

Form No. MGT-9					
EXTRACT OF ANNUAL RETURN					
As on the financial year ended on 31st March 2019					
[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:-	L17111PB1962PLC002463				
ii) Registration Date	27th December, 1962				
iii) Name of the Company	VARDHMAN HOLDINGS LIMITED				
iv) Category / Sub-Category of the Company	Company limited by shares				
v) Address of the Registered office and contact details	Vardhman Premises, Chandigarh Road, Ludhiana - 141010				
vi) Whether listed company	Listed at The National Stock Exchange of India Limited and The Bombay Stock Exchange Limited				
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Alankit Assignments Limited , Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055. Phone: 011-42541234 & 23541234, Fax:011-41543474, E-mail: rta @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:-					
Sl. No.	Name and Description of main products /services	NIC Code of the Product/service	% to total turnover of the Company		
1	Investment Business	6430	95.82%		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -					
Sl. No.	Name and Address of the Company	CIN/GLN	Holding /Subsidiary /Associate Company	% of shares held	Applicable Section
1	Vardhman Textiles Limited, Vardhman Premises, Chandigarh Road, Ludhiana -141010	L17111PB1973PLC003345	Associate Company	26.66%	2(6)
2	Vardhman Spinning and General Mills Limited, Vardhman Premises, Chandigarh Road, Ludhiana -141010	U17121PB2007PLC030853	Associate Company	50.00%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

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	
A. Promoters									
(1) Indian									
a) Individual/ HUF	106,830	0	106,830	3.35	106,830	0	106,830	3.35	0.00
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt (s).	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corporate*	2,283,611	0	2,283,611	71.55	2,283,611	0	2,283,611	71.55	0.00
e) Banks/Fis	0	0	0	0.00	0	0	0	0.00	0.00
f) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	2,390,441	0	2,390,441	74.90	2,390,441	0	2,390,441	74.90	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/Fis	0	0	0	0.00	0	0	0	0.00	0.00
e) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoters (A)= (A)(1)+(A)(2)	2,390,441	0	2,390,441	74.90	2,390,441	0	2,390,441	74.90	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	1,860	0	1,860	0.06	1,860	0	1,860	0.06	0.00
b) Banks/Fis	32,182	78	32,260	1.01	31,912	78	31,990	1.00	0.01
c) Central Govt.	11,846	0	11,846	0.37	13,389	0	13,389	0.42	13.03
d) State Govt (s).	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Institutional Investors	99,347	0	99,347	3.11	95,312	0	95,312	2.99	-4.06
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B)(1):-	145,235	78	145,313	4.55	142,473	78	142,551	4.47	-1.90
2. Non Institutions									
a) Bodies Corporate									
i) Indian	32,081	3316	35,397	1.11	33,857	3300	37,157	1.16	4.97
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital up to Rs 2 lakh	229,488	64801	294,289	9.22	243,816	54376	298,192	9.34	1.33
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	302,808	0	302,808	9.49	293,266	0	293,266	9.19	(3.15)
c) Any Other (specify)									
i) Non-Resident Indians	4,177	100	4,277	0.13	5,644	100	5,744	0.18	34.30
ii) Trusts & Foundations	19,011	0	19,011	0.60	24,185	0	24,185	0.76	27.22

Sub-Total (B)(2)	587,565	68,217	655,782	20.55	600,768	57,776	658,544	20.63	0.42
Total Public Shareholding (B)= (B)(1)+(B)(2)	732,800	68,295	801,095	25.10	743,241	57,854	801,095	25.10	0.00
C) Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	3,123,241	68,295	3,191,536	100.00	3,133,682	57,854	3,191,536	100.00	0.00

ii) Shareholding of Promoters

Name of Promoter	Shareholding at the beginning of the Year (01.04.2018)			Shareholding at the end of the Year (31.03.2019)			% 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	
Adishwar Enterprises LLP	1,048,770	32.86	0.00	1,048,770	32.86	0.00	0
Devakar Investment & Trading Company Private Limited	1,094,330	34.29	0.00	1,094,330	34.29	0.00	0
Flamingo Finance & Investment Company Limited	50,671	1.59	0.00	50,671	1.59	0.00	0
Ramaniya Finance and Investment Company Limited	29,343	0.92	0.00	29,343	0.92	0.00	0
Santon Finance and Investment Company Limited	12,266	0.38	0.00	12,266	0.38	0.00	0
Mahavir Spinning Mills Private Limited	10,332	0.32	0.00	10,332	0.32	0.00	0
Mr. S.P. Oswal	56,880	1.78	0.00	56,880	1.78	0.00	0
Shakun Oswal	19,084	0.60	0.00	19,084	0.60	0.00	0
Suchita Jain	28,416	0.89	0.00	28,416	0.89	0.00	0
Sachit Jain	2,330	0.07	0.00	2,330	0.07	0.00	0
Soumya Jain	80	0.00	0.00	80	0.00	0.00	0
Sagrika Jain	40	0.00	0.00	40	0.00	0.00	0
Eastern Trading Company	9,840	0.31	0.00	9,840	0.31	0.00	0
Ambar Syndicate	6,689	0.21	0.00	6,689	0.21	0.00	0
Northern Trading Company	13,760	0.43	0.00	13,760	0.43	0.00	0
Paras Syndicate	7,610	0.24	0.00	7,610	0.24	0.00	0
TOTAL	2,390,441	74.90	0.00	2,390,441	74.90	0.00	0.00

(iii) Change of Promoters' Shareholding (Please specify, if there is no change) : NO CHANGE

S.No	Name of Promoter	Shareholding		Date	Increase/decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-18 to 31-03-19)	
		No. of Shares at the beginning(01.04.18)/ end of the year (31.03.19)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
N.A.								

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No.	Name	Shareholding at the beginning of the year		Date	Increase/Decrease in Shareholding	Reason of change	Cumulative Shareholding during the financial year 2016-17	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	THE ORIENTAL INSURANCE COMPANY LIMITED	31,402	0.98	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	31,402	0.98
		31,402	0.98	31.03.2019				
2	BARING INDIA PRIVATE EQUITY FUND II LISTED	23,828	0.75	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	23,828	0.75
		23,828	0.75	31.03.2019				
3	BARING INDIA PRIVATE EQUITY FUND III LISTED INVESTMENTS	71,484	2.24	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	71,484	2.24
		71,484	2.24	31.03.2019				
4	ANIL KUMAR GOEL	90,000	2.82	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	90,000	2.82
		90,000	2.82	31.03.2019				
5	MR. PRANAY DESAI	37,833	1.19	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	37,833	1.19
		37,833	1.19	31.03.2019				
6	SHELLY DESAI	34,417	1.08	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	34,417	1.08
		34,417	1.08	31.03.2019				
7	CHANDRAVADAN DESAI	33,980	1.06	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	33,980	1.06
		33,980	1.06	31.03.2019				
8	JYOTSNA DESAI	25,154	0.79	01.04.2018				
					0	NIL MOVEMENT DURING YEAR	25,154	0.79
		25,154	0.79	31.03.2019				
9	SEEMA GOEL	31,000	0.97	01.04.2018				

					0	NIL MOVEMENT DURING YEAR	31,000	0.97
		31,000	0.97	31.03.2019				
10	ANAND NARESHBHAI SHAH	50,424	1.58	01.04.2018				
				06.04.2018	1,625	Sale	48,799	1.53
				08.06.2018	1,327	Sale	47,472	1.49
				27.08.2018	1,431	Sale	46,041	1.44
				16.11.2018	2,899	Sale	43,142	1.35
				04.01.2019	1,206	Sale	41,936	1.31
				22.03.2019	1,054	Sale	40,882	1.28
		40,882	1.28	31.03.2018				

(v) Shareholding of Directors and Key Managerial Personnel:

Sr.No	Particulars	Shareholding at the beginning of		Date	Increase/Decrease in Shareholding	Reason of change	Cumulative Shareholding during	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
A	DIRECTORS							
1	Mrs. Shakun Oswal	19,084	0.60	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		19,084	0.60
		19,084	0.60	31.03.2019				
2	Sachit Jain	2,330	0.07	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		2,330	0.07
		2,330	0.07	31.03.2019				
3	Suchita Jain	28,416	0.89	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		28,416	0.89
		28,416	0.89	31.03.2019				
4	Chaman Lal Jain	5	0.00	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		0	0.00
		5	0.00	31.03.2019				
5	Sat Pal Kanwar	1,212	0.04	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		1,212	0.04
		1,212	0.04	31.03.2019				
6	Om Parkash Sharma	0	0.00	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		0	0.00
		0	0.00	31.03.2019				
7	Apinder Sodhi	0	0.00	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		0	0.00
		0	0.00	31.03.2019				
8	Jagdish Rai Singal	0	0.00	01.04.2018		NIL MOVEMENT DURING YEAR		
					0		0	0.00
		0	0.00	31.03.2019				
9	Rajeev Kumar Mittal	0	0.00	01.04.2018		NIL MOVEMENT		

		0	0.00	31.03.2019	0	DURING YEAR	0	0.00
10	Vikas Kumar	0	0.00	01.04.2018		NIL MOVEMENT		
		0	0.00	31.03.2019	0	DURING YEAR	0	0.00
11	Sanjeev Jain	0	0.00	01.04.2018		NIL MOVEMENT		
		0	0.00	31.03.2019	0	DURING YEAR	0	0.00
B	KEY MANAGERIAL PERSONNEL							
1	Shri Paul Oswal (MD)	56,880	1.78	01.04.2017		NIL MOVEMENT		
					0	DURING YEAR	56,880	1.78
		56,880	1.78	31.03.2018				
2	Ms. Poorva Bhatia (CFO)	0	0.00	01.04.2018		NIL MOVEMENT		
		0	0.00	31.03.2019	0	DURING YEAR	0	0.00
3	Mr. Amrender Yadav (CS)*	0	0.00	01.04.2018		NIL MOVEMENT		
		0	0.00	31.03.2019	0	DURING YEAR		
4	Mr. Satin Katyal (CS)	0	0.00	01.04.2018		NIL MOVEMENT		
		0	0.00	31.03.2019	0	DURING YEAR	0	0.00

*Mr. Amrender Kumar Yadav, Company Secretary has resigned from the Company w.e.f 21st July, 2018 and Mr. Satin Katyal has been appointed as Company Secretary in his place w.e.f. 13th November, 2018.

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
*Addition	Nil	Nil	Nil	Nil
*Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount (in lakhs.)
		MR. S.P. OSWAL	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	32.35	32.35
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	32.35	32.35
	Ceiling as per the Act		152.17

B. Remuneration to other directors:

Sl.No.	Particulars of Remuneration	Name of MD/WTD/Manager							Total Amount in lakhs	
			Mr. Rajeev Kumar Mittal	Mr. Sanjeev Jain		Mr. Jagdish Rai Singal	Mr. Om Parkash Sharma	Mrs. Apinder Sodhi		Mr. Sat Pal Kanwar
	1. Independent Directors									
	Fee for attending board/committee meetings		0.300	0.775		0.375	0.525	1.000	0.850	3.825
	Commission			-		-	-	-	-	-
	Others, please specify			-		-	-	-	-	-
	Total (1)		0.300	0.775		0.375	0.525	1.000	0.850	3.825
	2. Other Non-Executive Directors	Mr. Chaman Lal Jain								
	Fee for attending board/committee meetings	0.55		-		-		-		0.550
	Commission	0		-		-		-		-
	Others, please specify	0		-		-		-		-
	Total (2)	1		-		-		-		0.550
	Total (B)=(1+2)	55,000	0.300	0.775	-	0.375	0.525	1.000	0.850	4.375
	Total Directors Remuneration									36.725
	Overall Ceiling as per the Act									334.78

