrishan Puri*	0	0.00	01.04.2014				
				30.06.2014	6000	Transfer	6000	0.04
				11.07.2014	-6000	Transfer	0	0.00
				18.07.2014	8728	Transfer	8728	0.05
				08.08.2014	2455	Transfer	11183	0.07
				14.08.2014	1839	Transfer	13022	0.08
				12.09.2014	1	Transfer	13023	0.08
				24.10.2014	869	Transfer	13892	0.08
				14.11.2014	1108	Transfer	15000	0.09
				28.11.2014	1313	Transfer	16313	0.10
				12.12.2014	687	Transfer	17000	0.10
				09.01.2015	1000	Transfer	18000	0.11
				20.02.2015	1000	Transfer	19000	0.11
				27.02.2015	10848	Transfer	29848	0.18
				06.03.2015	5738	Transfer	35586	0.21
				13.03.2015	414	Transfer	36000	0.22
		36000	0.22	31.03.2015				

\*Not in the list of Top 10 shareholders as on 01.04.2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.

#Ceased to be in the list of Top 10 shareholders as on 31.03.2015. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01.04.2014.



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

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

Sl. No.	For Each of the KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total share of the Company
1.	Sh. Dinesh Oswal Managing Director	Nil	Nil	Nil	Nil
2.	Sh. Hans Raj Kapoor Chief Financial Officer	200	0.001	200	0.001
3.	Mrs. Anjali Modgil Company Secretary	Nil	Nil	Nil	Nil

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due <b>Total (i+ii+iii)</b>	There is no indebtedness of the company			
<b>Change in Indebtedness during the financial year</b> • Addition • Reduction <b>Net Change</b>	There is no indebtedness of the company			
<b>Indebtedness at the end of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due <b>Total (i+ii+iii)</b>	There is no indebtedness of the company			



## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Sh. Dinesh Oswal Managing Director	
1.	Gross Salary a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s 17(2) of Income Tax Act, 1961 c) Profits in lieu of salary under section 17(3) of Income Tax Act, 1961	6000000.00 - -	6000000.00 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - As % of Profit - Others, specify....	- -	- -
5.	Others, Please specify	-	-
	<b>Total (A)</b>	<b>6000000.00</b>	<b>6000000.00</b>
	Celling as per the Act.	5% of the Net Profits i.e. ₹ 120.42 Lacs	

### B. Remuneration to other Directors :

#### 1. Independent Directors

S. No.	Particular of Remuneration	Name of Directors					Total Amount
		Dr. (Mrs.) H.K. Bal	Prof. K.S. Maini	Dr. S.K. Singla	Dr. Y.P. Sachdeva	Dr. A.S. Sohi	
	• Fee of attending Board Meeting	35000.00	35000.00	35000.00	35000.00	25000.00	165000.00
	• Commission	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-
	Total (1)	35000.00	35000.00	35000.00	35000.00	25000.00	165000.00

#### 2. Other Non- Executive Directors

S. No.	Particular of Remuneration	Name of Directors				Total Amount
		Sh. J.L. Oswal	Sh. Kamal Oswal	Sh. Dinesh Gogna	Sh. S.K. Sharma	
	• Fee of attending Board Meeting	25000.00	35000.00	35000.00	35000.00	130000.00
	• Commission	-	-	-	-	-
	• Others, please specify	-	-	-	-	-
	Total (2)	25000.00	35000.00	35000.00	35000.00	130000.00
	Total (B) = (1+2)					295000.00
	Total Managerial Remuneration					6295000.00
	Overall Ceiling as per the Act	11% of the Net Profits i.e. ₹ 264.92 Lacs				


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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Sh. H.R. Kapoor Chief Financial Officer	Mrs. Anjali Modgil Company Secretary	
1.	Gross Salary			
	a) Salary as per provisions contained in Section 17 (1) of the Income Tax Act, 1961	1222052.00	183493.00	1405545.00
	b) Value of perquisites u/s 17 (2) of Income Tax Act, 1961	88686.00	-	88686.00
	c) Profits in Lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of Profit	-	-	-
	- Others Specify	-	-	-
5.	Others, please specify	-	-	-
	<b>Total</b>	<b>1310738.00</b>	<b>183493.00</b>	<b>1494231.00</b>

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :**

Type	Section of the Companies Act.	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
	Penalty	None			
	Punishment				
	Compounding				
B. DIRECTORS					
	Penalty	None			
	Punishment				
	Compounding				
C. OTHERS OFFICERS IN DEFAULT					
	Penalty	None			
	Punishment				
	Compounding				

FOR AND ON BEHALF OF THE BOARD

PLACE: LUDHIANA  
DATED: 05.08.2015

JAWAHAR LAL OSWAL  
(CHAIRMAN)  
(DIN : 00463866)



**Annexure V**

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

(I) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director / KMP for financial year 2014-15 (in ₹)	% increase in Remuneration in the Financial Year 2014-15	Ratio of remuneration of each Director/to median remuneration of employees	Comparison of Remuneration KMP against the performance of the Company
1	Sh. J.L. Oswal Non-Executive Director	25000	25	0.11	—
2	Sh. Dinesh Oswal# Managing Director	6000000	(50)	25.18	Profit before Tax declined by 12.80% and Profit After Tax declined by 12.18% in FY 2014-15
3	Sh. Kamal Oswal Non-Executive Director	35000	75	0.15	—
4	Sh. Dinesh Gogna Non-Executive Director	35000	75	0.15	—
5	Sh. S.K. Sharma Non-Executive Director	35000	75	0.15	—
6	Dr. (Mrs.) H.K. Bal Independent Director	35000	75	0.15	—
7	Dr. S.K. Singla Independent Director	35000	75	0.15	—
8	Dr. Y.P. Sachdeva Independent Director	35000	75	0.15	—
9	Prof. K.S. Maini Independent Director	35000	75	0.15	—
10	Dr. A.S. Sohi Independent Director	25000	66.67	0.11	—
11	Sh. H.R. Kapoor Chief Financial Officer	1310738	16.78	--	Profit before Tax declined by 12.80% and Profit After Tax declined by 12.18% in FY 2014-15
12	Mrs. Anjali Modgil* Company Secretary	183493	—	—	
13	Ms. Nidhi Khande** Company Secretary	77337	—	—	

#Due to inadequacy of profits in Nahar Spinning Mills Ltd., Sh. Dinesh Oswal, Managing Director has been paid remuneration in accordance with the provisions of Section 197 of the Companies Act, 2013.

\* Details not given as Mrs. Anjali Modgil was appointed w.e.f. 14th August, 2014.

\* Details not given as Ms. Nidhi Khande resigned w.e.f. 14th August, 2014.





- ii) The median remuneration of employees of the Company during the financial year was ₹2.38 Lacs
- iii) In the financial year, there was an increase of 8.67% in the median remuneration of employees;
- iv) There were 19 permanent employees on the rolls of Company as on March 31, 2015;
- v) Relationship between average increase in remuneration and company performance:-  
Profit before Tax for the financial year ended March 31, 2015 decreased by 12.80%. The average increase in remuneration for the financial year ended March 31, 2015 is 9.78%.
- vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:  
The total remuneration of Key Managerial Personnel decreased by 42.93% from ₹ 132.66 Lacs in 2013-14 to ₹ 75.71 Lacs in 2014-15 whereas the Profit after Tax decreased by 12.18% from ₹ 2198.12 Lacs in 2013-14 to ₹ 1930.36 Lacs in 2014-15.

Note: The total remuneration of KMP for the year 2013-14 includes the remuneration of Ms. Nidhi Khande, Company Secretary for 9 months thus it is adjusted proportionately. Due to her resignation on 14.08.2014, the total remuneration of KMP for the year 2014-15 includes her remuneration for 4½ months and remuneration of Mrs. Anjali Modgil, Company Secretary appointed w.e.f. 14.08.2014 for 7½ months.

- vii) Variation in the market capitalization of the Company, price earning ratio as at the closing date of current financial year and previous financial year at NSE:

Particulars	As on 31.03.2015	As on 31.03.2014
a) Market Capitalisation of the Company	₹ 10885.01 Lacs (@ ₹ 65 per share)	₹ 7535.78 Lacs (@ ₹ 45 per share)
b) Price Earnings Ratio of the Company	5.64 (₹ 65/₹ 11.53)	3.43 (₹ 45/₹ 13.13)
c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer -	Not Applicable*	

\*Note: The Company got incorporated on 31.03.2006 for the purpose of the Scheme of Demerger and Arrangement between Nahar Spinning Mills Ltd and the Company. The shareholders of Nahar Spinning Mills Ltd. holding one share of face value of ₹ 10/- was allotted one equity share of face value of ₹ 5/- of Nahar Spinning Mills Ltd. and one equity share of face value of ₹ 5/- of the Company pursuant to the Scheme of Demerger and Arrangement as approved by Hon'ble Punjab and Haryana High Court, Chandigarh vide order dated 21st December, 2006.

- viii) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2014-15 was 19.98% whereas the decrease in the managerial remuneration for the same financial year was 42.93%.
- ix) The key parameters for the variable component of remuneration availed by the directors: Not applicable as none of the Director is availing any variable component of remuneration.
- x) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable;
- xi) It is hereby affirmed that the remuneration paid is as per the Appointment and Remuneration Policy of the Company for Directors, Key Managerial Personnel and other Employees.

**FOR AND ON BEHALF OF THE BOARD**

**PLACE: LUDHIANA**  
**DATED: 05.08.2015**

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



## Annexure VI

### CORPORATE GOVERNANCE REPORT

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

#### COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company continues to practice the principle of good Corporate Governance. It is Company's firm belief that good CORPORATE GOVERNANCE is a key to success of business. The Company's philosophy envisages an attainment of highest level of the transparency and accountability in its operations so that Company's goal of creation and maximization of wealth of the shareholders could be achieved. 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 and diversified with adequate blend of professional Executive, Non-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. Dr. (Mrs.) H.K. Bal, is the women Director of the Company. Thus the Company has complied with the Corporate Governance Rules regarding structure of the Board.

4. During the year, the Board met four times i.e. on 29th May, 2014, 11th August, 2014, 12th November, 2014, and 3rd February, 2015 with a clearly defined agenda circulated well in advance of each meeting. The maximum interval between the two consecutive Board Meetings is not more than 120 days.
5. None of the director is a member of more than Ten Board level Committees or is Chairman of more than Five such Board level Committees as required under Clause 49 of the Listing Agreement. None of the Director holds Directorship in more than twenty Companies and is Director of more than ten public limited companies as prescribed under the Companies Act, 2013.
6. Earlier the Non-Executive Directors were paid sitting fee of ₹ 5000/- per meeting of the Board. However, w.e.f. 11th August, 2014 the Board has increased the sitting fee payable to Non Executive Directors from ₹ 5000/- to ₹ 10000/- per meeting of the Board.
7. Participation of Non-Executive Directors and Independent Directors has been active in the Board Meetings. The Attendance record of directors in the Board Meeting and Annual General Meeting during the year 2014-15 is given here under:

Name of Directors	Category of Directors	No. of others Directorship (Excluding Private Companies)	No of Committee Membership		No. of Board Meetings attended	AGM Attendance held on (30-09-2014)	No. of Shares Held
			Member	Chairman			
Mr. Jawahar Lal Oswal	Non Executive Promoter	8	--	1	3	NO	NIL
Mr. Dinesh Oswal	Executive Promoter	8	--	--	4	YES	NIL
Mr. Kamal Oswal	Non Executive, Promoter	9	1	--	4	YES	NIL
Mr. Dinesh Gogna	Non Executive	8	6	2	4	NO	NIL
Mr. S.K. Sharma	Non Executive	2	3	--	4	YES	NIL
Dr.(Mrs.) H.K. Bal	Independent	5	2	2	4	YES	NIL
Dr. Yash Paul Sachdeva	Independent	6	4	--	4	NO	NIL
Prof. K.S. Maini	Independent	3	2	2	4	YES	NIL
Dr. S.K. Singla	Independent	4	3	3	4	YES	NIL
Dr. Amrik Singh Sohi	Independent	3	2	1	3	NO	NIL

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.ownahar.com](http://www.ownahar.com). The Board members and senior management personnel affirm the compliance of this Code annually.
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 and Key Managerial Personnel and their Shareholding, Register of Contracts etc. are properly maintained and continuously updated.

#### **FAMILIARISATION PROGRAMS FOR BOARD MEMBERS**

The Company, at the time of appointing a Director, issues a formal letter of appointment which, inter alia, explains the role, functions, duties and responsibilities expected from him/her as a Director of the Company. All the Independent Directors are provided with all the Policies/Guidelines as framed by the Company under various statutes and Listing Agreement to familiarize with the Company's procedure and practices. Further, to update them on a regular basis, the Company provides copies of all the amendments in Corporate Laws, Corporate Governance Rules and Listing Agreement. The details of Company's Policy on Familiarization Programs for Independent Directors are posted on the website of the Company and can be accessed at [www.ownahar.com/nahar\\_cf/pdf/FAMILIARIZATION.pdf](http://www.ownahar.com/nahar_cf/pdf/FAMILIARIZATION.pdf).

#### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

The Company's Independent Directors met on 15th December, 2014, without the attendance of Non-Independent Directors and members of Management. All the Independent Directors were present at the meeting. At the Meeting, they –

- i. Reviewed the performance of non-independent directors and the Board as a whole;
- ii. Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Director and Non-Executive Directors;
- iii. Assessed the quality, quantity and timeliness of flow of

information between the Company Management and the Board which is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors were of the unanimous opinion that the Managing Director of the Company is providing good leadership to the Executive Team. He is a Textile Expert and has experience of more than 30 years in Textile Industry. He also possesses good knowledge of finance and played a pivotal role in guiding and managing the Company's affairs in a transparent manner to achieve its objectives and to maximize the wealth of Shareholders. They also confirmed that all the Directors of the Company are persons of integrity and possess the relevant expertise and experience. The Board as a whole is an integrated, balanced and organized team of experts. The Directors are participative, interactive and communicative and take keen interest in the affairs of the Company. The Chairperson, Sh. J.L. Oswal who is an eminent Industrialist having business experience of more than 51 years, not only provides leadership to the Board but also provides advice to the Managing Director/Chief Executive Officer by sharing his expertise and experience in handling the complex situations. He oversees the distribution of information to Directors and implementation of Good Corporate Governance practices. The information flow between the Company's Management and the Board is reasonable, accurate and timely which enable the smooth working of the Company's affairs.

#### **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, the Independent Director. Sh. S.K. Sharma, Non Executive Director and Dr. S. K. Singla, Independent Director, are the two other members of the Audit Committee. Prof. K.S. Maini is a Post Graduate in Commerce. He retired as Head of Commerce Department (Post Graduate), Government College, Ludhiana. He is having requisite expertise in Financial and Accounting matters. Dr. S.K. Singla is M.A in Economics & Statistics & Ph.D. in Statistics and is having requisite experience in teaching Business Management & Administration. Likewise, Sh. S.K. Sharma is a MBA and is also having requisite experience in Financial and Accounting matters. Mrs. Anjali Modgil is the Secretary of the Committee. The Chief Financial Officer is a permanent invitee of the Committee. The Statutory Auditors and Internal Auditor 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. During



the financial year 2014-15, the committee met four times i.e. on 29th May, 2014, 11th August, 2014, 12th November, 2014 and 3rd February, 2015, for reviewing and adopting the quarterly un-audited financial results as well as the financial statement for the year ended 31st March, 2014 before recommending 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	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, 2014 and replied the queries raised at the Annual General Meeting.

### III. NOMINATION AND REMUNERATION COMMITTEE

Pursuant to the provisions of Section 178 of the Companies Act, 2013, the Board of Directors in their meeting held on 29th May, 2014 constituted the Nomination and Remuneration Committee consisting of 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 term of reference of the Nomination and Remuneration Committee is 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, KMP and Senior Executives are competitive so as to recruit and retain best talent and to ensure appropriate disclosure of remuneration paid to the said persons as per the applicable provisions of the Companies Act, 2013.

The Nomination and Remuneration Committee met twice i.e. on 11.08.2014 and 18.11.2014 for the year under review. The attendance record of the meetings held is as follows:

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

### REMUNERATION OF DIRECTORS

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

is for five years from their respective dates of appointments, and can be terminated by either party by giving one month notice in writing. There is no separate provision for payment of severance fees. Pursuant to Section 197 & 198 read with Schedule V of the Companies Act, 2013, ₹ 60,00,000/- only has been paid as total remuneration for the year 2014-15 to Sh. Dinesh Oswal, Managing Director of the Company, as detailed below:

Name of Director	Salary	Benefits	Bonuses	Stock Option	Pension	Total
Sh. Dinesh Oswal	60,00,000	–	–	–	–	60,00,000

The non-executive directors are paid remuneration in the form of sitting fees for attending Board Meetings as fixed by the Board of Directors from time to time subject to statutory provisions. The details of sitting fee paid to Non executive Directors are:

Name of Director	Sitting Fees (₹)
Sh. Jawahar Lal Oswal	25,000.00
Sh. Kamal Oswal	35,000.00
Sh. Dinesh Gogna	35,000.00
Sh. S.K. Sharma	35,000.00
Dr.(Mrs.) H.K. Bal	35,000.00
Prof. K.S. Maini	35,000.00
Dr. S.K. Singla	35,000.00
Dr. Amrik Singh Sohi	25,000.00
Dr. Yash Paul Sachdeva	35,000.00
<b>Total</b>	<b>2,95,000.00</b>

None of the Non Executive Directors has any pecuniary relationships or transactions vis-à-vis the Company. None of the non executive Directors hold the shares and convertible instrument in the Company. None of the Directors has been granted any stock option.

The appointment and remuneration policy of the Company in respect of Company's Directors has already been discussed in the Directors' Report. Hence, the same is not repeated here for the sake of brevity.

### 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 and Dr. S.K. Singla are the other two members of the Committee. Mrs. Anjali Modgil, Company Secretary is the Compliance Officer of the Company. The Committee look into the complaints/grievances of shareholders in respect transfer of shares, Non receipt of Dividend/Share Certificates, Demat problems etc. The Committee met four times from 1st April, 2014 to 31st March, 2015 i.e. on 30th June, 2014, 30th September, 2014, 31st December, 2014 and 31st March, 2015 and the attendance record of the meeting held is as follow:-



Name of Member	No. of Meetings Held	No. of Meetings Attended
Dr Amrik Singh Sohi	4	2
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 within a period of 15 to 20 days from the date of the receipt of the same.

**No. of complaints received/resolved/pending is as under:**

No. of complaints received during the year : 02

No. of complaints resolved during the year : 02

No. of complaints pending as on 31st March, 2015 : NIL

None of the complaints during the year remained pending for more than 20 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, Managing Director of the Company. 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 twenty two times during the year under review i.e. 29th April, 2014, 31st May, 2014, 16th June, 2014, 30th June, 2014, 15th July, 2014, 31st July, 2014, 14th August, 2014, 30th August, 2014, 13th September, 2014, 30th September, 2014, 15th October, 2014, 31st October, 2014, 15th November, 2014, 29th November, 2014, 15th December, 2014, 31st December, 2014, 15th January, 2015, 31st January, 2015, 14th February, 2015, 28th February, 2015, 14th March, 2015 and 31st March, 2015 and the attendance of the members is as follows:-

Name of member	No. of Meetings Held	No. of Meetings Attended
Sh. Dinesh Oswal	22	21
Sh. Dinesh Gogna	22	21
Prof.. K.S Maini	22	22
Ms. Nidhi Khande*	22	6
Mrs. Anjali Modgil**	22	14

\* Ceased to be a member of the Committee due to her resignation w.e.f. 14th August, 2014

\*\* Appointed as member of the Committee w.e.f. 14th August, 2014

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

**VI. WHISTLE BLOWER POLICY/VIGIL MECHANISM**

The Board, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2013, has established a Whistle Blower Policy/Vigil Mechanism for its directors and employees through Resolution dated 29.05.2014 to report genuine concerns or grievances about the unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or Policy. The Policy also enables the adequate safeguards against victimisation of persons who use such mechanism.

The Audit Committee regularly reviews the working of the Mechanism. The mechanism provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. 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.

The details of the Whistle Blower Policy/Vigil Mechanism also posted on the website of the Company. The Company has dedicated an e-mail address i.e.

whistleblowerncfs@owmnahar.com for reporting the genuine concerns and no complaint has been received during the year under review.

**VII. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

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

The terms and reference of the Committee are:-

1. To formulate and recommend to 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. To recommend the amount of expenditure to be incurred on the CSR activities.
3. To monitor the Company's CSR Policy and implementation of CSR projects from time to time.





During the year under review, the Committee met twice i.e. on 11th August, 2014 and 2nd February, 2015 and the attendance record of the meetings held is as follow:-

Name of member	No. of Meetings Held	No. of Meetings Attended
Sh. Dinesh Oswal	2	2
Dr. S.K. Singla	2	2
Sh. Dinesh Gogna	2	2

## VIII. GENERAL BODY MEETINGS

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

Financial Year	Location	Date	Time
2011-2012	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	29.09.2012	11.15 A.M.
2012-2013	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	30.09.2013	11.15 A.M.
2013-2014	Premises Nahar Industrial Enterprises Ltd., Focal Point, Ludhiana.	30.09.2014	03.30 P.M.

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

- 2011-2012 No Special Resolution was Passed.
- 2012-2013 No Special Resolution was Passed.
- 2013-2014 Adopt a new set of Articles of Association.

(iii) **Special Resolution passed last year through postal ballot.**  
No Special Resolution was passed during the financial year ended 31.03.2015 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

- During the year, there are no material related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict of interest with the Company at large. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the provisions of Clause 49 of the Listing Agreement. However, the details of transactions with the Group / Associate Companies are disclosed in Note No. 21 to the Financial Statements.
- 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.
- The company complied with not only the mandatory requirements but has also complied with the non mandatory requirements in respect of Separate posts of Chairman and CEO.

The Company is yet to comply with other non mandatory requirements of the Listing Agreement.

## PREVENTION OF INSIDER TRADING

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

## 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 the 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.ownnahar.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

- Annual General Meeting** 30th September, 2015  
**Date, Day, Time and Venue** Wednesday, 03.30 P.M.  
Premises of Nahar Industrial Enterprises Limited  
Focal Point, Ludhiana.
- Financial Calendar:** Financial year of the Company comprises of twelve months i.e. 1st April, 2014 to 31st March, 2015.
- Date of Book Closure :** 12th September, 2015 to 22nd September, 2015 (both days inclusive)
- Dividend Payment:**
  - Payment date :** Before 15th October, 2015
  - 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:** All the unpaid/unclaimed dividend upto financial year ended March 31, 2007 have been transferred to the Investor Education and Protection Fund of the Central Government pursuant to Section 205C of the Companies Act, 1956. The dividend for the financial year ended 31st March, 2008 will be transferred to the said Fund in January, 2016. 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 2015-16 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 and CDSL for Equity Shares:**  
INE049I01012

The annual custodian fees for the financial year 2015-16 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. gredressalncfsl@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 gredressalncfsl@owmnahar.com.

## 10. Compliance Officer

Mrs. Anjali Modgil, Company Secretary is the Compliance Officer of the Company.

## 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, 2014 to March, 2015 are as follows:

Month	Bombay Stock Exchange		National Stock Exchange	
	High	Low	High	Low
April, 2014	49.90	42.40	50.10	43.00
May, 2014	68.35	46.30	68.50	46.55
June, 2014	85.90	58.70	86.55	59.00
July, 2014	83.00	71.20	84.75	72.10
August, 2014	80.00	63.00	80.70	65.00
September, 2014	81.00	68.60	80.00	68.00
October, 2014	101.95	72.45	101.50	72.30
November, 2014	113.00	84.25	112.80	83.00
December, 2014	112.70	82.20	115.90	82.40
January, 2015	92.00	73.30	89.50	73.00
February, 2015	76.50	68.50	78.95	66.75
March, 2015	72.50	61.00	72.80	60.10

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 are listed at BSE and NSE. Accordingly, comparison between Nahar Capital and Financial Services Limited closing price variation and BSE Sensex in percentage from April, 2014 to March, 2015 is as under:

Year	Share Prices of the Company				BSE Sensex			
	Highest	Lowest	Closing	%age Change Over Last Month's Closing	Highest	Lowest	Closing	%age Change Over Last Month's Closing
2014-15								
April, 2014	49.90	42.40	48.55	-10.59	22939.31	22197.51	22417.80	0.14
May, 2014	68.35	46.30	60.55	24.72	25375.63	22277.04	24217.34	8.03
June, 2014	85.90	58.70	82.35	36.00	25725.12	24270.20	25413.78	4.94
July, 2014	83.00	71.20	76.15	-7.29	26300.17	24892.00	25894.97	1.89
August, 2014	80.00	63.00	69.00	-9.39	26674.38	25232.82	26638.11	2.87
September, 2014	81.00	68.60	75.00	8.70	27354.99	26220.49	26630.51	-0.03
October, 2014	101.95	72.45	86.05	14.73	27894.32	25910.77	27865.83	4.64
November, 2014	113.00	84.25	108.05	25.92	28822.37	27739.56	28693.99	2.97
December, 2014	112.70	82.20	85.75	-20.64	28809.64	26469.42	27499.42	-4.16
January, 2015	92.00	73.30	74.55	-13.06	29844.16	26776.12	29182.95	6.12
February, 2015	76.50	68.50	71.25	-4.43	29560.32	28044.49	29361.50	0.61
March, 2015	72.50	61.00	63.30	-11.16	30024.74	27248.45	27957.49	-4.78

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, the Company has appointed M/s Alankit Assignments Ltd. New Delhi, as Registrar for Share Transfer and Electronic Connectivity. Accordingly, all the Shareholders, Investors, Members of the Stock Exchanges, Depository Participants and all other concerned are requested to send all communication in respect of Share Transfer, Demat/Remat, Change of Address etc. to our Registrar whose address and telephone nos. etc. have already been mentioned in the Directors' Report.

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

## 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 Mrs. Anjali Modgil, Company Secretary of the Company. Share Transfer Committee meets twice in a month to approve the transfer / transmission / transposition, issue of duplicate share certificates & dematerialization of shares and duly transferred shares are generally dispatched within the prescribed period under the Companies Act, 2013 / 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, 2015

As on 31st March, 2015, your Company had 13725 shareholders having a total of 1,67,46,167 Equity Shares. The following is the distribution of Shareholding:

No. of Shares Held	No. of holders	Percentage of Shareholders	Aggregate shares held	Percentage of share holding
1-500	12392	90.29	1462596	8.73
501-1000	691	5.03	517479	3.09
1001-2000	312	2.27	446013	2.66
2001-3000	105	0.77	262109	1.57
3001-4000	49	0.36	172147	1.03
4001-5000	44	0.32	200223	1.20
5001-10000	62	0.45	452920	2.70
10001 and above	70	0.51	13232680	79.02
<b>Total</b>	<b>13725</b>	<b>100.00</b>	<b>16746167</b>	<b>100.00</b>

## XVIII. THE SHAREHOLDING PATTERN AS ON MARCH 31, 2015 IS AS UNDER:

Shares held by	No. of Shares	% of Shareholding
Banks and Mutual Funds	11547	0.07
Foreign holdings		
(FIIs, NRIs, OCBs)	74503	0.44
Bodies Corporate	652033	3.89
Directors/Relatives of Directors	Nil	Nil
General Public	4226279	25.24
Promoter	11781805	70.36
<b>Total</b>	<b>16746167</b>	<b>100.00</b>

## XIX. DEMATERIALISATION OF SHARES AND LIQUIDITY

The Securities and Exchange Board of India (SEBI) has included Company's scrip in compulsory demat settlement for all type of investors. Thus, the dealing in company's equity shares can be in demat form only. To facilitate holding and trading of securities in electronic form, your Company has established connectivity with both the Depositories i.e. National Securities Depository Ltd. (NSDL) and Central Depository Services Ltd. (CDSL). The investors have an option to dematerialize their equity shares with either of the Depositories. As on 31st March, 2015, 1,62,58,562 comprising 97.09% of the total Equity Capital of the Company has been dematerialized. Shares of the Company are actively traded on the BSE Limited, Mumbai and the National Stock Exchange of India Limited.

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

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

## XXI. ADDRESS FOR CORRESPONDENCE:

NAHAR TOWER

375, Industrial Area-A, Ludhiana-141003 (Pb.)

Phone No.: 0161-2665000 Fax No.: 0161-2661180, 222942

E-mail address: secncfs@owmnahar.com

Website : www.owmnahar.com

## XXII. CEO AND CFO CERTIFICATION

As required under Clause 49 of Listing Agreement, a Certificate duly signed by the Managing Director and Chief Financial Officer was placed at the meeting of Board of Directors held on 30.05.2015.

## XXIII. 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: 05.08.2015

JAWAHAR LAL OSWAL

(CHAIRMAN)

(DIN : 00463866)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## Annexure VII

### Industry Structure and Developments

The Non Banking Financial Companies (NBFCs) are emerging as an alternative to mainstream banking. Besides, they are also emerging as an integral part of Indian Financial System. NBFCs act as conduits and have furthered the Government's agenda on Financial Inclusion. They have been to some extent successful in filling the gap in offering credit to retail customers in underserved and unbanked areas. Their ability to innovate products in consonance to the needs of their clients is well established. They have played a key role in the development of important sectors like Road Transport and Infrastructure which are the life lines of our economy. This role has been well recognized and strongly advocated for, by all the Expert Committees and Taskforces setup till date, by Government of India and Reserve Bank of India. From large infrastructure financing to small microfinance, the sector has innovated over time and found ways to address the debt requirements of every segment of the economy. The industry has also responded positively to regulatory efforts to better understand risks and to address such risks through regulations. Over time, the sector has evolved from being fragmented and informally governed to being well regulated and in many instances, adopted best practices in technology, innovation and risk management as well as governance.

NBFCs in India are useful and successful for the evolution of a vibrant, competitive and dynamic financial system in Indian money market. The success factors of their business has been by making the most of their ability to contain risk, adapt to changes and tap demand in markets that are likely to be avoided by the bigger players. Thus the need for uniform practices and level playing field for NBFCs in India is indispensable.

NBFCs have steadily grown in number and market share, indicating the success of their business models and the opportunities/potential in their target markets. The share of NBFCs has steadily grown from 10.7% of banking assets in 2009 to 14.3% of banking assets in 2014, thus gaining systemic importance.

*(Source: Care Rating Report on NBFC Sector – Trends, Regulatory Framework and Way Forward)*

Aiming to strike a balance between under-regulation and over-regulation in the sector, new regulatory framework has been introduced. In the beginning these changes may appear to be cumbersome but in the long run these will help in the growth of NBFC sector and resultantly betterment of overall banking sector of India. As per new regulations, the RBI has increased the threshold asset size for an NBFC to be considered systemically important (NBFC-ND-SI) from Rs.100 crore and above to Rs.500 crore and above. Furthermore, a simplified framework for light touch regulation has been put into place for NBFCs which are not systemically important (NBFCs-ND) i.e. NBFCs having total assets less than Rs. 500 Crores. While the regulations, specially, asset classification norms have been made more stringent so as to be at par with banks. The segmentation of the market on deposit acceptance, customer interface, and liability structure and consumer protection not only aligns regulations to current realities, but also sets the direction of future growth. For example, capping leverage of non-systemically important NBFCs, while also exempting them from the Capital Risk Adequacy Ratio (CRAR), Credit

Concentration Norms and revised NPA norms, will gradually lead to business models that can balance opportunities and constraints. Similarly, deposit accepting NBFCs (NBFCs-D) and asset finance companies (AFCs) get broadly aligned on deposit cap and rating requirements. Further, credit concentration norms for AFCs are aligned with those applicable to systemically important NBFCs (NBFCs-ND-SI) and of course, the NPA classification and provisioning guidelines are harmonised. Considering the need for good corporate governance practices, various amendments have been made to the existing regulatory framework on Corporate Governance and Disclosures for NBFCs.

Due to RBI's revised regulatory framework, your Company has been categorized as non-systematically important Non-deposit taking NBFCs (NBFCs-ND) and doing investment activities with long term perspective as well as doing trading business and also doing lending activities with select entities and individuals.

### Opportunities and Threats

The Indian economy is the bright spot in the global landscape, becoming one of the fastest-growing big emerging market economies in the world. The India's growth story got a boost with the rebasing of GDP data. Based on the new series, the real GDP growth stands at 7.4% in FY 2014-15 and 6.9% in FY 2013-14 i.e. approximately 180 bps higher than earlier estimates. The fiscal deficit seen at 4% of GDP in the year 2014-15 as against 4.5% of GDP in the year 2013-14\*. The RBI commenced its easing cycle with an inter meeting cut in January, 2015. The Budget presented by the Finance Minister, addresses some pending concerns such as (i) laying out a transformative tax regime in terms of GST, GAAR, phased reduction in corporate taxes, abolition of wealth tax, (ii) higher public investments to kick start growth (iii) direct benefit transfers/Jan Dhan Yojna to streamline / plug leakages in subsidies delivery (iv) institutionalization of inflation targeting monetary policy framework. The Indian economy is reviving, helped by positive policy actions and lower global oil prices. In the context of a growing economy, a stable regulatory environment will provide opportunities to NBFCs to continue to grow in the financial ecosystem and create meaningful financial inclusion and employment opportunities in the remote corners of the country.

*(\*Source: <http://www.business-standard.com/>)*

During Financial Year 2014-15, the Company has taken the benefit of higher interest rate scenario by allocating more funds in Fixed Maturity Instruments, Longer Maturity Debt Funds, Debentures, Tax Free Bonds, and Preference Shares etc., which helped in better Asset Portfolio Management and higher profitability of the Company. The Company also invested in Debt Structures, Higher Equity Yield Structures, Real Estate Alternate Investment Funds, Dual Advantage Funds etc. to get the better returns. Due to booming Capital Market after formation of new government, the Company decided to invest more in Equity Market to participate in overall growth in Industry and Economy.

The Financial Business is always prone to risk of Capital Market Fluctuations, Global Threats, Political Instability, Economic Risk and Interest Rate Volatility etc., which can affect the return on investments and financial business in unexpected way. Your Company tries to manage these

contingencies by diversifying the investment portfolio to different type of Assets Classes as well as allocating the investment among reputed Asset Management Companies and Institutions.

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

(\*Source: <http://www.business-standard.com/>)

During Financial Year 2014-15, the Company has taken the benefit of higher interest rate scenario by allocating more funds in Fixed Maturity Instruments, Longer Maturity Debt Funds, Debentures, Tax Free Bonds, and Preference Shares etc., which helped in better Asset portfolio Management and higher profitability of the Company. The Company also invested in Debt Structures, Higher Equity Yield Structures, Real Estate Alternate Investment Funds, Dual Advantage Funds etc. to get the better returns. Due to booming Capital Market after formation of new government, the Company decided to invest more in Equity Market to participate in overall growth in Industry and Economy.

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

#### **Future Outlook**

The Company is mainly engaged in Investment, Lending and Financial Management. The Company intends to continue focusing on new avenues of Investment like Structured Products, Global Equity and Asset markets, Private Equity Venture Funds, Real Estate Alternate Investment Funds, Infrastructure and Tax Free Bonds etc. along with other NBFC activities. The Company will strive to do the financial business, focused on delivering consistent and superior returns to the company's shareholders and at the same time maintaining the high levels of safety.

The scenario for financing is improving in India significantly amid a slew of RBI policy and various notable government initiatives exclusively targeting the sector. As per Economic Survey, it is expected that the Indian economy will grow at a rate of 8.1% – 8.5% in fiscal year 2015-16, while consumer inflation will drop to between 5% to 5.5%.\* The Indian stock market has also turned out to be among the world's best performers in 2014 with the Bombay Stock Exchange (BSE)

Sensex rising 40% from 21,140 on January 1, 2014 to 29,680 on January, 2015. Most market players believe this stellar run will continue in 2015 on the back of reforms, lower crude prices, strong foreign fund inflows, revival of manufacturing, improvement in the macro-economic situation and rise in corporate earnings growth.

(\*Source: Highlights of Economic survey 2015)

With the introduction of new Government's initiatives including "Make in India" initiative, coupled with improved global scenario, financial growth of the country was phenomenal and we expect improved Indian economic outlook and better performance of your company in 2015-16.

The strategy of the Company will be focused more on fixed maturity debt funds and structures, Arbitrage Funds and also by diversifying its investments into latest Financial Product Offerings 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 organization, keeping our aspirations and business model in mind. Our Company has recognized its role as a corporate citizen and continuously endeavors to adopt the best practices and the highest standards of corporate governance. Our Company will continuously focus on its resources, strengths and strategies to achieve its vision keeping the above strategic intent in mind.

#### **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. The Company is also having an Internal Audit Department to test the adequacy and effectiveness of Internal Control Systems laid down by the management and to suggest improvement in the systems.

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

#### **Financial/Operation Performance**

The Company has performed reasonably during the year under review. The Company achieved an income of ₹ 2556.70





Lacs with a net profit before tax of ₹ 2348.36 Lacs. The detailed performance has already been discussed in the Directors' Report under the column Financial Review.

Your Company continued to reward shareholders with regular dividends. Considering the growth and consistent profits, the Board has proposed a payment of dividend of ₹1.50 per share (30%) for the year ending March 31, 2015 on equity shares.

**Human Resources/Industrial Relations**

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

strength of the Company was 19 as on 31<sup>st</sup> March 2015.

**Cautionary Statement**

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

**FOR AND ON BEHALF OF THE BOARD**

**PLACE: LUDHIANA  
DATED: 05.08.2015**

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

**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, 2015.

**FOR AND ON BEHALF OF THE BOARD**

**PLACE: LUDHIANA  
DATED: 05.08.2015**

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

**CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members,

Nahar Capital & Financial Services Limited,  
Ludhiana

We have examined the compliance of conditions of corporate governance by NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED for the year ended 31st March, 2015 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 Accountant  
(F. Reg. No. 001393N)**

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

**PLACE: LUDHIANA  
DATED: 05.08.2015**



## INDEPENDENT AUDITOR'S REPORT

The Members of

Nahar Capital & Financial Services Limited

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of M/s. Nahar Capital & Financial Services Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether

due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 such books.
  - c. The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.



- e. On the basis of written representations received from the directors as on 31st March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
- (i) The company has disclosed the impact of pending litigations on its financial position in its financial statements Refer Note 25(c), (d), (e) and (g) to the financial statements.
  - (ii) The company has made provision as required under the applicable law or accounting standards in respect of long term derivative contracts on mark to market basis. There are no other long term contracts for which there were any material foreseeable losses.
  - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

**Place: Ludhiana  
Dated: 30th May, 2015**

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

**Annexure to the Independent Auditor's Report  
(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of even date)**

- (I) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) According to the information and explanations given to us, the company has adopted a policy of physical verification of the fixed assets in a phased manner. In accordance with this policy, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (ii) a) Physical verification has been carried out by the Management in respect of inventory at reasonable intervals including as on March 31, 2015. In our opinion the frequency of verification is reasonable.
- b) Based on information and explanations given to us and the records produced to us, in our view, the procedures of physical verification of inventory followed by the management during the year are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company is maintaining proper records of inventory. As per the information given to us, the discrepancies noticed on physical verification of Inventories as compared to book records were not material and have been dealt properly in the books of account.
- (iii) The company has not granted any unsecured loans to the companies covered in the register maintained under section 189 of the Companies Act.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) According to the information and explanations given to us, the company has not accepted deposits from public during the year covered under the provisions of section 73 or 76 any other relevant provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules 2014.
- (vi) The maintenance of cost records is not applicable to the company.
- (vii) (a) According to the information and explanations given to us and records of the Company examined by us, the company has been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts in respect of statutory dues payable were outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable. According to the information and explanation given to us, no order under its aforesaid sections has been passed by the company law board or the Reserve Bank of India or any Court or any other Tribunal on the company.
- (b) According to the records of the company, the disputed statutory dues that have not been deposited on account of matters pending before the appellate authorities in respect of sales tax, duty of custom, service tax, duty of excise, value added tax and income tax are given below:



Nature of Dues/ Name of Statute	Amount (in Lacs)	Financial Year to Which it Relates	Forum where dispute is pending
-	-	-	-
-	-	-	-
-	-	-	-

- (b) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time..
- (viii) In our opinion and according to the information and explanations given to us, the company does not have accumulated losses and has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or banks.

- (x) In accordance with the information and explanations given to us, the Company has given any guarantee for loans taken by others from bank or financial institutions. The terms and conditions at which guarantees have been given are not prejudicial to interests of the company.
- (xi) In our opinion and according to the information and explanations given to us, the company has not taken any term loan during the year.
- (xii) Further on the basis of information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

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

**Place: Ludhiana  
Dated: 30th May, 2015**

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



## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015

Particulars	Note No.	As at 31st March 2015	As at 31st March 2014
		₹ in lacs	₹ in lacs
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	2	837.31	837.31
Reserves and surplus	3	48968.46	47360.87
		<b>49805.77</b>	48198.18
<b>Current liabilities</b>			
Trade payables	4	22.26	7.18
Other current liabilities	5	108.98	113.00
Short-term provisions	6	720.58	791.78
		<b>851.82</b>	911.96
<b>Total Equity &amp; Liabilities</b>		<b>50657.59</b>	49110.14
<b>ASSETS</b>			
<b>Non-current assets</b>			
<b>a. Fixed assets</b>	7		
i) Tangible assets		752.09	766.06
ii) Capital work-in-progress		2386.19	2385.49
<b>b. Investments</b>			
Non Current Investments	8	45532.01	42285.49
Long Term Loan & Advances	9	3.42	3.42
		<b>48673.71</b>	45440.46
<b>Current assets</b>			
Inventories	10	1116.40	1614.45
Cash and cash equivalents	11	84.00	132.81
Short-term loans and advances	12	165.67	1152.09
Other current assets	13	617.81	770.33
		<b>1983.88</b>	3669.68
<b>Total Assets</b>		<b>50657.59</b>	49110.14
Significant Accounting Policies	1		
Other Notes on Financial Statements	20 to 30		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2015

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)



**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

Particulars	Note No.	For the Year Ended 31st March 2015	For the Year Ended 31st March 2014
		₹ in lacs	₹ in lacs
<b>Income</b>			
Revenue from Operations	14	<b>906.70</b>	1088.55
Other Income	15	<b>1650.00</b>	1864.31
<b>Total Revenue</b>		<b>2556.70</b>	2952.86
<b>Expenses:</b>			
Employee benefits expense	16	<b>154.55</b>	180.05
Finance costs	17	<b>0.05</b>	4.40
Depreciation and amortization expense	7	<b>13.85</b>	13.83
Other expenses	18	<b>69.89</b>	61.45
<b>Total expenses</b>		<b>238.34</b>	259.74
<b>Profit before exceptional and extraordinary items and tax</b>		<b>2318.36</b>	2693.12
Exceptional Items		<b>(30.00)</b>	0.00
<b>Profit before extraordinary items and tax</b>		<b>2348.36</b>	2693.12
Extraordinary Items		<b>0.00</b>	0.00
<b>Profit before tax</b>		<b>2348.36</b>	2693.12
Tax expense:			
-Current tax		<b>(418.00)</b>	(495.00)
<b>Profit (Loss) for the period from continuing operations</b>		<b>1930.36</b>	2198.12
<b>Profit/(loss) from Discontinuing operations (after tax)</b>		<b>0.00</b>	0.00
<b>Profit (Loss) for the period</b>		<b>1930.36</b>	2198.12
Earnings per equity share:	19		
Basic and Diluted		<b>11.53</b>	13.13
Significant Accounting Policies	1		
Other Notes on Financial Statements	20 to 30		

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

FOR AND ON BEHALF OF THE BOARD

Place : LUDHIANA  
Date : 30.05.2015

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)

**Note 1. Significant Accounting Policies**
**i) Accounting Convention**

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards and relevant presentation requirements of the companies Act, 2013.

**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- II of the Companies Act, 2013.
- (b) Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized as cost of relevant fixed asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.
- (c) Effective from April 1, 2014, the useful life of Fixed Assets have been revised in accordance with Schedule II to The Companies Act, 2013. Further, based on the transitional provisions provided in Note 7(b) of Schedule - II to the act, and amount of Rs. 12138 has been reduced from retained earning in respect of assets having no useful life as on 1st April 2014 and is included in the figure of depreciation during the year and is not shown separately in the above chart.

**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 2015		As at 31 March 2014	
	Number	Amount	Number	Amount
<b>Authorised</b>				
Equity Shares of ₹5/- each	<b>30000000.00</b>	<b>15000000.00</b>	30000000.00	15000000.00
<b>Issued, Subscribed &amp; Paid up</b>				
Equity Shares of ₹5/- each	<b>16746167.00</b>	<b>837.31</b>	16746167.00	837.31
<b>Total</b>	<b>16746167.00</b>	<b>837.31</b>	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	
	31.03.2015	31.03.2014
Shares outstanding at the beginning of the year	<b>16746167.00</b>	16746167.00
Shares Issued during the year	<b>0.00</b>	0.00
Shares bought back during the year	<b>0.00</b>	0.00
Shares outstanding at the end of the year	<b>16746167.00</b>	16746167.00

**Note 2.3 The Company is not having any holding as well as subsidiary company.**
**Note 2.4 Name of Shareholders holding more than 5% shares of the company.**

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Nahar Poly Films Ltd	<b>6611632</b>	<b>39.48</b>	6611332	39.48
Nahar Industrial Enterprises Ltd	<b>1363221</b>	<b>8.14</b>	1363221	8.14
Oswal Woollen Mills Ltd	<b>1322173</b>	<b>7.90</b>	1263693	7.55

- Note 2.5**
- (a) The Company has not issued any shares in pursuance to contract(s) without payment being received in cash during five years immediately preceding the date as at which the Balance Sheet is prepared.
  - (b) The Company has not issued any fully paid up Bonus Shares during five year immediately preceding the date as at which Balance Sheet is prepared.
  - (c) The Company has not bought back any shares during five years immediately preceding the date as at which the Balance Sheet is prepared.




**Note 3. Reserves & Surplus**

Particulars	As at 31 March 2015	As at 31 March 2014
<b>SECURITIES PREMIUM ACCOUNT</b>		
Opening Balance	12591.71	12591.71
Add : Securities premium credited on Share issue	0.00	0.00
Less : Premium Utilised	0.00	0.00
Closing Balance	12591.71	12591.71
<b>GENERAL RESERVE</b>		
Opening Balance	31521.27	30021.27
Add : Current Year Transfer	1200.00	1500.00
Less : Written Back in Current Year	(0.12)	0.00
Closing Balance	32721.15	31521.27
<b>STATUTORY RESERVE FUND</b>		
Opening Balance	3190.10	2750.10
Add : Current Year Transfer	386.00	440.00
Less : Written Back in Current Year	0.00	0.00
Closing Balance	3576.10	3190.10
<b>SURPLUS</b>		
Opening Balance	57.79	93.55
Add: Profit for the year	1930.36	2198.12
Less: Provision for Proposed Dividend	(251.19)	(251.19)
Less: Provision for Tax on Proposed Dividend	(51.14)	(42.69)
Income Tax Adjustments for prior periods	(20.31)	0.00
Less: Transfer to Special Statutory Reserve Fund	(386.00)	(440.00)
Less: Transfer to General Reserve	(1200.00)	(1500.00)
Closing Balance	79.50	57.79
<b>Total</b>	<b>48968.46</b>	<b>47360.87</b>

**Note 4. Trade Payables**

Sundry Creditors	22.26	7.18
<b>Total</b>	<b>22.26</b>	<b>7.18</b>

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


**Note 5. Other Current Liabilities**

TDS Payables	1.49	7.04
Service Tax Payable	0.36	0.00
Statutory Liabilities	0.02	0.01
Other Liabilities	80.87	69.81
Income Received in Advance	0.00	2.90
Due to Directors	0.00	4.13
Unpaid dividends	26.24	29.11
<b>Total</b>	<b>108.98</b>	<b>113.00</b>

**Note 6. Short-term Provisions**

Provision for Income Tax	418.00	495.00
Provisions for Standard Assets	0.25	2.90
Proposed Dividend	251.19	251.19
Dividend Distribution Tax	51.14	42.69
<b>Total</b>	<b>720.58</b>	<b>791.78</b>

**Note 7. Fixed Assets**

Particulars	Gross Block				Depreciation				Net Block		
	As on 01.04.14	Additions 2014-15	Sales/ Adj	As on 31.03.15	As on 01.04.14	During the year 2014-15	Retained earnings	Sales/ Adj	As on 31.03.15	As on 31.03.15	As on 31.03.14
a) - BUILDING	767.82	-	-	767.82	12.52	12.15	-	-	24.67	743.16	755.31
- VEHICLES	11.57	-	-	11.57	1.43	1.43	-	-	2.85	8.72	10.14
- OTHER EQUIPMENTS	1.41	-	-	1.41	0.80	0.28	0.12	-	1.20	0.21	0.61
SUB TOTAL (B)	780.80	-	-	780.80	14.74	13.85	0.12	-	28.72	752.09	766.06
Total (Tangible Assets)	780.80	-	-	780.80	14.74	13.85	0.12	-	28.72	752.09	766.06
Previous Year	12.91	767.89	-	780.80	0.91	13.83	-	-	14.74	766.06	12.00
b) Capital WIP											
- Building Under Construction										2386.19	2385.49
Total (CWIP)										2386.19	2385.49
Total (a+b)										3138.28	3151.56

There are no intangible assets under development as on 31.03.2015 as well as on 31.03.2014.

**Note 8. Non Current Investments**

Particulars	As at 31 March 2015	As at 31 March 2014
<b>Trade Investments (Refer A below)</b>		
a) Investment Properties	-	-
b) Investment in Equity instruments	131.44	192.98
c) Investments in preference shares	555.40	341.78
d) Investments in Government or Trust securities	-	-
e) Investments in debentures or bonds	921.45	821.45
f) Investments in Mutual Funds	-	-
g) Investments in partnership firms*	-	-
h) Other non-current investments (specify nature)	-	-
<b>Total (A)</b>	<b>1608.29</b>	<b>1356.21</b>


**Other Investments (Refer B below)**

(a) Investment Properties	-	-
(b) Investment in Equity instruments	21444.76	21445.16
(c) Investments in preference shares	112.26	12.28
(d) Investments in Government or Trust securities	-	-
(e) Investments in debentures or bonds	2244.12	1499.65
(f) Investments in Mutual Funds	19918.26	17660.18
(g) Investments in partnership firms	-	-
(h) Other non-current investments (Venture Funds/AIF))	204.32	312.01
<b>Total (B)</b>	<b>43923.72</b>	<b>40929.28</b>
<b>Grand Total (A + B)</b>	<b>45532.01</b>	<b>42285.49</b>
Less : Provision for dimunition in the value of Investments	-	-
<b>Total</b>	<b>45532.01</b>	<b>42285.49</b>

**A. Details of Trade Investments**

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes /No	If Answer to Column (10) is 'No' - Basis of Valuation
			2015	2014			2015	2014		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	<b>Investment in Properties</b>	-	-	-	-	-	-	-	-	-
(b)	<b>Investment in Equity Instruments</b>									
1	Industrial Finance Corporation of India	Others	0	115000	Quoted	Fully paid	0.00	40.17	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	225733	Quoted	Fully paid	50.79	50.79	Yes	N.A.
4	Reliance Capital Ltd.	Others	2500	3000	Quoted	Fully paid	47.62	59.51	Yes	N.A.
5	Palam Motels Ltd.	Others	0	645	Unquoted	Fully paid	0.00	9.48	Yes	N.A.
6	IDFC Ltd.	Others	5000	5000	Quoted	Fully Paid	7.78	7.78	Yes	N.A.
	<b>TOTAL</b>						<b>131.44</b>	<b>192.98</b>		

**(c) Investments in Preference Shares**

7	L & T Finance Holdings Ltd. 8.75%	Others	182625	182625	Quoted	Fully paid	181.25	181.26	Yes	N.A.
8	L & T Finance Holdings Ltd. 9.00%	Others	361202	161202	Quoted	Fully paid	374.15	160.52	Yes	N.A.
	<b>Total</b>						<b>555.40</b>	<b>341.78</b>		
(d)	<b>Investments in Government or Trust securities</b>	-	-	-	-	-	-	-	-	-
(e)	<b>Investments in Debentures or Bonds</b>									
9	India Infrastructure finance Company Ltd. (Tax Free Bonds)	Others	20000	20000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
10	India Infoline Finance Limited (NCD)	Others	4925	4925	Quoted	Fully paid	49.25	49.25	Yes	N.A.
11	Religare Finvest Limited (NCD)	Others	40000	40000	Quoted	Fully paid	400.00	400.00	Yes	N.A.
12	Housing and Urban Development Corporation Ltd. (Tax Free Bonds)	Others	10000	10000	Quoted	Fully paid	100.00	100.00	Yes	N.A.



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13	National Housing Bank (Tax Free Bonds)	Others	1444	1444	Quoted	Fully paid	72.20	72.20	Yes	N.A.
14	SREI Infrastructure Finance Ltd. (NCD)	Others	10000	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
	<b>Total</b>						<b>921.45</b>	<b>821.45</b>		
(f)	<b>Investments in Mutual Funds</b>	-	-	-	-	-	-	-	-	-
(g)	<b>Investments in partnership firms*</b>	-	-	-	-	-	-	-	-	-
(h)	<b>Other non-current investments (specify nature)</b>	-	-	-	-	-	-	-	-	-
	<b>TOTAL TRADE INVESTMENTS 'A'</b>						<b>1608.29</b>	<b>1356.21</b>		

## B. Details of Other Investments

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV/ Controlled Entity/ Others	No. of Shares / Units		Quoted/ Unquoted	Partly Paid/ Fully Paid	Amount (₹)		Whether stated at cost Yes /No	If Answer to Column (10) is 'No' - Basis of Valuation
			2015	2014			2015	2014		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
(a)	<b>Investment in Properties</b>	-	-	-	-	-	-	-	-	-
(b)	<b>Investment in Equity Instruments</b>									
	<b>Direct Investments</b>									
1	Allahabad Bank	Others	227001	227001	Quoted	Fully paid	22.70	22.70	Yes	N.A.
2	Bank of Maharashtra	Others	25000	25000	Quoted	Fully paid	9.74	9.74	Yes	N.A.
3	Bharat Electronics Ltd.	Others	3000	5500	Quoted	Fully paid	43.18	84.15	Yes	N.A.
4	Bharat Heavy Electricals Ltd.	Others	3500	3500	Quoted	Fully paid	9.76	9.76	Yes	N.A.
5	Canara Bank	Others	19000	19000	Quoted	Fully paid	51.07	51.07	Yes	N.A.
6	Coal India Ltd.	Others	39977	39977	Quoted	Fully paid	118.54	118.54	Yes	N.A.
7	Gas Authority of India Ltd.	Others	25500	25500	Quoted	Fully paid	36.92	36.92	Yes	N.A.
8	HDFC Bank Ltd.	Others	19825	19825	Quoted	Fully paid	22.17	22.17	Yes	N.A.
9	Jaiprakash Associates Ltd.	Others	36000	46890	Quoted	Fully paid	65.99	100.76	Yes	N.A.
10	Jaiprakash Power Ventures Ltd.	Others	80000	80000	Quoted	Fully paid	58.14	58.14	Yes	N.A.
11	Karuturi Global Ltd.	Others	300000	300000	Quoted	Fully paid	43.03	43.03	Yes	N.A.
12	Kingfisher Airlines Ltd.	Others	204559	204559	Quoted	Fully paid	33.84	33.84	Yes	N.A.
13	Larsen & Toubro Ltd.	Others	0	2050	Quoted	Fully paid	0.00	0.00	Yes	N.A.
14	Malwa Cotton Spinning Mills Ltd	Others	50	50	Quoted	Fully paid	0.02	0.02	Yes	N.A.
15	Moil Ltd.	Others	15000	15000	Quoted	Fully paid	65.80	65.80	Yes	N.A.
16	Monte Carlo Fashions Ltd.	Group Co.	1595390	1575000	Quoted	Fully paid	122.95	26.25	Yes	N.A.
17	Nahar Industrial Enterprises Ltd.	Associate	9336745	9336745	Quoted	Fully paid	9973.89	9973.89	Yes	N.A.
18	Nahar Poly Films Ltd.	Associate	12087671	12087671	Quoted	Fully paid	2886.85	2886.85	Yes	N.A.
19	Nahar Spinning Mills Ltd.	Associate	10257384	10257384	Quoted	Fully paid	6087.15	6087.15	Yes	N.A.
20	National Thermal Power Corporation Ltd.	Others	35000	35000	Quoted	Fully paid	53.79	53.79	Yes	N.A.
21	NHPC Ltd.	Others	190366	190366	Quoted	Fully paid	64.92	64.92	Yes	N.A.
22	Petronet LNG Ltd.	Others	205000	205000	Quoted	Fully paid	30.75	30.75	Yes	N.A.
23	Power Grid Corporation of India Ltd.	Others	49092	49092	Quoted	Fully paid	58.74	58.74	Yes	N.A.
24	Punjab & Sind Bank Ltd.	Others	25000	25000	Quoted	Fully paid	28.38	28.38	Yes	N.A.
25	Reliance Industries Ltd.	Others	20616	20616	Quoted	Fully paid	233.36	233.36	Yes	N.A.
26	Reliance Infrastructure Ltd.	Others	9000	9000	Quoted	Fully paid	178.34	178.34	Yes	N.A.
27	Reliance Power Ltd.	Others	5000	5000	Quoted	Fully paid	31.25	31.25	Yes	N.A.
28	Sancia Global Infraprojects Ltd.	Others	5000	5000	Quoted	Fully paid	17.49	17.49	Yes	N.A.



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29	SEL Manufacturing Co. Ltd.	Others	0	926117	Quoted	Fully paid	0.00	35.47	Yes	N.A.
30	Sesa Sterlite Ltd.	Others	26263	26263	Quoted	Fully paid	97.47	97.47	Yes	N.A.
31	Tata Consultancy Services Ltd.	Others	7372	7372	Quoted	Fully paid	15.67	15.67	Yes	N.A.
32	Tata Global Beverages Ltd.	Others	14000	14000	Quoted	Fully paid	21.04	21.04	Yes	N.A.
33	Tata Motors Ltd.	Others	20000	30808	Quoted	Fully paid	37.47	54.50	Yes	N.A.
34	Tata Teleservice Ltd.	Others	231766	231766	Quoted	Fully paid	43.65	43.65	Yes	N.A.
35	Titan Industries Ltd.	Others	20000	20000	Quoted	Fully paid	58.17	58.17	Yes	N.A.
36	Uco Bank	Others	60000	60000	Quoted	Fully paid	8.88	8.88	Yes	N.A.
37	Vardhman Acrylics Ltd.	Others	661427	661427	Quoted	Fully paid	64.26	64.26	Yes	N.A.
38	Vardhman Special Steels Ltd.	Others	7167	7167	Quoted	Fully paid	8.19	8.19	Yes	N.A.
39	Vardhman Textiles Ltd.	Others	41839	35839	Quoted	Fully paid	130.75	98.33	Yes	N.A.
40	Delhi Stock Exchange Ltd.	Others	748250	748250	Unquoted	Fully paid	523.78	523.78	Yes	N.A.
41	Essar Steel Ltd.	Others	5000	5000	Unquoted	Fully paid	3.34	3.34	Yes	N.A.
42	Nimbua Greenfield (Punjab) Ltd.	Others	140625	140625	Unquoted	Fully paid	14.06	14.06	Yes	N.A.
43	Oswal Woollen Mills Ltd.	Group Co.	1462500	1462500	Unquoted	Fully paid	48.75	48.75	Yes	N.A.

## Investments through HDFC Portfolio Management Services (Equity PMS)

44	Marico Kaya Enterprises	Others	0	74.02	Unquoted	Fully paid	0.00	1.17	Yes	N.A.
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## Investments through HDFC Portfolio Management Services (HDFC Real Estate Portfolio - I)

45.	Ansal Hi-Tech Township Ltd.	Others	17356	17356	Unquoted	Fully paid	15.31	15.31	Yes	N.A.
46.	BCC Infrastructure Pvt. Ltd.	Others	305	305	Unquoted	Fully paid	0.03	0.03	Yes	N.A.
47.	Kunal Spaces Pvt. Ltd.	Others	0	274	Unquoted	Fully paid	0.00	0.03	Yes	N.A.
48.	Nitesh Housing Developers Pvt. Ltd.	Others	1454	1454	Unquoted	Fully paid	5.18	5.18	Yes	N.A.
49.	Total Environment Projects I Pvt. Ltd.	Others	0	780	Unquoted	Fully paid	0.00	0.08	Yes	N.A.
<b>Total</b>							<b>21444.76</b>	<b>21445.16</b>		

## c) Investments in Preference Shares

<b>Direct Investments</b>										
50	ZEE Entertainment Ltd.	Others	12000000	0	Quoted	Fully paid	100.03	0.00	Yes	N.A.

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

51	Arimas Developers Pvt. Ltd.	Others	0	3063	Unquoted	Fully paid	0.00	0.03	Yes	N.A.
52	BCC Infrastructure Pvt. Ltd.	Others	876	876	Unquoted	Fully paid	0.09	0.09	Yes	N.A.
53	Ekta World Private Ltd.	Others	0	2557	Unquoted	Fully paid	0.00	0.03	Yes	N.A.
54	Runwal Township Pvt. Ltd. Class - A	Others	289	289	Unquoted	Fully paid	0.00	0.00	Yes	N.A.
55	Runwal Township Pvt. Ltd. Class - B	Others	427	427	Unquoted	Fully paid	0.01	0.00	Yes	N.A.
56	Runwal Township Pvt. Ltd. Class - C	Others	289	289	Unquoted	Fully paid	12.13	12.13	Yes	N.A.
<b>Total</b>							<b>112.26</b>	<b>12.28</b>		

d)	<b>Investments in Government or Trust securities</b>	-	-	-	-	-	-	-	-	-
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e)	<b>Investments in Debentures or Bonds</b>									
<b>Direct Investments</b>										

57	Anand Rathi Global Finance Ltd. SR-II BR (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
58	Citicorp Finance India Limited Sr-500 (NCD) Th. Motilal pms	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.



59	Citicorp Finance India Limited Sr-503 (NCD) Th.Motilal pms	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
60	Citicorp Finance India Limited Sr-512 (NCD) Th.Motilal pms	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
61	ECL Finance Ltd. B6L202 (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
62	ECL Finance Ltd. A4C303 (NCD)	Others	0	100	Quoted	Fully paid	0.00	100.00	Yes	N.A.
63	ECL Finance Ltd. B6C402 (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
64	ECL Finance Ltd. C7C402 (NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
65	ECL Finance Ltd. C6E401(NCD)	Others	105	105	Quoted	Fully paid	105.00	105.00	Yes	N.A.
66	ECL Finance Ltd. C6F401 (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
67	ECL Finance Ltd. H6I401 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
68	Edelweiss Finance Ltd. K5G401 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
69	Edelweiss Finance Ltd. H5H401 (NCD)	Others	100	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
70	Edelweiss Finance Ltd. C6I401 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
71	Edelweiss Finance Ltd. A8E501 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
72	India Infoline Finance Limited (NCD)	Others	100	100	Quoted	Fully paid	100.00	100.00	Yes	N.A.
73	KARVY Financial Servies Ltd SR-B-42 (NCD)	Others	10	0	Quoted	Fully paid	100.00	0.00	Yes	N.A.
74	KARVY Financial Servies Ltd SR-B-45 (NCD)	Others	14	0	Quoted	Fully paid	140.00	0.00	Yes	N.A.
75	Morgan Stanley India Capital Private Limited (NCD) Th. Religare PMS	Others	0	20	Quoted	Fully paid	0.00	200.00	Yes	N.A.
76	NTPC Ltd. Sr -54 NCD 8.49% (Bonus)	Others	35000	0	Quoted	Fully paid	0.00	0.00	Yes	N.A.
77	Reliance Capital Ltd. SR-B/253 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
78	Reliance Capital Ltd. SR-B/260 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.
79	Reliance Capital Ltd. SR-B/285 (NCD)	Others	105	0	Quoted	Fully paid	105.00	0.00	Yes	N.A.

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

80	Anand Divine Developers Pvt.Ltd.-II	Others	0	14051	Unquoted	Fully paid	0.00	14.05	Yes	N.A.
81	Arimas Developers Pvt. Ltd. Class B August 2011	Others	0	19118	Unquoted	Fully paid	0.00	19.12	Yes	N.A.
82	Aristo Realtors Pvt. Ltd.	Others	0	1100	Unquoted	Fully paid	0.00	11.00	Yes	N.A.
83	Aristo Realtors Pvt. Ltd.-II	Others	0	446	Unquoted	Fully paid	0.00	4.46	Yes	N.A.
84	Aristo Realtors Pvt. Ltd.-III	Others	161	635	Unquoted	Fully paid	1.61	6.35	Yes	N.A.
85	Aristo Realtors Pvt. Ltd.-IV	Others	1454	1454	Unquoted	Fully paid	14.54	14.54	Yes	N.A.
86	Atithi Building Comm-odities Pvt. Ltd.	Others	2810	3333	Unquoted	Fully paid	28.10	33.33	Yes	N.A.





87	Atithi Building Comm- odities Pvt. Ltd.-II	Others	482	482	Unquoted	Fully paid	4.82	4.82	Yes	N.A.
88	BCC Infrastructure Pvt. Ltd. Class A Deb. - III	Others	8085	8085	Unquoted	Fully paid	8.08	8.08	Yes	N.A.
89	BCC Infrastructure Pvt. Ltd. Class A Deb. -IV	Others	11547	11547	Unquoted	Fully paid	11.55	11.55	Yes	N.A.
90	Dharmesh Constructions Pvt. Ltd.	Others	0	13011	Unquoted	Fully paid	0.00	13.01	Yes	N.A.
91	Dharmesh Constructions Pvt. Ltd. II	Others	0	14543	Unquoted	Fully paid	0.00	14.54	Yes	N.A.
92	Ekta Parkville Homes Pvt. Ltd.	Others	0	2055	Unquoted	Fully paid	0.00	2.06	Yes	N.A.
93	Ekta Parkville Homes Pvt. Ltd. II	Others	0	5245	Unquoted	Fully paid	0.00	5.25	Yes	N.A.
94	Ekta World Pvt. Ltd. Class A Series 2	Others	0	3508	Unquoted	Fully paid	0.00	3.51	Yes	N.A.
95	Kunal Spaces Pvt. Ltd. Class A	Others	0	3668	Unquoted	Fully paid	0.00	3.67	Yes	N.A.
96	Kunal Spaces Pvt. Ltd. Class A II	Others	0	7942	Unquoted	Fully paid	0.00	7.94	Yes	N.A.
97	Marvel Realtors and Developers Series 1	Others	0	4429	Unquoted	Fully paid	0.00	4.43	Yes	N.A.
98	Marvel Realtors and Developers Series 2	Others	3492	9953	Unquoted	Fully paid	3.49	9.95	Yes	N.A.
99	Nilkanth Tech Park Pvt. Ltd. 2011 - II	Others	0	1231	Unquoted	Fully paid	0.00	1.23	Yes	N.A.
100	Nilkanth Tech Park Pvt. Ltd. 2011 - III	Others	0	8419	Unquoted	Fully paid	0.00	8.42	Yes	N.A.
101	Nitesh Land Holding Pvt. Ltd.	Others	5689	5689	Unquoted	Fully paid	5.69	5.69	Yes	N.A.
102	Runwal Township Pvt. Ltd. Class B	Others	16143	16143	Unquoted	Fully paid	16.14	16.14	Yes	N.A.
103	Total Environment Habitat Pvt. Ltd.	Others	34247	34247	Unquoted	Fully paid	34.25	34.25	Yes	N.A.
104	Total Environment Projects Pvt. Ltd.-II	Others	586	586	Unquoted	Fully paid	0.59	0.59	Yes	N.A.
105	Total Environment Projects Pvt. Ltd.-I	Others	3067	9485	Unquoted	Fully paid	3.07	9.48	Yes	N.A.
106	Total Environment Projects Pvt. Ltd.-III	Others	2195	2195	Unquoted	Fully paid	2.19	2.19	Yes	N.A.
<b>TOTAL</b>							<b>2244.12</b>	<b>1499.65</b>		

**(f) Investments in Mutual Funds**

**Debt Mutual Funds**

**Direct Investments**

107	Axis Income Fund (Growth)	Others	858082.231	858082.231	Quoted	Fully paid	95.00	95.00	Yes	N.A.
108	Axis Fixed Maturity Plan Direct Plan(Growth)	Others	0.000	980000.000	Quoted	Fully paid	0.00	98.00	Yes	N.A.
109	Axis Dynamic Bond Fund Direct Plan (Growth)	Others	797200.233	797200.233	Quoted	Fully paid	100.00	100.00	Yes	N.A.
110	BOI AXA Fixed Maturity plan Regular plan (Growth)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
111	Birla Sunlife Fixed Term Plan Direct plan (Growth)	Others	3500000.000	5500000.000	Quoted	Fully paid	350.00	550.00	Yes	N.A.
112	Birla Sunlife Interval Income Fund Annual Plan IX- Direct Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
113	Birla Sunlife Income Plus Regular Plan(Growth)	Others	0.000	200761.800	Quoted	Fully paid	0.00	110.00	Yes	N.A.



114	Canara Robeco Dynamic Bond Fund Regular Plan (Growth)	Others	1537881.022	1537881.022	Quoted	Fully paid	210.00	210.00	Yes	N.A.
115	DSP Black Rock FMP S-144 Direct Plan (Growth)	Others	1500000.000	1500000.000	Quoted	Fully paid	150.00	150.00	Yes	N.A.
116	DWS FMP S-57 Direct Plan (Growth)	Others	2100000.000	2100000.000	Quoted	Fully paid	210.00	210.00	Yes	N.A.
117	DWS Corporate Debt Opportunities Fund Regular Plan (Growth)	Others	944447.593	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
118	DSP Black Rock Income Opportunities Fund Regular Plan (Growth)	Others	483895.943	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
119	Franklin Templeton Fixed Tenure Fund (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
120	Franklin Templeton Cash Management Fund Growth	Others	263093.456	0.000	Quoted	Fully paid	57.42	0.00	Yes	N.A.
121	HDFC Debt Fund for Cancer Cure 2014 (Dividend)	Others	250000.000	250000.000	Quoted	Fully paid	25.00	25.00	Yes	N.A.
122	HDFC Fixed Maturity Plan Direct Plan (Growth)	Others	8000000.000	3500000.000	Quoted	Fully paid	800.00	350.00	Yes	N.A.
123	HDFC Income Fund Regular (Growth)	Others	370915.754	370915.754	Quoted	Fully paid	100.00	100.00	Yes	N.A.
124	HDFC Medium Term Opportunities Fund Direct plan (Growth)	Others	0.000	845477.368	Quoted	Fully paid	0.00	109.79	Yes	N.A.
125	HDFC High Interest Fund Regular Plan (Growth)	Others	250852.271	250852.271	Quoted	Fully paid	100.00	100.00	Yes	N.A.
126	HDFC Income Fund Direct Plan (Growth)	Others	725636.747	725636.747	Quoted	Fully paid	200.00	200.00	Yes	N.A.
127	HDFC Corporate Debt Opportunities Fund Regular Plan Growth	Others	1323425.614	0.000	Quoted	Fully paid	135.00	0.00	Yes	N.A.
128	JP Morgan India Active Bond Fund - Retail Plan (Growth)	Others	3272155.496	3272155.496	Quoted	Fully paid	425.00	425.00	Yes	N.A.
129	JP Morgan India Fixed Maturity Plan Direct Plan (Growth)	Others	1000000.000	2000000.000	Quoted	Fully paid	100.00	200.00	Yes	N.A.
130	JP Morgan India Corporate Debt Opportunities Fund Direct Plan (Growth)	Others	2000000.000	0.000	Quoted	Fully paid	200.00	0.00	Yes	N.A.
131	ICICI Prudential Fixed Maturity Plan Regular Plan(Growth)	Others	2850000.000	4850000.000	Quoted	Fully paid	285.00	485.00	Yes	N.A.
132	ICICI Prudential Fixed Maturity Plan Direct Plan(Growth)	Others	9491030.000	7600000.000	Quoted	Fully paid	949.10	760.00	Yes	N.A.
133	ICICI Prudential Interval Fund Annual Interval Plan-I Direct Plan (Growth)	Others	775524.000	775524.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
134	ICICI Prudential Income opportunities fund institutional Direct plan (Growth)	Others	2418408.328	2418408.328	Quoted	Fully paid	400.00	400.00	Yes	N.A.
135	ICICI Prudential Corporate Bond Fund Regular Plan (Growth)	Others	2896372.773	1685569.178	Quoted	Fully paid	539.15	300.00	Yes	N.A.
136	ICICI Prudential Income Plan Regular Plan (Growth)	Others	0.000	521290.820	Quoted	Fully paid	0.00	200.00	Yes	N.A.



137	IDBI FMP Direct Plan (Growth)	Others	1000000.000	6000000.000	Quoted	Fully paid	100.00	600.00	Yes	N.A.
138	IDFC FMP Direct Plan (Growth)	Others	4586891.741	2986891.741	Quoted	Fully paid	458.69	298.69	Yes	N.A.
139	IDFC Super Saver Income Fund Investment Plan - Direct Plan (Growth)	Others	683749.806	683749.806	Quoted	Fully paid	200.00	200.00	Yes	N.A.
140	Kotak Fixed Maturity Direct Plan (Growth)	Others	7017250.000	6017250.000	Quoted	Fully paid	701.73	601.73	yes	N.A.
141	L & T FMP (Growth)	Others	2000000.000	2000000.000	Quoted	Fully paid	200.00	200.00	Yes	N.A.
142	L & T FMP Direct Plan (Growth)	Others	1500000.000	1500000.000	Quoted	Fully paid	150.00	150.00	Yes	N.A.
143	L & T Triple Ace Bond Fund Regular Plan (Bonus Option)	Others	568672.420	1607932.467	Quoted	Fully paid	6.10	200.00	Yes	N.A.
144	L & T Triple Ace Bond Fund Regular Plan (Growth)	Others	313380.403	313380.403	Quoted	Fully paid	100.00	100.00	Yes	N.A.
145	L&T Income Opportunities Fund Regular Plan (Growth)	Others	922636.896	0.000	Quoted	Fully paid	140.00	0.00	Yes	N.A.
146	L&T Resurgent India Corporate Bond Fund Regular Plan (Growth)	Others	1300000.000	0.000	Quoted	Fully paid	130.00	0.00	Yes	N.A.
147	Pramerica Fixed Duration Fund - Direct Plan (Growth)	Others	0.000	30000.000	Quoted	Fully paid	0.00	300.00	Yes	N.A.
148	Principal PNB Fixed Maturity Plan Direct Plan (Growth)	Others	3000000.000	3000000.000	Quoted	Fully paid	300.00	300.00	Yes	N.A.
149	Reliance Dynamic Bond Fund (Growth)	Others	0.000	664761.018	Quoted	Fully paid	0.00	110.00	Yes	N.A.
150	Reliance Fixed Horizon Fund Direct Plan (Growth)	Others	1036329.153	1036329.153	Quoted	Fully paid	103.63	103.63	Yes	N.A.
151	Religare FMP Direct Plan (Growth)	Others	8350000.000	7300000.000	Quoted	Fully paid	835.00	730.00	Yes	N.A.
152	Reliance Corporate Bond Fund Regular Plan (Growth)	Others	3265598.676	0.000	Quoted	Fully paid	350.00	0.00	Yes	N.A.
153	SBI Magnum Income Fund (Growth)	Others	1019239.644	1342178.647	Quoted	Fully paid	306.03	400.00	Yes	N.A.
154	SBI Magnum Dynamic Bond Fund Regular Plan (Growth)	Others	0.000	1363791.937	Quoted	Fully paid	0.00	205.00	Yes	N.A.
155	SBI Debt Fund Series Direct Plan (Growth)	Others	11403935.150	5778405.333	Quoted	Fully paid	1140.39	577.84	Yes	N.A.
156	SBI Corporate Bond Fund Regular Plan (Growth)	Others	647413.813	0.000	Quoted	Fully paid	140.000	0.000	Yes	N.A.
157	SBI Corporate Bond Fund Direct Plan (Growth)	Others	973259.690	0.000	Quoted	Fully paid	200.000	0.000	Yes	N.A.
158	Tata Fixed Maturity Plan Direct Plan (Growth)	Others	6291390.000	4000000.000	Quoted	Fully paid	629.14	400.00	Yes	N.A.
159	TATA Dynamic Bond Fund Regular Plan (Growth)	Others	1097303.377	1097303.377	Quoted	Fully paid	200.00	200.00	Yes	N.A.
160	Franklin India Corporate Bond Opportunities Fund Regular Plan (Growth)	Others	3835511.736	3919268.994	Quoted	Fully paid	522.88	400.00	Yes	N.A.
161	Franklin India Income Builder Account Plan - A (Growth)	Others	246836.177	246836.177	Quoted	Fully paid	100.00	100.00	Yes	N.A.
162	Franklin India Income Opportunities Fund (Growth)	Others	2262652.620	2262652.620	Quoted	Fully paid	300.00	300.00	Yes	N.A.



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163	UTI Fixed Maturity Plan Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
164	UTI Fixed Maturity Plan Direct Plan (Growth)	Others	7550000.000	2000000.000	Quoted	Fully paid	755.00	200.00	Yes	N.A.
165	UTI Income Opportunities Fund Regular Plan (Growth)	Others	5039475.595	4947419.647	Quoted	Fully paid	544.60	519.60	Yes	N.A.
166	UTI Dynamic Bond Fund Direct Plan (Growth)	Others	1553615.263	1553615.263	Quoted	Fully paid	200.00	200.00	Yes	N.A.
<b>Investments through HDFC Portfolio Management Services (HDFC Real Estate Portfolio-I)</b>										
167	HDFC Cash Management Fund Treasury Advantage Plan Weekly Dividend - Direct Plan	Others	906.566	268547.890	Quoted	Fully paid	0.09	27.01	Yes	N.A.
168	HDFC Cash Management Fund Savings Plan Growth - Direct Plan	Others	48050.589	0.000	Quoted	Fully paid	14.00	0.00	Yes	N.A.
<b>Investments through ICICI Portfolio Management Services Ltd.</b>										
169	ICICI Prudential Liquid Plan Weekly Dividend - Direct Plan	Others	0.000	9291.559	Quoted	Fully paid	0.00	9.31	Yes	N.A.
<b>Equity Mutual Funds</b>										
170	Pinebridge India Equity Fund Regular (Dividend Payout)	Others	0.000	479574.631	Quoted	Fully paid	0.00	60.00	Yes	N.A.
171	DWS Global Agribusiness Off shore Fund Regular Plan (Growth)	Others	0.000	626225.141	Quoted	Fully paid	0.00	100.00	Yes	N.A.
172	DWS Top Euroland Offshore Fund Regular Plan(Growth)	Others	377654.061	383624.595	Quoted	Fully paid	50.00	50.00	Yes	N.A.
173	DSP Black Rock Balanced Fund Regular Plan (Dividend Payout)	Others	353781.929	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
174	Franklin India Feeder - Franklin European Growth Fund Regular Plan (Growth)	Others	699727.254	0.000	Quoted	Fully paid	70.00	0.00	Yes	N.A.
175	Franklin India Balanced Fund Regular Plan (Dividend Payout)	Others	415311.712	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
176	HDFC Core & Satellite Fund (Dividend Payout)	Others	0.000	490392.760	Quoted	Fully paid	0.00	110.00	Yes	N.A.
177	HDFC Prudence Fund (Dividend Payout)	Others	955093.283	165314.544	Quoted	Fully paid	300.00	40.00	Yes	N.A.
178	HDFC Top 200 Fund (Dividend Payout Option)	Others	0.000	194883.020	Quoted	Fully paid	0.00	100.00	Yes	N.A.
179	JP Morgan Europe Dynamic Equity Offshore Fund Regular Plan(Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
180	JP Morgan India Equity Income Fund Regular Plan (Dividend Payout)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
181	JP Morgan India Equity Income Fund Direct Plan (Growth)	Others	1404731.134	0.000	Quoted	Fully paid	150.00	0.00	Yes	N.A.
182	ICICI Prudential Balanced Advantage Fund Regular Plan (Growth)	Others	1880879.220	1737888.966	Quoted	Fully paid	300.00	300.00	Yes	N.A.
183	ICICI Prudential Equity Arbitrage fund Regular Plan (Growth)	Others	1128819.239	592066.311	Quoted	Fully paid	203.55	100.00	Yes	N.A.



184	ICICI Prudential US Bluechip Equity Fund Regular Plan (Growth)	Others	706125.100	706125.100	Quoted	Fully paid	105.00	105.00	Yes	N.A.
185	ICICI Prudential Global Stable Equity Fund Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
186	ICICI Prudential Dividend Yield Equity Fund Regular Plan (Dividend Payout)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
187	IDFC Arbitrage Fund Direct Plan (Growth)	Others	572760.649	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
188	Kotak Equity Savings Fund Direct Plan (Quarterly Dividend Payout)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
189	L&T Emerging Businesses Fund Regular Plan (Dividend Payout)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
190	L&T Business Cycles Fund Regular Plan (Dividend Payout)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
191	L&T India Prudence Fund Regular Plan (Dividend Payout)	Others	547525.186	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
192	L&T Global Real Assets Fund(Growth)	Others	1046624.566	1714066.156	Quoted	Fully paid	200.00	300.84	Yes	N.A.
193	Religare Global Equity Income Fund Regular Plan (Growth)	Others	983904.477	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
194	Reliance Regular Saving Fund Balanced (Dividend Payout)	Others	556863.759	0.000	Quoted	Fully paid	100.58	0.00	Yes	N.A.
195	SBI Magnum Balanced Fund Regular Plan (Dividend Payout)	Others	331772.895	342360.452	Quoted	Fully paid	100.00	81.75	Yes	N.A.
196	SBI Magnum Comma Fund Regular Plan (Dividend Payout)	Others	0.000	526038.927	Quoted	Fully paid	0.00	100.00	Yes	N.A.
197	SBI PSU Fund Regular Plan (Dividend Payout)	Others	0.000	1000000.000	Quoted	Fully paid	0.00	100.00	Yes	N.A.
198	SBI Equity Opportunities Fund S-2 Regular Plan (Dividend Payout)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
199	SBI Arbitrage Opportunities Fund Direct Plan (Growth)	Others	1666746.167	0.000	Quoted	Fully paid	299.49	0.00	Yes	N.A.
200	TATA Balanced Fund Regular Plan (Dividend Payout)	Others	156135.404	280889.530	Quoted	Fully paid	100.95	137.81	Yes	N.A.
201	TATA Equity P/E Fund (Dividend Payout Trigger A Option)	Others	0.000	420766.973	Quoted	Fully paid	0.00	156.99	Yes	N.A.
202	Tata Indo Global Infrastructure Fund (Dividend Payout)	Others	0.000	2000000.000	Quoted	Fully paid	0.00	200.00	Yes	N.A.
203	Tata Infrastructure Fund (Dividend Payout)	Others	0.000	345564.651	Quoted	Fully paid	0.00	75.19	Yes	N.A.
204	UTI Banking Sector Fund Regular Plan (Dividend Payout)	Others	0.000	463352.991	Quoted	Fully paid	0.00	110.00	Yes	N.A.
<b>MIP Mutual Funds (Debt-More than 50%)</b>										
205	Axis Capital Protected Oriented Fund (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
206	Axis Triple Advantage Fund (Growth)	Others	665401.422	1225157.436	Quoted	Fully paid	75.00	137.50	Yes	N.A.



207	Axis Hybrid Fund Series Regular plan(Growth)	Others	2000000.000	1000000.000	Quoted	Fully paid	200.00	100.00	Yes	N.A.
208	DSP Black Rock Dual Advantage Fund Regular Plan (Growth)	Others	4000000.000	2000000.000	Quoted	Fully paid	400.00	200.00	Yes	N.A.
209	Franklin Templeton MIP-A Regular Plan (Growth)	Others	0.000	440755.161	Quoted	Fully paid	0.00	150.00	Yes	N.A.\
210	HDFC Capital Protection Oriented Fund Regular Plan (Growth Plan)	Others	5057376.000	4057376.000	Quoted	Fully paid	505.74	405.74	Yes	N.A.
211	ICICI Prudential MIP-25 (Growth)	Others	0.000	885896.527	Quoted	Fully paid	0.00	200.00	Yes	N.A.
212	ICICI Prudential Capital protection Oriented Fund Regular plan(Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
213	IDFC MIP Regular Plan (Growth)	Others	0.000	1502855.426	Quoted	Fully paid	0.00	200.00	Yes	N.A.
214	SBI Monthly Income Plan Regular plan (Growth)	Others	0.000	401181.077	Quoted	Fully paid	0.00	100.00	Yes	N.A.
215	SBI Dual Advantage Fund S-VII Regular Plan (Growth)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
216	SBI Dynamic Asset Allocation Fund Regular Plan (Growth)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
217	TATA Dual Advantage Fund Scheme A Plan-A Regular Plan (Growth)	Others	1000000.000	1000000.000	Quoted	Fully paid	100.00	100.00	Yes	N.A.
218	TATA Dual Advantage Fund Scheme C Plan-A Regular Plan (Growth)	Others	1000000.000	0.000	Quoted	Fully paid	100.00	0.00	Yes	N.A.
219	TATA Monthly Income Plus Fund Plan - A Regular Plan(Growth)	Others	0.000	509821.715	Quoted	Fully paid	0.00	100.00	Yes	N.A.
<b>Gold Mutual Funds</b>										
220	SBI Gold Fund (Growth)	Others	0.000	1017410.340	Quoted	Fully paid	0.00	100.00	Yes	N.A.
221	HDFC Gold Fund	Others	0.000	915669.685	Quoted	Fully paid	0.00	99.50	Yes	N.A.
222	E-Gold	Others	0.000	901.000	Quoted	Fully paid	0.00	29.26	Yes	N.A.
<b>TOTAL</b>							<b>19918.26</b>	<b>17660.18</b>		
(g)	<b>Investment in partnership firms</b>	-	-	-	-	-	-	-	-	-
(h)	<b>Other non-current investments (Venture Funds/AIF)</b>									
223	Kotak India Venture fund, Life Sciences & Biotech Fund through Kotak Mahindra Bank Ltd.	Others	16000.000	16000.000	Unquoted	Fully paid	52.53	64.78	Yes	N.A.
224	IIFL Real Estate Fund (Domestic) - Series 1	Others	97191.000	97191.000	Unquoted	Fully paid	55.27	93.42	Yes	N.A.
225	IDFC Real Estate Yield Fund	Others	19900.000	19900.000	Unquoted	Partly Paid	96.52	79.00	Yes	N.A.
<b>Investments through ICICI Portfolio Management Services Ltd.</b>										
226	ICICI Venture India Advantage III, A Real Estate Fund	Others	0.000	74805.852	Unquoted	Fully paid	0.00	74.81	Yes	N.A.
<b>TOTAL</b>							<b>204.32</b>	<b>312.01</b>		
<b>TOTAL OTHER INVESTMENT ' B '</b>							<b>43923.72</b>	<b>40929.28</b>		
<b>TOTAL INVESTMENT 'A + B '</b>							<b>45532.01</b>	<b>42285.49</b>		
<b>SUMMARY</b>										
<b>Book Value of Quoted Investments</b>							<b>44570.89</b>	<b>40702.31</b>		
<b>Book Value of Unquoted Investments</b>							<b>961.12</b>	<b>1583.18</b>		
<b>Market Value of Quoted Investments</b>							<b>51794.74</b>	<b>39124.36</b>		




**Note 9 Long Term Loan & Advance**

Security Deposits	3.42	3.42
<b>Total</b>	<b>3.42</b>	<b>3.42</b>

**Note 10 Inventories**

Equity Shares	227.25	202.36
Commodity	185.22	0.00
Real Estate Property	703.93	1412.09
<b>Total</b>	<b>1116.40</b>	<b>1614.45</b>

**Note 11 Cash And Cash Equivalents**

a. Balances with banks*		
This includes:		
- Earmarked Balances (e.g. Unpaid dividend accounts)	26.24	29.11
- In Current Accounts	57.08	29.02
b. Cash Equivalent	0.00	74.29
c. Cash in hand	0.68	0.39
<b>Total</b>	<b>84.00</b>	<b>132.81</b>

**Note 12 Short-term Loans and Advances**

Secured Loan considered good		0.00	300.00
Unsecured Loans considered (Doubtful)	82.09		
Provision for NPA	-16.42	65.67	0.00
Unsecured Loans considered good		100.00	852.09
<b>Total</b>		<b>165.67</b>	<b>1152.09</b>

**Note 13. Other Current Assets**

<b>(Unsecured Considered Good)</b>		
Interest Accrued	152.47	215.14
Others	39.51	25.49
Advance Taxes	425.83	529.70
<b>Total</b>	<b>617.81</b>	<b>770.33</b>

**Note 14. Operating Income**

GAIN/(LOSS) FROM TRADING OF SHARES/SECURITIES/OTHERS		
Opening Stock	(1614.45)	(2981.26)
Purchases	(620.62)	(698.94)
Sales of Securities	2010.82	3140.55
Closing Stock	1116.40	1614.45
	892.15	1074.80
Dividend Income	4.48	7.80
Interest Gross	7.93	0.00
Income From Stock Lending	2.14	5.95
<b>Total</b>	<b>906.70</b>	<b>1088.55</b>

**Note 15. Other Income**

Dividend Income	363.89	412.81
Interest Gross	367.18	573.33
Net Gain On Sale Of Investments	916.28	876.70
Misc Receipts	0.00	0.17
Provision For Standard Asset	2.65	1.30
<b>Total</b>	<b>1650.00</b>	<b>1864.31</b>

**Note 16. Employee Benefits Expenses**

Salary Wages And Bonus	153.36	174.43
Contribution To Group Insurance & Gratuity	1.08	3.09
Employee Welfare Exp.	0.11	2.54
<b>Total</b>	<b>154.55</b>	<b>180.05</b>



<b>Note 17. Financial Expenses</b>		
- Interest To Banks		
- On Over Draft Account	0.00	4.35
- Other's	0.05	0.05
<b>Total</b>	<b>0.05</b>	<b>4.40</b>
<b>Note 18. Other Expenses</b>		
Administrative Expenses (a)		
Conveyance	6.57	5.68
Rent	2.05	1.96
Fees And Taxes	0.36	7.57
Service Tax Others	0.59	0.50
Insurance	0.97	1.04
Legal And Professional Expenses	21.69	28.10
Printing And Stationery	2.73	0.92
Postage And Telegraph	1.82	0.61
Miscellaneous Expenses	0.13	0.16
Directors Sitting Fees	2.95	1.75
Travelling Expenses	1.26	0.69
Entertainment Exp	0.03	0.09
Telephone Expenses	1.15	0.85
Provisions Of Doubtful Assets	16.42	0.00
Security Transaction Tax (main Unit)	0.42	1.57
Security Transaction Tax (trading Unit)	0.24	0.89
Vehicle Fuel	2.76	2.18
Vehicle Repair	0.69	0.35
Vehicle Others	0.01	0.25
Agm Expenses	0.28	0.26
Erp-exps/vsat/amc's-hardware	1.00	0.00
Newspaper Books & Periodicals	0.08	0.00
Building Repair & Maintainance	3.37	3.78
<b>Auditors Remuneration</b>		
Audit Fees	0.75	0.69
Tax Audit Fees	0.22	0.21
Certification Charges	0.06	0.07
<b>Total (a)</b>	<b>68.60</b>	<b>60.17</b>
<b>Other Expenses (b)</b>		
Charity & Donation	0.86	0.85
Previous Year Expenses	0.00	0.29
Amount Written Off	0.38	0.00
Amount Rounded Off	(0.00019)	(0.001)
Bank Charges	0.06	0.14
<b>TOTAL (b)</b>	<b>1.29</b>	<b>1.28</b>
<b>TOTAL (a + b)</b>	<b>69.89</b>	<b>61.45</b>

**Note 19 Earning Per Share**

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

<b>BASIC AND DILUTED</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Earning per share has been computed as under:		



**BASIC**

a) Profit after Taxation	1930.36	2198.12
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	11.53	13.13
<b>DILUTED</b>		
a) Profit after Taxation	1930.36	2198.12
b) Number of weighted average shares outstanding	16746167.00	16746167.00
c) Earning per share (face value Rs. 5/- per share)	11.53	13.13

**NOTES ON FINANCIAL STATEMENTS**

**Note 20 Contingent Liabilities not provided for**

Particulars	As at 31 March 2015 (In Lacs)	As at 31 March 2014 (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)	239.42	234.92
(b) Uncalled liability on shares and other investments partly paid	310.96	120.00
(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)	1,968.11	3,650.00
<b>Total</b>	<b>2,518.49</b>	<b>4,004.92</b>

**Note 21 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 Taken	55.00	0.00	0.00	0.00	55.00	0.00
2	Loan Repaid	55.00	0.00	0.00	0.00	55.00	0.00
3	Interest Paid	0.05	0.00	0.00	0.00	0.05	0.00
4	Loan Given	0.00	2062.00	0.00	0.00	0.00	2062.00
5	Loan Received Back	0.00	2062.00	0.00	0.00	0.00	2062.00
6	Investment Sale	0.00	0.00	55.66	0.00	55.66	0.00
7	Director's Sitting Fee	0.00	0.00	0.60	0.40	0.60	0.40
8	Interest Received	0.00	71.03	0.00	0.00	0.00	71.03
9	Rent	2.05	1.96	0.00	0.00	2.05	1.96
10	Managerial Remuneration	0.00	0.00	60.00	120.00	60.00	120.00
11	Balance Payable	3.46	4.60	0.00	0.00	3.46	4.60



**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. Palam Motels 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, group Companies and also includes enterprises with whom no transaction has taken place during the period.

**Note 22 GENERAL**

- 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.
- As per Accounting Standard 17, issued by 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	1707.88	1934.27	848.82	1018.59	2556.70	2952.86
Results						
Segment Result(Before Tax & Interest)	1726.67	1830.26	827.61	989.01	2554.28	2819.27
Less :A. Interest Paid	0.05	4.40	0.00	0.00	0.05	4.40
Other Unallocable Exp.	62.95	121.75	0.00	0.00	62.95	121.75
	63.00	126.15	0.00	0.00	63.00	126.15
Profit Before Tax					2348.36	2693.12
Less: Income Tax					(418.00)	(495.00)
Profit After Tax					1,930.36	2,198.12
<b>Capital Employed</b>						
Assets	47141.64	44782.86	703.93	1412.09	47845.57	46194.95
Unallocable Assets	2812.02	2915.19	0.00	0.00	2812.02	2915.19
<b>Total Assets</b>	<b>49953.66</b>	<b>47698.05</b>	<b>703.93</b>	<b>1412.09</b>	<b>50657.59</b>	<b>49110.14</b>
Segment Liabilities	132.23	123.08	-	-	132.23	123.08
Unallocable Liabilities	736.00	788.88	-	-	736.00	788.88
<b>Total Liabilities</b>	<b>868.23</b>	<b>911.96</b>	<b>-</b>	<b>-</b>	<b>868.23</b>	<b>911.96</b>
Capital Expenditure					0.00	0.07
Depreciation					13.85	13.83

- 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.
- 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. 1968.11 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 23 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 31.03.2015.**

Sr.No.	Particulars	As at 31 March 2015	As at 31 March 2014
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	20.78	16.31
	Interest Cost	1.66	1.34
	Current Service Cost	1.17	0.94
	Benefit Paid	(0.48)	0.00
	Actuarial (gain)/(Loss) on obligations	0.85	2.18
	Present value of obligations as at the end of the year	23.98	20.77
3	Reconciliation of Opening and Closing balances of plan assets :		
	Fair value of plan as at the beginning of year	20.21	18.73
	Returns on plan asset	2.01	1.58
	Contributions	2.47	1.54
	Benefit Paid	(0.48)	(1.64)
	Actuarial (gain)/(Loss) of Plan Asset	—	—
	Fair value of plan as at the end of year	24.21	20.21
4	Reconciliation of fair value of assets and obligations:		
	Present Value of obligations as at the end of year	23.98	20.77
	Fair value of plan as at the end of year	24.21	20.21
	Net Asset/(Liability) recognized in the Balance Sheet	0.00	1.54
5	Expenses Recognized in statement of Profit & Loss		
	Current Service Cost	1.17	0.94
	Interest Cost	1.66	1.34
	Expected return on plan asset	(2.01)	(1.58)
	Net Actuarial (gain)/loss recognised in the year	0.08	2.18
	Expenses Recognized in statement of Profit & Loss	0.91	2.89

**Note 24 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	Amt	Amt	Amt
	Outstanding	Overdue	Outstanding	Overdue
	31-03-2015	31-03-2015	31-03-2014	31-03-2014
1. Loans and advances availed by NBFC	0.00	0.00	0.00	0.00
Inclusive of Interest accrued there on but not paid				



a. Debentures (Other than falling with in the meaning of public deposits)				
(i) Secured	0.00	0.00	0.00	0.00
(ii) Unsecured	0.00	0.00	0.00	0.00
b. Deferred Credits	0.00	0.00	0.00	0.00
c. Term Loans	0.00	0.00	0.00	0.00
d. Inter-Corporate Loans & Borrowings	0.00	0.00	0.00	0.00
e. Commercial Paper	0.00	0.00	0.00	0.00
f. Other Loans (Over Draft Account)	0.00	0.00	0.00	0.00
<b>2. Break up of Loans &amp; Advances including bills receivable other than those including in (3) below</b>				
a. Secured	0.00	0.00	300.00	0.00
b. Unsecured	165.67	0.00	852.09	0.00
<b>3. Break up of Leased Assets and Stock in hire and other assets counting towards AFC activities</b>	<b>As at</b>	<b>As at</b>		
<b>Lease Assets including lease rentals under Sundry Debtors</b>	<b>31.03.2015</b>	<b>31.03.2014</b>		
1. Financial Lease (Net of Depreciation and Lease adjustment)	0.00	0.00		
2. Operating Lease	0.00	0.00		
<b>4. Break up of Investments</b>				
<b>a. Current Investments</b>				
1. Quoted Investments				
a. Shares				
i) Equity	0.00	0.00		
ii) Preference	0.00	0.00		
b. Debentures & Bonds	0.00	0.00		
c. Units of Mutual Funds	0.00	0.00		
d. Government Securities	0.00	0.00		
e. Others (Please specify)	0.00	0.00		
2. Unquoted Investments				
a. Shares				
i) Equity	0.00	0.00		
ii) Preference	0.00	0.00		
b. Debentures & Bonds	0.00	0.00		
c. Units of Mutual Funds	0.00	0.00		
d. Government Securities	0.00	0.00		
e. Others (Please specify)	0.00	0.00		
<b>b. Long Term Investments</b>				
1. Quoted				
-Shares	20965.74	20990.68		
-Preference	655.44	0.00		
-Debentures & Bonds	3031.45	2051.45		
-Units of Mutual Funds	19918.26	17660.18		
-Government Securities	0.00	0.00		
<b>Total</b>	<b>44570.89</b>	<b>40702.31</b>		
2. Unquoted				
-Shares	610.45	647.46		
-Preference	12.23	354.06		
-Debentures & Bonds	134.12	269.65		
-Units of Mutual Funds/Venture Funds/AIF	204.32	312.01		
-GOI Securities	0.00	0.00		





-Other (Please specify)	0.00	0.00
<b>Total</b>	<b>961.12</b>	<b>1583.18</b>
<b>Grand Total</b>	<b>45532.01</b>	<b>42285.49</b>

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

Particulars			Amount Net of Provisions			
		Secured	Secured	Unsecured	Unsecured	Total
	31.03.15	31.03.14	31.03.15	31.03.14	31.3.15	31.3.14
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 than related parties	0.00	300.00	165.67	852.09	165.67	1152.09
<b>Total</b>	<b>0.00</b>	<b>300.00</b>	<b>165.67</b>	<b>852.09</b>	<b>165.67</b>	<b>1152.09</b>

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

Particulars	Market Value or Fair Value of NAV		Book Value (Net of Provisions)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
1 ) Related Parties				
a) Subsidiaries	0.00	0.00	0.00	0.00
b) Companies in the Same Group	23129.16	16522.64	19119.59	19032.37
c) Other related parties	0.00	0.00	0.00	0.00
2 ) Other than related Parties	29626.70	24184.89	26412.42	23253.12
<b>Total</b>	<b>52755.86</b>	<b>40707.53</b>	<b>45532.01</b>	<b>42285.49</b>

**7. Other Information**

Particulars	Amount as on 31.03.2015	Amount as on 31.03.2014
a) Gross Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	82.09	0.00
b) Net Non Performing Assets		
1) Related Parties	0.00	0.00
2) Other than related Parties	65.67	0.00
c) Assets acquired in satisfaction of debt	0.00	0.00

**Note 25 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")		(₹ in lacs)	
		31.03.2015	31.03.2014
I tems			
i) CRAR (%)		96.94	95.17
ii) CRAR - Tier I Capital (%)		96.94	95.16
iii) CRAR - Tier II Capital (%)		0.00	0.01
II. Exposure to Real Estate Category			
a) Direct Exposure			
i) Residential Mortgage		0.00	0.00
ii) Commercial Real Estate		0.00	0.00
iii) Investments in Mortgage Backed securities (MBS) and other securitised exposures (Investments in Equity and Debentures through HDFC Real Estate Portfolio,Religare Credit Opportunities Fund-I, IIFL Real Estate Fund (Domestic Series 1) , IDFC Real Estate Yield Fund,		0.00	0.00



Reliance Yield Maximiser AIF-I and ICICI Prudential Real Estate AIF-I

a) Residential	435.61	496.72
b) Commercial Real Estate	68.28	89.40
b) Indirect Exposure		
Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	172.20	172.20

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

	1 day to 30/31 days	Over 1 month to 2 months	Over 2 month to 3 month	Over 3 month to 6 month	Over 6 month to 1 Year	Over 1 year to 3 Year	Over 3 year to 5 Year	Over 5 years	Total
<b>Liabilities</b>									
Borrowings	0.00	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
<b>Assets</b>									
Advance	0.00	0.00	0.00	0.00	165.67	0.00	0.00	0.00	165.67
Investments	1623.23	75.00	105.00	100.00	958.13	10111.70	7047.16	25511.79	45532.01

**Note 26 STOCK IN TRADE**

	Amount as on 31.03.2015	Amount as on 31.03.2014
Equity Shares	227.25	176.57
Investment in Equity Shares through Barclays Wealth Asset Management (India Pvt. Ltd.)	0.00	25.79
Investment in Real Estate Property	703.93	1412.09
Investment in Real Estate Funds	185.22	0.00
<b>Total</b>	<b>1116.40</b>	<b>1614.45</b>

**Note 27 Particulars in respect of Opening Stock, Purchase, Sales & Closing Stock in Trade.**

	Value 31.03.2015	Value 31.03.2014
<b>OPENING STOCK</b>		
Equity Shares	202.35	392.89
Commodity	0.00	197.18
Real Estate Property	1412.09	2391.19
<b>Total</b>	<b>1614.44</b>	<b>2981.26</b>
<b>PURCHASES/TRANSFERS</b>		
Equity Shares	109.22	327.98
Commodity	0.00	1.08
Units of Debt Mutual Funds	33.15	147.57
Real Estate Funds	185.22	0.00
Real Estate Purchased	293.02	222.31
<b>Total</b>	<b>620.61</b>	<b>698.94</b>
<b>SALES/TRANSFERS</b>		
Equity Shares	127.70	559.84
Commodity	0.00	213.22
Units of Debt Mutual Funds	33.12	147.49
Real Estate Sale	1850.00	2220.00
<b>Total</b>	<b>2010.82</b>	<b>3140.55</b>



## CLOSING STOCK

Equity Shares	227.25	202.35
Real Estate Funds	185.22	0.00
Real Estate Property	703.93	1412.09
Total	1116.40	1614.44

## Note 28 Impact of prior period items on Profits is as under:

	Current Year 31.03.2015	Previous Year 31.03.2014
Pre-Tax Profit after adjustment of prior period items	2348.36	2693.12
Add: Prior period expenses	0.00	0.29
Less: Prior period expenses written back	0.00	0.00
Less: Previous Year Income	0.00	0.00
Net Profit before prior period items	2348.36	2693.41

**Note 29** Exceptional Items - ₹ 30.00 Lacs of MD remuneration paid excess in quarter ended 31.12.2014, recovered in quarter ended 31.03.2015.

**Note 30** In accordance with the Section 135 of the Companies Act, 2013, the Company is covered by the provisions of the said section

a) The amount required to be spent ₹ 44.31 Lacs

b) The amount spent NIL

However the Company jointly with other group companies have joined hands under one umbrella namely Oswal foundation to carry out CSR activities in future.

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

**FOR AND ON BEHALF OF THE BOARD**

Place : LUDHIANA  
Date : 30.05.2015

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

**ANJALI MODGIL**  
Company Secretary

**HANS RAJ KAPOOR**  
Chief Financial Officer

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

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



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015**

₹ in lacs

	Current Year Ended 31.03.2015		Previous Year Ended 31.03.2014	
<b>A CASH FLOW FROM THE OPERATING ACTIVITIES</b>				
Net Profit before Tax and Extrordinary items		2348.35		2693.12
Adjustments for:				
Provision for NPA	16.42		0.00	
Provision for Standard Assets	-2.65		-1.30	
Depreciation	13.85		13.83	
Interst Paid	0.00		4.36	
Profit/Loss on Sale of Investments	-916.28		-876.70	
Interest Received	-375.11		-573.33	
Dividend/UTI Income	-368.36		-420.61	
Misc Income	0.00		-0.17	
Income From Stock Lending	-2.14		-5.95	
Increase in Loans and Advances	34.62		79.87	
Increase in Stock in Trade	498.04		1366.81	
Increase in Current Liabilities	11.06		-932.90	
Direct Taxes Paid	-411.44	-1501.99	-623.21	-1969.31
		846.36		-1969.28
<b>B CASH FLOW FROM THE INVESTING ACTIVIES</b>				
Purchase of Fixed Assets	0.00		-767.89	
Capital Work in Progress	-0.70		771.24	
Interst Paid	0.00		-4.36	
Profit/Loss on Sale of Investments	916.28		876.70	
Interest Received	274.51		204.75	
Dividend/UTI Income	368.36		420.61	
Misc Income	0.00		0.17	
Income From Stock Lending	2.14		5.95	
Purchase of Investments	-17253.17		-16719.20	
Sale of Investments	14006.65	-1685.93	14004.51	-1207.52
<b>C CASH FLOW FROM FINANCING ACTIVIES</b>				
Loans Given	-142.58		-1126.60	
Loans Given Received Back	1126.60		1555.94	
Interest Received from loan	100.60		368.58	
Dividend including Dividend				
Distribution Tax Paid	-293.88	790.74	-293.88	504.04
Net Increase/Decrease in Cash and Cash Equivalent		-48.82		-2672.76
Opening Cash and Cash Equivalent		132.81		112.48
Closing Cash and Cash Equivalent		84.00		132.81

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

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

**FOR AND ON BEHALF OF THE BOARD**

Place : LUDHIANA  
Date : 30.05.2015

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)



## Form AOC-I

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

### Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with amount in ₹)

1	Sl. No.	N.A.
2	Name of Subsidiary	N.A.
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
4	Reporting Currency and Exchange rate as on the last date of the relevant Financial Year in case of foreign subsidiaries	N.A.
5	Share Capital	N.A.
6	Reserves & Surplus	N.A.
7	Total Assets	N.A.
8	Total Liabilities	N.A.
9	Investments	N.A.
10	Turnover	N.A.
11	Profit before taxation	N.A.
12	Provision for taxation	N.A.
13	Profit after taxation	N.A.
14	Proposed Dividend	N.A.
15	% of Shareholding	N.A.

### Part "B" : Associates and Joint Ventures

**Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

	Name of Associates/Joint Ventures	Nahar Spinning Mills Limited	Nahar Poly Films Limited	Nahar Industrial Enterprises Limited
1	Latest Audited Balance Sheet Date	31.03.2015	31.03.2015	31.03.2015
2	Shares of Associate/Joint Ventures held by the Company on the Year End No. of Shares	10257384	12087671	9336745
	Amount of Investment in Associates/Joint Venture (₹ In Lacs)	6087.15	2886.85	9973.89
	Extend of Holding %	28.44%	49.16%	23.44%
3	Description of how there is significant influence	More than 20% held by the Company	More than 20% held by the Company	More than 20% held by the Company
4	Reason why the associate/joint venture is not consolidated	Since the Company is not having any subsidiary and joint venture Company, thus the Company is not required to consolidate the financial statements for the financial year ended 31st March, 2015 as per the Ministry of Corporate Affairs (MCA) Notification No. G.S.R. 723(E) dated 14/10/2014.		
5	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ In Lacs)	76032.45	14879.63	53942.06
6	Profit/Loss for the year (After)			
	i. Considered in Consolidation	-	-	-
	ii. Not Considered in Consolidation (₹ In Lacs)	2021.12	453.74	-2800.68

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

**FOR AND ON BEHALF OF THE BOARD**

Place : LUDHIANA  
Date : 30.05.2015

VINOD KUMAR KHANNA  
Partner  
M.No. 81585

ANJALI MODGIL  
Company Secretary

HANS RAJ KAPOOR  
Chief Financial Officer

DINESH OSWAL  
Managing Director  
(DIN-00607290)

J.L. OSWAL  
Chairman  
(DIN-00463866)

# NAHAR CAPITAL AND FINANCIAL SERVICES LTD

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

CIN: L45202PB2006PLC029968

E-mail: secncfs@owmnahar.com; Website: www.owmnahar.com

## BALLOT FORM

Sr. No. \_\_\_\_\_

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

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

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

No. of shares held :

I/We hereby exercise my/our vote(s) in respect of the following Resolutions as set out in the Notice dated August 05, 2015 of the Company by conveying my/our assent (for) or dissent (against) the said Resolutions by placing the tick mark (✓) at the appropriate box below:

Resolution No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2015 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. Dinesh Gogna (DIN 00498670), who retires by rotation and being eligible offers himself for re-appointment.			
4	To appoint a director in place of Sh. Satish Kumar Sharma (DIN 00402712), who retires by rotation and being eligible offers himself for re-appointment.			
5	To appoint Auditors and fix their remuneration			

Place:

Signature of the Member

Date:

or

Authorised Representative

Notes :

(i) If you have casted your vote by e-voting, there is no need to fill up and sign this form.

(ii) Please read the instructions printed overleaf carefully before exercising your vote.

### INSTRUCTIONS

#### 1. General Instructions:

- There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- Members have option to vote either through remote e-voting or through Ballot Form at the AGM. If a member has casted vote via remote e-voting, then vote cast by him/her via ballot form at the AGM shall be considered as invalid.
- Voting in the 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(b).
- Any query in relation to the Resolutions proposed to be passed at the ensuing AGM may be addressed to Company Secretary, at the Registered Office of the Company.
- The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

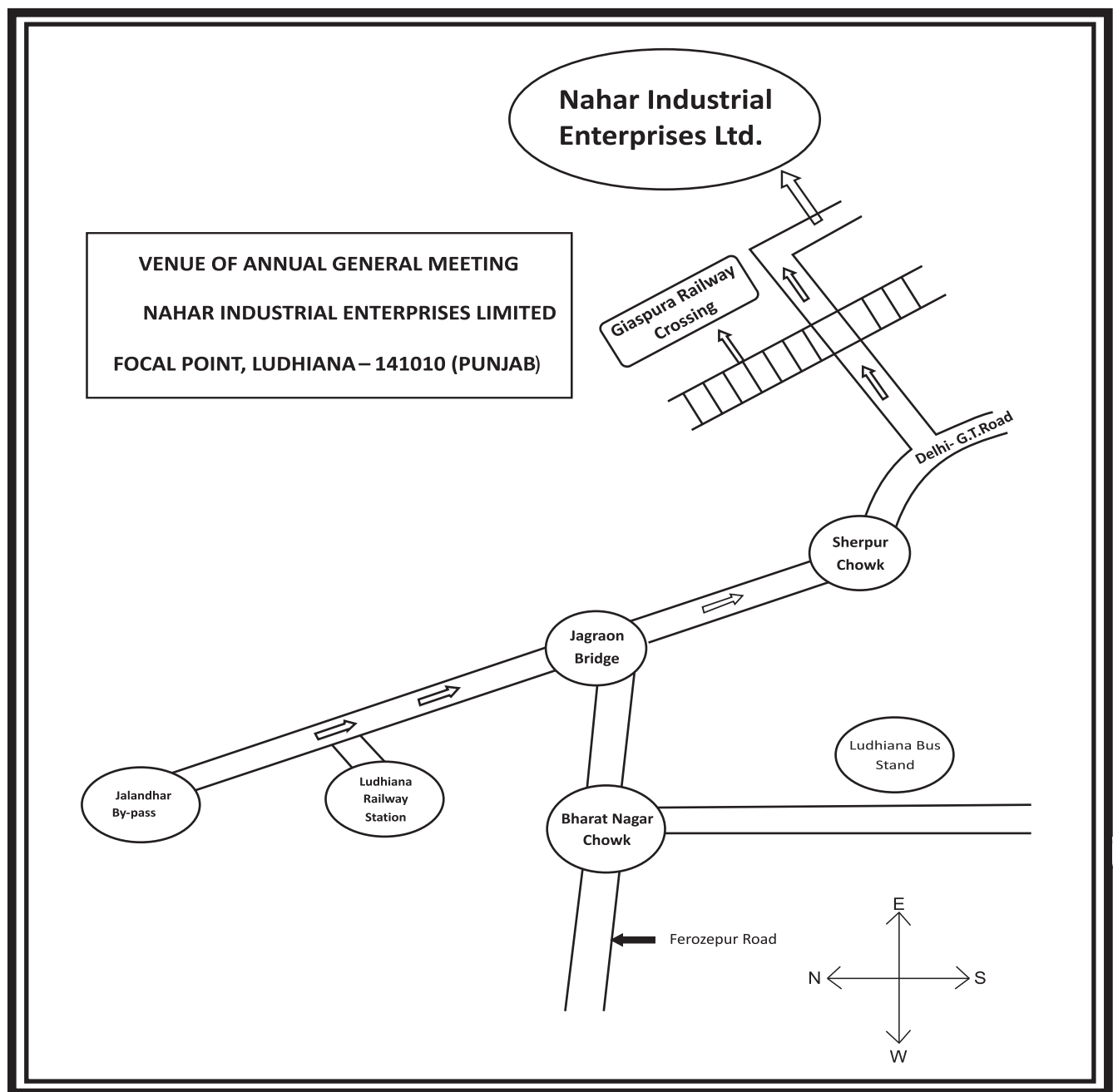
#### 2. Instructions for voting physically by Ballot Form:

- This Form must be completed and signed by the Member who is desirous of exercising his/her vote at the 10<sup>th</sup> Annual General Meeting, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.

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- b. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- c. Voting rights shall be reckoned in proportion to the paid-up equity shares registered in the name of the Member as on cut off date i.e. 23<sup>rd</sup> September, 2015.
- d. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- e. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- f. Incomplete, unsigned or incorrectly ticked Ballot Forms will be rejected.
- g. The Scrutinizer shall immediately after the conclusion of Annual General Meeting first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a Consolidated Scrutinizer's Report of the total votes cast in the favor or against, if any, forthwith to the Chairman of the Company.
- h. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.ownnahar.com](http://www.ownnahar.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.



# Performance At A Glance

Rupees in Lacs

SR. NO.	PARTICULARS	2010-11	2011-12	2012-13	2013-14	2014-15
1	OPERATING & OTHER INCOME	1973	2030	2295	2953	2557
2	GROSS PROFIT (Before Interest & Dep.)	1767	1848	2118	2711	2304
3	PROFIT AFTER TAX	1520	1590	1729	2198	1930
4	INVESTMENT & LONG TERM ADVANCES	39033	38130	39571	42289	45535
5	FIXED ASSETS (INCL. WIP) GROSS BLOCK	1963	2099	3170	3166	3152
6	NET BLOCK	2099	2099	3169	3152	3138
7	CURRENT ASSETS	3185	6195	5286	3670	1984
8	CAPITAL TO RISK ASSET RATIO (CRAR)					
	I) CRAR (%)	101.74	97.56	96.01	95.17	96.94
	II) CRAR - TIER I CAPITAL (%)	101.74	97.55	96.00	95.16	96.94
	III) CRAR - TIER II CAPITAL (%)	0.00	0.01	0.01	0.01	0.00
9	SHARE CAPITAL	837	837	837	837	837
10	NET WORTH	43579	44859	46294	48198	49806
11	BOOK VALUE PER SHARE (Rs.)	260.24	267.88	276.45	287.82	297.42
12	EARNING PER SHARE (BASIC) (Rs.)	9.08	9.50	10.32	13.13	11.53
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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**Nahar Capital and Financial Services Ltd.**  
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**NAHAR CAPITAL AND FINANCIAL SERVICES LIMITED**

CIN: L45202PB2006PLC029968

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

Phone No.: 0161-2600701-705, Fax No.: 0161-2661180

E-mail: secncfs@ownnahar.com Website: www.ownnahar.com

**ATTENDANCE SLIP  
E-VOTING PARTICULARS****10<sup>TH</sup> ANNUAL GENERAL MEETING**

# 2015

I/we hereby record my/our presence at the 10<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 3.30 p.m., at the premises of M/s. Nahar Industrial Enterprises Limited, Focal Point, Ludhiana-141010 (Punjab).

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

Note: 1. Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the Meeting venue.  
2. Please read instructions given at Note No. 20 of the Notice of 10<sup>th</sup> Annual General Meeting, carefully before voting electronically.

**ELECTRONIC VOTING PARTICULARS**

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

— Cut here —

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**PROXY FORM (Form No. MGT-11)**

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 10<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 30<sup>th</sup> day of September, 2015 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 :

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, 2015 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. Dinesh Gogna (DIN 00498670), who retires by rotation and being eligible offers himself for re-appointment.		
4.	To appoint a director in place of Sh. S.K. Sharma (DIN 00402712), who retires by rotation and being eligible offers himself for re-appointment.		
5.	To appoint Auditors and fix their remuneration.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015

Signature of shareholder / Signature of Proxy holder(s): \_\_\_\_\_

Affix Revenue Stamp  
of Rs. 1/-

- Notes: 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 and Notes, please refer to the Notice of the 10<sup>th</sup> Annual General Meeting.  
3. \* It is optional to put a ✓ in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.  
4. Please complete all details including details of member(s) in above box before submission.