

Vardhman Holdings Limited



Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year ended on 31st March, 2018

[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, Address: 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	97.89%

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	L17111PB1973 PLC003345	Associate Company	26.66%	2(6)
2	Vardhman Spinning & General Mills Limited, Vardhman Premises, Chandigarh Road, Ludhiana-141010	U17121PB2007 PLC030853	Associate Company	50.00%	2(6)



Vardhman

Vardhman Holdings Limited

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*	1,234,841	0	1,234,841	38.69	1,234,841	0	1,234,841	38.69	0.00
e) Banks/Fis	0	0	0	0.00	0	0	0	0.00	0.00
(e-i) Limited Liability Partnership	1,048,770	0	1,048,770	32.86	1,048,770	0	1,048,770	32.86	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	20	1,880	0.06	1,860	0	1,860	0.06	0.00
b) Banks/Fis	31,412	248	31,660	0.99	32,182	78	32,260	1.01	0.02
c) Central Govt.	0	0	0	0.00	11,846	0	11,846	0.37	0.37
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	97,065	70	97,135	3.04	99,347	0	99,347	3.11	0.07
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-Total (B) (1) :-	130,337	338	130,675	4.09	145,235	78	145,313	4.55	0.46
2. Non Institutions									
a) Bodies Corporate									
i) Indian	30,695	3546	34,241	1.07	32,081	3316	35,397	1.11	0.04
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital up to ₹ 2 lakh	233,910	81752	315,662	9.89	229,488	64801	294,289	9.22	(0.67)
ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	319,591	0	319,591	10.01	302,808	0	302,808	9.49	(0.53)
c) Any Other (specify)									
i) Non-Resident Indians	684	142	826	0.03	4,177	100	4,277	0.13	0.11
ii) Trusts & Foundations	100	0	10	0.00	19,011	0	19,011	0.60	0.60
Sub-Total (B) (2)	584,980	85,440	670,420	21.00	587,565	68,217	655,782	20.55	(0.46)
Total Public Shareholding (B) = (B) (1) + (B) (2)	715,317	85,778	801,095	25.10	732,800	68,295	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)	3,105,758	85,778	3,191,536	100.00	3,123,241	68,295	3,191,536	100.00	0.00

Vardhman Holdings Limited



ii) Shareholding of Promoters

Name of Promoter	Shareholding at the beginning of the Year (01.04.2017)			Shareholding at the end of the Year (31.03.2018)			% 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 (01-04-16 to 31-03-17)	
		No. of Shares at the beginning (01.04.16)/end of the year (31.03.17)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
N.A.								



Vardhman

Vardhman Holdings Limited

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 share	% of total shares of the Company				No. of share	% of total shares of the Company
1	ANIL KUMAR GOEL	93,759	2.94	01.04.2017				
				02.06.2017	2,289	Sale	91,470	2.87
				29.12.2017	1,470	Sale	90,000	2.82
		90,000	2.82	31.03.2018				
2	BARING INDIA PRIVATE EQUITY FUND III LISTED	71,484	2.24	01.04.2017				
					0	Nil Movement During the year	71,484	2.24
		71,484	2.24	31.03.2018				
3	ANAND NARESHBHAI SHAH	61,448	1.93	01.04.2017				
				24.11.2017	604	Sale	60,844	
				01.12.2017	1,531	Sale	59,313	
				08.12.2017	1,809	Sale	57,504	
				22.12.2017	2,000	Sale	55,504	
				05.01.2018	1,544	Sale	53,960	
				26.01.2018	969	Sale	52,991	
				16.02.2018	2,567	Sale	50,424	1.58
		50,424	1.58	31.03.2018				
4	PRANAY CHANDRAVADAN DESAI	37,833	1.19	01.04.2017				
					0	Nil Movement During the year	37,833	1.19
		37,833	1.19	31.03.2018				
5	SHELLY DESAI	34,417	1.08	01.04.2017				
					0	Nil Movement During the year	34,417	1.08
		34,417	1.08	31.03.2018				
6	CHANDRAVADAN DESAI	33,980	1.06	01.04.2017				
					0	Nil Movement During the year	33,980	1.06
		33,980	1.06	31.03.2018				
7	THE ORIENTAL INSURANCE COMPANY LIMITED	31,402	0.98	01.04.2017				
					0	Nil Movement During the year	31,402	0.98
		31,402	0.98	31.03.2018				
8	SEEMA GOEL	33,000	1.03	01.04.2017				
				29.12.2017	2,000	Sale	31,000	0.97
		31,000	0.97	31.03.2018				
9	JYOTSNA DESAI	25,154	0.79	01.04.2017				
					0	Nil Movement During the year	25,154	0.79
		25,154	0.79	31.03.2018				
10	BARING INDIA PRIVATE EQUITY FUND II LISTED	23,828	0.75	01.04.2017				
					0	Nil Movement During the year	23,828	0.75
		23,828	0.75	31.03.2018				

Vardhman Holdings Limited



v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	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 share	% of total shares of the Company				No. of share	% of total shares of the Company
A	DIRECTORS							
1	Mrs. Shakun Oswal	19,084	0.60	01.04.2017				
					0	Nil Movement During the year	19,084	0.60
		19,084	0.60	31.03.2018				
2	Sachit Jain	2,330	0.07	01.04.2017				
					0	Nil Movement During the year	2,330	0.07
		2,330	0.07	31.03.2018				
3	Suchita Jain	28,416	0.89	01.04.2017				
					0	Nil Movement During the year	28,416	0.89
		28,416	0.89	31.03.2018				
4	Chaman Lal Jain	05	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		05	0.00	31.03.2018				
5	Sat Pal Kanwar	1,312	0.04	01.04.2017				
					100	Sale	1,212	0.04
		1,212	0.04	31.03.2018				
6	Om Parkash Sharma	0	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				
7	Apinder Sodhi	0	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				
8	Jagdish Rai Singal	10	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		10	0.00	31.03.2018				
9	Rajeev Kumar Mittal	0	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				
10	Vikas Kumar	0	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				
11	Sanjeev Jain	0	0.00	01.04.2017				
	(Appointed as Additional Director on 13.11.2017)				0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				
12	Surinder Singh Bagai	0	0.00	31.03.2018				
	(Ceased to be Director on Completion of his term on September 22, 2017)				0	Nil Movement During the year	0	0.00
		770	0.02	01.04.2017				
B	KEY MANEGERIAL PERSONNEL							
1	Shri Paul Oswal (MD)	56,880	1.78	01.04.2017				
					0	Nil Movement During the year	56,880	1.78
		56,880	1.78	31.03.2018				
2	Ms. Poorva Bhatia (CFO)	0	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				
3	Mr. Amrender Kumar Yadav (CS)	0	0.00	01.04.2017				
					0	Nil Movement During the year	0	0.00
		0	0.00	31.03.2018				

C. Remuneration to Key Managerial Personnel other than MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1	Gross salary	NA	Mr. Amrender Kumar Yadav	Ms. Poorva Bhatia	
	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961		344,276	779,456	1,123,732
	(b) Value of perquisites u/s 17 (2) Income-tax Act, 1961		0.00	0	0.00
	(c) Profits in lieu of salary under section 17 (3) Income Tax Act, 1961		0.00	0	0.00
2	Stock Option		0.00	0	0.00
3	Sweat Equity		0.00	0	0.00
4	Commission		0.00		
	- as % of profit		0.00	0	0.00
	- others, specify		0.00	0	0.00
5	Others, please specify		0.00	0	0.00
	Total		344,276	779,456	1,123,732

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	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil