

# 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]



सत्यमेव जयते

## 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

L17111PB1962PLC002463

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCV8088P

(ii) (a) Name of the company

VARDHMAN HOLDINGS LIMITED

(b) Registered office address

CHANDIGARH ROAD,  
LUDHIANA  
PUNJAB  
Punjab  
141010

(c) \*e-mail ID of the company

satinkatyal@vardhman.com

(d) \*Telephone number with STD code

01612228943

(e) Website

www.vardhman.com

(iii) Date of Incorporation

27/12/1962

(iv)	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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 30/09/2023

(b) Due date of AGM 30/09/2023

(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	K	Financial and insurance Service	K8	Other financial activities	75.77

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

\*No. of Companies for which information is to be given 2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VARDHMAN TEXTILES LIMITED	L17111PB1973PLC003345	Associate	28.48
2	VARDHMAN SPINNING AND GI	U17121PB2007PLC030853	Associate	50

#### 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	30,000,000	3,191,536	3,191,536	3,191,536
Total amount of equity shares (in Rupees)	300,000,000	31,915,360	31,915,360	31,915,360

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	30,000,000	3,191,536	3,191,536	3,191,536
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	300,000,000	31,915,360	31,915,360	31,915,360

###### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	100,000,000	0	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						

<b>At the beginning of the year</b>	43,617	3,147,919	3191536	31,915,360	31,915,360	
<b>Increase during the year</b>	0	5,323	5323	53,230	53,230	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	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	0	5,323	5323	53,230	53,230	
Shares dematerialized during the year						
<b>Decrease during the year</b>	5,323	0	5323	53,230	53,230	0
i. Buy-back 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	5,323	0	5323	53,230	53,230	
Shares dematerialized during the year						
<b>At the end of the year</b>	38,294	3,153,242	3191536	31,915,360	31,915,360	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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

INE701A01023

(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	<input type="text"/>
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

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

Particulars	Number of units	Nominal value per unit	Total value
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
<b>Total</b>			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
<b>Total</b>					

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

**(i) Turnover**

58,845,493.62

**(ii) Net worth of the Company**

8,768,996,697

**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	106,830	3.35	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)	2,283,611	71.55	0	
10.	Others	0	0	0	
	<b>Total</b>	2,390,441	74.9	0	0

**Total number of shareholders (promoters)**

16

**(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	647,096	20.28	0	
	(ii) Non-resident Indian (NRI)	9,213	0.29	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	28,823	0.9	0	
4.	Banks	18	0	0	
5.	Financial institutions	0	0	0	



6.	Foreign institutional investors	1,084	0.03	0	
7.	Mutual funds	1,860	0.06	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	67,387	2.11	0	
10.	Others IEPF, Clearing Member & HLI	45,614	1.43	0	
	<b>Total</b>	801,095	25.1	0	0

**Total number of shareholders (other than promoters)** 9,576

**Total number of shareholders (Promoters+Public/  
Other than promoters)** 9,592

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

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
IBM DIVERSIFIED GLO	PLOT C-54 AND C-55, BKC BANDRA			262	0.01
CITY OF NEW YORK GF	11TH FLOOR BLDG 3 NESCO IT PA			343	0.01
FLORIDA RETIREMENT	HAZARIMAL SOMANI MARG POST			207	0
BOARD OF PENSIONS	HAZARIMAL SOMANI MARG POST			272	0.01

**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	16	16
Members (other than promoters)	9,657	9,576
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
<b>A. Promoter</b>	1	3	1	3	1.78	1.56

<b>B. Non-Promoter</b>	0	7	0	6	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	6	0	5	0	0
<b>C. Nominee Directors representing</b>	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	1	10	1	9	1.78	1.56

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

11

(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)
Shri Paul Oswal	00121737	Managing Director	56,880	
Shakun Oswal	00121915	Director	19,084	30/09/2023
Sachit Jain	00746409	Director	2,330	
Suchita Jain	00746471	Director	28,416	
Vikas Kumar	07650988	Director	0	
Devendra Bhushan Jain	06911676	Director	0	
Manjul Pahwa	08249236	Director	0	
Pooja Mehta	07808149	Director	0	
Rajeev Mittal	00765697	Director	0	
Sanjeev Jain	01242929	Director	0	
Swati Mangla	CLNPM8171L	Company Secretar	0	

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

11

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)
Jagdish Rai Singal	00699341	Director	30/09/2022	Cessation
Om Parkash Sharma	02721270	Director	30/09/2022	Cessation
Apinder Sodhi	06642994	Director	30/09/2022	Cessation
Sat Pal Kanwar	01504398	Director	30/09/2022	Cessation
Devendra Bhushan Jain	06911676	Additional director	29/09/2022	Appointment
Manjul Pahwa	08249236	Additional director	29/09/2022	Appointment
Pooja Mehta	07808149	Additional director	29/09/2022	Appointment
Devendra Bhushan Jain	06911676	Director	29/09/2022	Change in designation
Manjul Pahwa	08249236	Director	29/09/2022	Change in designation
Pooja Mehta	07808149	Director	29/09/2022	Change in designation
Poorva Bhatia	AOQPB0284H	CFO	21/12/2022	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
58TH ANNUAL GENERAL I	30/09/2022	10,084	43	74.98

##### B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	25/05/2022	11	6	54.55
2	09/08/2022	11	8	72.73

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	08/11/2022	10	8	80
4	07/02/2023	10	6	60

#### 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 COMM	25/05/2022	4	4	100
2	AUDIT COMM	09/08/2022	4	4	100
3	AUDIT COMM	08/11/2022	3	3	100
4	AUDIT COMM	07/02/2023	3	3	100
5	RISK MANAGI	16/09/2022	3	2	66.67
6	RISK MANAGI	14/03/2023	3	2	66.67
7	NOMINATION	09/08/2022	3	2	66.67
8	NOMINATION	05/09/2022	3	2	66.67
9	STAKEHOLDER	14/03/2023	3	2	66.67
10	INDEPENDEN	23/03/2023	5	5	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	Shri Paul Osw	4	1	25	0	0	0	No
2	Shakun Oswa	4	1	25	0	0	0	No
3	Sachit Jain	4	1	25	5	0	0	No
4	Suchita Jain	4	4	100	2	2	100	Yes

5	Vikas Kumar	4	3	75	4	4	100	No
6	Devendra Bhu	2	2	100	4	4	100	Yes
7	Manjul Pahwa	2	2	100	3	3	100	No
8	Pooja Mehta	2	2	100	2	2	100	No
9	Rajeev Mittal	4	1	25	2	2	100	Yes
10	Sanjeev Jain	4	4	100	5	5	100	Yes

**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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Shri Paul Oswal	Managing Director	10,368,892	0	0	0	10,368,892
	Total		10,368,892	0	0	0	10,368,892

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	Poorva Bhatia	Chief Financial Officer	1,170,857.58	0	0	0	1,170,857.58
2	Swati Mangla	Company Secretary	548,336.56	0	0	0	548,336.56
	Total		1,719,194.14	0	0	0	1,719,194.14

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Devendra Bhushan	Director	0	0	0	50,000	50,000
2	Manjul Pahwa	Director	0	0	0	42,500	42,500
3	Pooja Mehta	Director	0	0	0	35,000	35,000
4	Rajeev Mittal	Director	0	0	0	25,000	25,000
5	Sanjeev Jain	Director	0	0	0	77,500	77,500
6	Apinder Sodhi	Director	0	0	0	65,000	65,000
7	Sat Pal Kanwar	Director	0	0	0	57,500	57,500

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
8	Om Parkash Sharm	Director	0	0	0	35,000	35,000
9	Jagdish Rai Singal	Director	0	0	0	10,000	10,000
	Total		0	0	0	397,500	397,500

**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:

- 1. 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.
- 2. 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.**

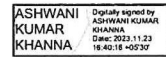
**To be digitally signed by**

Director



DIN of the director

**To be digitally signed by**



- 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 Attachment(s), if any

**List of attachments**

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List of Committee Meetings.pdf  
MGT-8-VHL.pdf  
UDIN-MGT-7-VHL.pdf

**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**

