

FORM NO. MGT-7

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

SA*****AN.COM

(d) *Telephone number with STD code

01*****43

(e) Website

www.vardhman.com

(iii) Date of Incorporation

27/12/1962

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	K	Financial and insurance Service	K8	Other financial activities	94.68

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	28.76
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						

At the beginning of the year	38,294	3,153,242	3191536	31,915,360	31,915,360	
Increase during the year	0	0	0	97,140	97,140	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				97,140	97,140	
Shares Dematerialised during the year						
Decrease during the year	0	0	0	97,140	97,140	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify				97,140	97,140	
Shares Dematerialised during the year						
At the end of the year	38,294	3,153,242	3191536	31,915,360	31,915,360	

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

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
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

439,818,506.7

(ii) Net worth of the Company

9,210,267,103

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	
	Total	2,390,441	74.9	0	0

Total number of shareholders (promoters)

18

(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	658,422	20.63	0	
	(ii) Non-resident Indian (NRI)	8,475	0.27	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	15,875	0.5	0	
4.	Banks	18	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	1,023	0.03	0	
7.	Mutual funds	1,860	0.06	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	66,829	2.09	0	
10.	Others Clearing Members, HUF, (IE	48,593	1.52	0	
	Total	801,095	25.1	0	0

Total number of shareholders (other than promoters)

9,169

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

9,187

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

5

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
IBM DIVERSIFIED GLOI	G BLOCK PLOT C-54 AND C-55, BK			262	0.01
CITY OF NEW YORK GF	IT PARK NESCO COMPLEX WE HIG			187	0
BOARD OF PENSIONS	P.O.BOX NO. 1142, FORT MUMBAI			272	0.01
FLORIDA RETIREMENT	3RD FLOOR 23-25 MAHATMA GAN			207	0.01
QUADRATURE CAPITA	9, NKP, Western Express Highway,			95	0

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	18
Members (other than promoters)	9,576	9,169
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	3	1	2	1.78	0.96
B. Non-Promoter	0	6	0	5	0	0
(i) Non-Independent	0	1	0	1	0	0
(ii) Independent	0	5	0	4	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	1	9	1	7	1.78	0.96

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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	
SACHIT JAIN	00746409	Director	2,330	
SUCHITA JAIN	00746471	Director	28,416	
VIKAS KUMAR	07650988	Director	0	
RAJEEV MITTAL	00765697	Director	0	
DEVENDRA BHUSHAI	06911676	Director	0	
POOJA MEHTA	07808149	Director	0	
MANJUL PAHWA	08249236	Director	0	
POORVA BHATIA	AOQPB0284H	CFO	0	
AAKRITI GUPTA	CXCPG0734Q	Company Secretar	0	14/11/2024

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

5

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)
POORVA BHATIA	AOQPB0284H	CFO	08/07/2023	Appointment
SHAKUN OSWAL	00121915	Director	30/09/2023	Cessation
SANJEEV JAIN	01242929	Director	13/11/2023	Cessation
SWATI MANGLA	CLNPM8171L	Company Secretary	17/11/2023	Cessation
AAKRITI GUPTA	CXCPG0734Q	Company Secretary	14/02/2024	Appointment

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
59TH ANNUAL GENERAL MEETING	30/09/2023	9,549	42	74.99

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	20/05/2023	10	5	50
2	10/08/2023	10	7	70
3	13/11/2023	8	5	62.5
4	14/02/2024	8	3	37.5

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

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	20/05/2023	3	2	66.67
2	AUDIT COMM	10/08/2023	3	3	100
3	AUDIT COMM	13/11/2023	3	2	66.67
4	AUDIT COMM	14/02/2024	3	2	66.67
5	CORPORATE	20/05/2023	3	2	66.67
6	CORPORATE	20/03/2024	3	3	100
7	NOMINATION	20/05/2023	3	2	66.67
8	NOMINATION	14/02/2024	3	2	66.67
9	RISK MANAGI	07/09/2023	3	2	66.67
10	RISK MANAGI	01/03/2024	3	2	66.67

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	19/09/2024
								(Y/N/NA)
1	SHRI PAUL O	4	1	25	0	0	0	No
2	SACHIT JAIN	4	1	25	5	0	0	No
3	SUCHITA JAIN	4	4	100	2	2	100	Yes
4	VIKAS KUMAR	4	1	25	5	4	80	No
5	RAJEEV MITTAL	4	2	50	2	2	100	Yes
6	DEVENDRA E	4	4	100	9	9	100	Yes
7	POOJA MEHTA	4	4	100	6	6	100	No
8	MANJUL PAH	4	1	25	5	2	40	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHRI PAUL OSWA	CHAIRMAN ANI	2,700,000	0	0	0	2,700,000
	Total		2,700,000	0	0	0	2,700,000

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	POORVA BHATIA	CFO	1,357,196.63	0	0	0	1,357,196.63
2	AAKRITI GUPTA	COMPANY SEC	56,981.43	0	0	0	56,981.43
3	SWATI MANGLA	COMPANY SEC	356,880.48	0	0	0	356,880.48
	Total		1,771,058.54	0	0	0	1,771,058.54

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SANJEEV JAIN	DIRECTOR	0	0	0	42,500	42,500
2	RAJEEV MITTAL	DIRECTOR	0	0	0	27,500	27,500
3	MANJUL PAHWA	DIRECTOR	0	0	0	25,000	25,000
4	POOJA MEHTA	DIRECTOR	0	0	0	85,000	85,000
5	DEVENDRA BHUSI	DIRECTOR	0	0	0	100,000	100,000
	Total		0	0	0	280,000	280,000

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

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(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



DIN of the director

0*1*1*3*

To be digitally signed by

ASHWANI KUMAR KHANNA
Digitally signed by ASHWANI KUMAR KHANNA
Date: 2024.11.16 10:27:07 +0530

Company Secretary

Company secretary in practice

Membership number

3*5*

Certificate of practice number

2*2*

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

Attach
Attach
Attach
Attach

List of attachments

MGT-8 VHL 2024_FINAL.pdf
List of Committees_VHL.pdf
UDIN-MGT-7-VHL.pdf
Demat ss.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

