

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L27100PB2010PLC033930

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCV4812B

(ii) (a) Name of the company

VARDHMAN SPECIAL STEELS L

(b) Registered office address

VARDHMAN PREMISES CHANDIGARH ROAD
LUDHIANA
Punjab
141010
India

(c) *e-mail ID of the company

SO*****AN.COM

(d) *Telephone number with STD code

01*****43

(e) Website

www.vardhmansteel.com

(iii) Date of Incorporation

14/05/2010

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	National Stock Exchange of India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM

19/09/2024

(b) Due date of AGM

30/09/2024

(c) Whether any extension for AGM granted

Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C7	Metal and metal products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	81,459,828	81,459,828	81,459,828
Total amount of equity shares (in Rupees)	1,000,000,000	814,598,280	814,598,280	814,598,280

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000,000	81,459,828	81,459,828	81,459,828
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	814,598,280	814,598,280	814,598,280

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	146,255	40,481,159	40627414	406,274,140	406,274,140	

Increase during the year	139,288	40,719,429	40858717	408,587,170	408,587,170	6,355,000
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	139,288	40,590,626	40729914	407,299,140	407,299,140	
iv. Private Placement/ Preferential allotment	0	0	0	0	0	
v. ESOPs	0	102,500	102500	1,025,000	1,025,000	6,355,000
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		26,303	26303	263,030	263,030	
Shares dematerialized during the year						
Decrease during the year	26,303	0	26303	263,030	263,030	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	26,303		26303	263,030	263,030	
Shares dematerialized during the year						
At the end of the year	259,240	81,200,588	81459828	814,598,280	814,598,280	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE050M01012

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	27/09/2023		
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

16,613,593,188

(ii) Net worth of the Company

7,193,546,013

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	12,173,964	14.94	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	36,091,792	44.31	0	
10.	Others Trust	1,065,822	1.31	0	
	Total	49,331,578	60.56	0	0

Total number of shareholders (promoters)

22

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	17,347,184	21.3	0	
	(ii) Non-resident Indian (NRI)	510,743	0.63	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	3,626	0	0	
6.	Foreign institutional investors	401,653	0.49	0	
7.	Mutual funds	2,035,199	2.5	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	11,675,761	14.33	0	
10.	Others Clearing Members, Trust, AI	154,084	0.19	0	
	Total	32,128,250	39.44	0	0

Total number of shareholders (other than promoters)

32,847

**Total number of shareholders (Promoters+Public/
Other than promoters)**

32,869

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ILF MAURITIUS	CITI BANK N.A. 81 DR. A.B.ROAD W			96	0
G T MANAGEMENT AS	52/60 MAHATMA GANDHI ROAD F			8	0
THE NORTH CAROLIN	HSBC SECURITIES SERVICES 11 FLR			33,111	0.04
PUBLIC EMPLOYEES RI	HSBC SECURITIES SERVICES 11 FLR			29,110	0.04
ACADIAN EMERGING I	DEUTSCHEBANK AGDB HOUSE HA			590	0
THE UNIVERSITY OF TE	DEUTSCHEBANK AGDB HOUSE HA			25,136	0.03
EMPLOYEES RETIREME	DEUTSCHEBANK AGDB HOUSE HA			28,454	0.03
ACADIAN EMERGING I	DEUTSCHEBANK AGDB HOUSE HA			107,823	0.13
PENSION RESERVES IN	DEUTSCHEBANK AGDB HOUSE HA			81,428	0.1
ACADIAN SUSTAINABI	DEUTSCHEBANK AGDB HOUSE HA			27,510	0.03
EMERGING MARKETS	DEUTSCHEBANK AGDB HOUSE HA			4,124	0.01
EM CAPITAL INDIA GA	ICICI BANK LTD LOWER PAREL MU			224	0
RIGEL GLOBAL FUND	ICICI BANK LTD LOWER PAREL MU			59,900	0.07
MORGAN STANLEY DE	STANDARD CHARTERED BANK MG			60	0
DAUPHINE MAURITIUS	JP Morgan Chase Bank N.A, Goreg			1,068	0
COPTHALL MAURITIUS	JP Morgan Chase Bank N.A, Goreg			627	0
QUADRATURE CAPITA	JP Morgan Chase Bank N.A, Goreg			2,384	

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	20	22
Members (other than promoters)	30,105	32,847
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	1	2	1	13.79	0.22
B. Non-Promoter	1	9	1	8	0	0.04
(i) Non-Independent	1	4	1	3	0	0.04
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	10	3	9	13.79	0.26

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sachit Jain	00746409	Managing Director	11,226,238	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Suchita Jain	00746471	Director	180,534	
Rajeev Gupta	00241501	Director	0	
Toshio Ito	09654963	Director	0	
Soumya Jain	10254459	Whole-time director	5,320	
R.K Jain	00046541	Director	36,340	
Sanjoy Bhattacharyya	00059480	Director	0	
Rakesh Jain	00020425	Director	0	
Raghav Chandra	00057760	Director	0	04/05/2024
Rajendar Kumar Rewa	00619240	Whole-time director	384	
Suman Chatterjee	00734061	Director	0	
Vidya Shah	00274831	Director	0	
Sanjeev Singla	AJTSP6688L	CFO	67,286	
Sonam Dhingra	AUYPT0043Q	Company Secretary	3,750	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Soumya Jain	10254459	Additional director	02/08/2023	Appointment
Soumya Jain	10254459	Whole-time director	27/09/2023	Change in Designation
B.K. Choudhary	00307110	Director	27/09/2023	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/09/2023	32,336	64	72.19

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	12/04/2023	12	10	83.33
2	27/04/2023	12	11	91.67
3	02/08/2023	13	11	84.62
4	07/11/2023	12	10	83.33
5	02/02/2024	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

12

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/04/2023	5	5	100
2	Audit Committee	01/08/2023	5	3	60
3	Audit Committee	07/11/2023	5	3	60
4	Audit Committee	02/02/2024	5	4	80
5	Corporate Social Responsibility	26/04/2023	3	3	100
6	Corporate Social Responsibility	19/03/2024	3	3	100
7	Nomination & Remuneration	25/04/2023	3	3	100
8	Nomination & Remuneration	27/07/2023	3	2	66.67
9	Risk Management	14/09/2023	4	3	75
10	Risk Management	04/03/2024	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	Sachit Jain	5	5	100	2	2	100	Yes
2	Suchita Jain	5	4	80	1	0	0	No
3	Rajeev Gupta	5	5	100	3	3	100	No
4	Toshio Ito	5	5	100	0	0	0	Yes
5	Soumya Jain	3	3	100	1	1	100	No
6	R.K Jain	5	5	100	4	4	100	Yes
7	Sanjoy Bhatta	5	5	100	7	7	100	No
8	Rakesh Jain	5	4	80	7	5	71.43	No
9	Raghav Chand	5	5	100	6	6	100	No
10	Rajendar Kum	5	5	100	2	1	50	Yes
11	Suman Chatter	5	3	60	7	5	71.43	No
12	Vidya Shah	5	2	40	7	5	71.43	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sachit Jian	VC & Managing	13,800,000	58,785,607	0	14,459,534	87,045,141
2	Soumya Jain	Executive Direct	2,075,968	3,739,682	0	1,514,012	7,329,662
3	Rajendar Kumar Re	Executive Direct	6,028,000	6,564,393	0	6,893,277	19,485,670
	Total		21,903,968	69,089,682	0	22,866,823	113,860,473

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sanjeev Singla	CFO	6,648,755	0	1,409,150	0	8,057,905

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Sonam Dhingra	Company Secre	1,254,410	0	250,781	0	1,505,191
	Total		7,903,165	0	1,659,931	0	9,563,096

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rajinder Kumar Jain	Non-Executive D	0			320,000	320,000
2	Rajeev Gupta	Non-Executive M	0			240,000	240,000
3	Rakesh Jain	Non-Executive I	0			410,000	410,000
4	Raghav Chandra	Non-Executive I	0			450,000	450,000
5	Sanjoy Bhattachary	Non-Executive I	0			535,000	535,000
6	Suman Chatterjee	Non-Executive I	0			335,000	335,000
7	Vidya Shah	Non-Executive I	0			275,000	275,000
	Total		0	0	0	2,565,000	2,565,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Ashwani.Kumar Khanna

Whether associate or fellow

Associate Fellow

Certificate of practice number

2220

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by SACHIT JAIN
 SACHIT JAIN
 Date: 2024.11.14
 11:07:29 +05'30'

DIN of the director

0*7*6*0*

To be digitally signed by

Digitally signed by SONAM DHINGRA
 SONAM DHINGRA
 Date: 2024.11.14
 11:08:10 +05'30'

- Company Secretary
- Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

-
-
-
-

List of attachments

- | |
|--------------------------------|
| List of Committee Meetings.pdf |
| List of FII.pdf |
| MGT-8-VSSL-sd.pdf |
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This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company