

<b>Form No. MGT-9</b>						
<b>EXTRACT OF ANNUAL RETURN</b>						
<b>As on the financial year ended on 31st March 2020</b>						
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]						
<b>I. REGISTRATION AND OTHER DETAILS:</b>						
	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 National Stock Exchange of India Limited and BSE Limited				
	vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Alankit House", 1E/13, Jhandewalan Extension, New Delhi-110055.</b> Phone: 011-42541234 & 23541234, Fax:011-41543474, E-mail: rta@alankit.com				
<b>II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY</b>						
	All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-					
	<b>Sl. No.</b>	<b>Name and Description of main products /services</b>	<b>NIC Code of the Product/service</b>	<b>% to total turnover of the Company</b>		
	1	Investment Business	6430	96.60%		
<b>III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -</b>						
	<b>Sl. No.</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding /Subsidiary /Associate Company</b>	<b>% of shares held</b>	<b>Applicable Section</b>
	1	Vardhman Textiles Limited, Vardhman Premises, Chandigarh Road, Ludhiana -141010	L17111PB1973PLC003345	Associate Company	26.69%	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	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
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
<b>Sub-total (A) (1):-</b>	<b>2,390,441</b>	<b>0</b>	<b>2,390,441</b>	<b>74.90</b>	<b>2,390,441</b>	<b>0</b>	<b>2,390,441</b>	<b>74.90</b>	<b>0.00</b>
<b>(2) Foreign</b>									
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
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	<b>2,390,441</b>	<b>0</b>	<b>2,390,441</b>	<b>74.90</b>	<b>2,390,441</b>	<b>0</b>	<b>2,390,441</b>	<b>74.90</b>	<b>0.00</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	1,860	0	1,860	0.06	1,860	0	1,860	0.06	0.00
b) Banks/Fis	31,912	78	31,990	1.00	6	18	24	0.00	-1.00
c) Central Govt.	13,389	0	13,389	0.42	0	0	0	0.00	-0.42
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	31,402	0	31,402	0.98	0.98
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Institutional Investors	95,312	0	95,312	2.99	95,312	0	95,312	2.99	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-Total (B) (1):-</b>	<b>142,473</b>	<b>78</b>	<b>142,551</b>	<b>4.47</b>	<b>128,580</b>	<b>18</b>	<b>128,598</b>	<b>4.03</b>	<b>-0.44</b>
<b>2. Non Institutions</b>									
a) Bodies Corporate	33,857	3,300	37,157	1.16	45,049	3,300	48,349	1.51	0.35
i) Indian	33,857	3,300	37,157	1.16	45,049	3,300	48,349	1.51	0.35
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	537,082	54376	591,458	18.53	523,074	46898	569,972	17.86	-0.67
i) Individual shareholders holding nominal share capital up to Rs 2 lakh	243,816	54,376	298,192	9.34	257,033	46,898	303,931	9.52	0.18
ii) Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	293,266	0	293,266	9.19	266,041	0	266,041	8.34	-0.85
c) Any Other (specify)	29,829	100	29,929	0.94	54,176	0	54,176	1.70	0.76
i) Non-Resident Indians	5,644	100	5,744	0.18	7,762	0	7,762	0.24	0.06
iii) HUF	23,543	0	23,543	0.74	29,218	0	29,218	0.92	0.18
iv) Clearing Member	642	0	642	0.02	314	0	314	0.01	-0.01
v) IEPF	0	0	0	0.00	16,882	0	16,882	0.53	0.53

<b>Sub-Total (B)(2)</b>	<b>600,768</b>	<b>57,776</b>	<b>658,544</b>	<b>20.63</b>	<b>622,299</b>	<b>50,198</b>	<b>672,497</b>	<b>21.07</b>	<b>0.44</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>743,241</b>	<b>57,854</b>	<b>801,095</b>	<b>25.10</b>	<b>750,879</b>	<b>50,216</b>	<b>801,095</b>	<b>25.10</b>	<b>0.00</b>
C) Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
<b>Grand Total (A+B+C)</b>	<b>3,133,682</b>	<b>57,854</b>	<b>3,191,536</b>	<b>100.00</b>	<b>3,141,320</b>	<b>50,216</b>	<b>3,191,536</b>	<b>100.00</b>	<b>0.00</b>

*ii) Shareholding of Promoters*

Name of Promoter	Shareholding at the beginning of the year (01.04.2019)			Shareholding at the end of the Year (31.03.2020)			% 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
<b>TOTAL</b>	<b>2,390,441</b>	<b>74.90</b>	<b>0.00</b>	<b>2,390,441</b>	<b>74.90</b>	<b>0.00</b>	<b>0.00</b>

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

S.No	Name of Promoter		% of total Shares of the Company	Date	Increase/decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-19 to 31-03-20)	
							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 2019-20	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total Shares of the Company
1	ANIL KUMAR GOEL	90,000	2.82	01.04.2019				
					0	NIL MOVEMENT DURING YEAR	90,000	2.82
		90,000	2.82	31.03.2020				
2	BARING INDIA PRIVATE EQUITY FUND III	71,484	2.24	01.04.2019				
					0	NIL MOVEMENT DURING YEAR	71,484	2.24
		71,484	2.24	31.03.2020				
3	SHELLY DESAI	34,417	1.08	01.04.2019				
					0	NIL MOVEMENT DURING YEAR	34,417	1.08
		34,417	1.08	31.03.2020				
4	CHANDRAVADAN DESAI	33,980	1.06	01.04.2019				
					0	NIL MOVEMENT DURING YEAR	33,980	1.06
		33,980	1.06	31.03.2020				
5	THE ORIENTAL INSURANCE COMPANY LIMITED	31,402	0.98	01.04.2019				
					0	NIL MOVEMENT DURING YEAR	31,402	0.98
		31,402	0.98	31.03.2020				
6	SEEMA GOEL	31,000	0.97	01.04.2019				
					0	NIL MOVEMENT DURING YEAR	31,000	0.97
		31,000	0.97	31.03.2020				
7	ANAND NARESHBHAI SHAH	40882	1.28	01.04.2019				
				01.11.2019	1,588	Sale	39,294	1.23
				06.12.2019	2,223	Sale	37,071	1.16
				13.12.2019	2,659	Sale	34,412	1.08
				20.12.2019	444	Sale	33,968	1.06
				27.12.2019	418	Sale	33,550	1.05
				31.12.2019	689	Sale	32,861	1.03
				03.01.2020	1,330	Sale	31,531	0.99
				17.01.2020	380	Sale	31,151	0.98
				24.01.2020	1,089	Sale	30,062	0.94
				07.02.2020	337	Sale	29,725	0.93
				14.02.2020	606	Sale	29,119	0.91
				21.02.2020	400	Sale	28,719	0.90
				28.02.2020	100	Sale	28,619	0.90

				<b>06.03.2020</b>	313	Sale	28,306	0.89
				<b>13.03.2020</b>	233	Sale	28,073	0.88
				<b>20.03.2020</b>	50	Purchase	28,123	0.88
				<b>27.03.2020</b>	234	Purchase	28,357	0.89
		<b>28657</b>	<b>0.90</b>	<b>31.03.2020</b>	300	Purchase	28,657	0.90
8	JYOTSNA DESAI	<b>25,154</b>	<b>0.79</b>	<b>01.04.2019</b>				
					0	NIL MOVEMENT DURING YEAR	25,154	0.79
		<b>25,154</b>	<b>0.79</b>	<b>31.03.2020</b>				
9	BARING INDIA PRIVATE EQUITY FUND II LIMITED	<b>23828</b>	<b>0.75</b>	<b>01.04.2019</b>				
					0	NIL MOVEMENT DURING YEAR	23,828	0.75
		<b>23828</b>	<b>0.75</b>	<b>31.03.2020</b>				
10	PRANAY DESAI	<b>37,833</b>	<b>1.19</b>	<b>01.04.2019</b>				
				<b>02-08.2019</b>	15,000	Sale	22,833	0.71
		<b>22,833</b>	<b>0.71</b>	<b>31.03.2020</b>				

(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 2019-20	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
<b>A</b>	<b>DIRECTORS</b>							
1	Shakun Oswal	<b>19,084</b>	<b>0.60</b>	<b>01.04.2019</b>		NIL MOVEMENT DURING YEAR		
		<b>19,084</b>	<b>0.60</b>	<b>31.03.2020</b>	0		19,084	0.60
2	Sachit Jain	<b>2,330</b>	<b>0.07</b>	<b>01.04.2019</b>		NIL MOVEMENT DURING YEAR		
		<b>2,330</b>	<b>0.07</b>	<b>31.03.2020</b>	0		2,330	0.07
3	Suchita Jain	<b>28,416</b>	<b>0.89</b>	<b>01.04.2019</b>		NIL MOVEMENT DURING YEAR		
		<b>28,416</b>	<b>0.89</b>	<b>31.03.2020</b>	0		28,416	0.89
4	Chaman Lal Jain	<b>5</b>	<b>0.00</b>	<b>01.04.2019</b>		NIL MOVEMENT DURING YEAR		
		<b>0</b>	<b>0.00</b>	<b>31.03.2020</b>	0		0	0.00
5	Sat Pal Kanwar	<b>1,212</b>	<b>0.04</b>	<b>01.04.2019</b>		NIL MOVEMENT DURING YEAR		
		<b>1,212</b>	<b>0.04</b>	<b>31.03.2020</b>	0		1,212	0.04

6	Om Parkash Sharma	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
7	Apinder Sodhi	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
8	Jagdish Rai Singal	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
9	Rajeev Kumar Mittal	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
10	Vikas Kumar	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
11	Sanjeev Jain	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
<b>B</b>	<b>KEY MANEGERIAL PERSONNEL</b>							
1	Shri Paul Oswal (MD)	56,880	1.78	01.04.2019		NIL MOVEMENT DURING YEAR		
		56,880	1.78	31.03.2020	0			56,880
2	Poorva Bhatia (CFO)	0	0.00	01.04.2019		NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
3	Satin Katyal (CS)*	0	0.00	01.04.2019	0	NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0
3	Swati Mangla (CS)*	0	0.00	01.04.2019	0	NIL MOVEMENT DURING YEAR		
		0	0.00	31.03.2020	0			0

\*Mr. Satin Katyal, Company Secretary resigned from the Company w.e.f 05.05.2019 and Ms. Swati Mangla was appointed in his place w.e.f 24.05.2019.

**V. INDEBTEDNESS**

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

<b>Indebtedness at the beginning of the financial</b>	<b>Unsecured Loans</b>	<b>Deposits</b>	<b>Total Indebtedness</b>
i) Principal Amount	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	Nil	Nil	Nil
<b>Change in Indebtedness during the financial year</b>			
*Addition	Nil	Nil	Nil
*Reduction	Nil	Nil	Nil
<b>Net Change</b>	Nil	Nil	Nil
<b>Indebtedness at the end of the financial year</b>	Nil	Nil	Nil
i) Principal Amount	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil
<b>Total (i+ii+iii)</b>	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.)
		<b>MR. S.P. OSWAL</b>	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	32.91	32.91
	(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	-	-
	<b>Total (A)</b>	<b>32.91</b>	<b>32.91</b>

*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	
	<b>1. Independent Directors</b>							
	Fee for attending board/committee meetings	0.175	0.60	0.375	0.60	0.675	0.75	3.175
	Commission		-	-	-	-	-	-
	Others, please specify		-	-	-	-	-	-
	<b>Total (1)</b>	<b>0.175</b>	<b>0.60</b>	<b>0.375</b>	<b>0.60</b>	<b>0.675</b>	<b>0.75</b>	<b>3.175</b>
	<b>2. Other Non-Executive Directors</b>	<b>Mr. Chaman Lal Jain</b>						
	Fee for attending board/committee meetings	0.10	-	-	-	-	-	0.100
	Commission	0	-	-	-	-	-	-
	Others, please specify	0	-	-	-	-	-	-
	<b>Total (2)</b>	<b>0</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.100</b>
	Total (B)=(1+2)	0.10	0.175	0.600	0.375	0.600	0.675	0.750
	<b>Total Directors Remuneration</b>							<b>36.185</b>

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

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			Rs. In Lakhs
		Company Secretary		CFO	Total
1	Gross salary	Ms. Swati Mangla (Appointed w.e.f 24.05.2019 )	Mr. Satin Katyal (upto 05.05.2019 )	Mrs. Poorva Bhatia	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.11	0.41	9.82	<b>14.34</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00	<b>0.00</b>
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	0.00	0.00	0.00	<b>0.00</b>
2	Stock Option	0.00	0.00	0.00	<b>0.00</b>
3	Sweat Equity	0.00	0.00	0.00	<b>0.00</b>
4	Commission	0.00	0.00	0.00	<b>0.00</b>
	- as % of profit	0.00	0.00	0.00	<b>0.00</b>
	- others, specify	0.00	0.00	0.00	<b>0.00</b>
5	Others, please specify	0.00	0.00	0.00	<b>0.00</b>
	<b>Total</b>	<b>4.11</b>	<b>0.41</b>	<b>9.82</b>	<b>14.34</b>

**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)	
<b>A. COMPANY</b>						
Penalty	Nil	Nil	Nil	Nil	Nil	
Punishment	Nil	Nil	Nil	Nil	Nil	
Compounding	Nil	Nil	Nil	Nil	Nil	
<b>B. DIRECTORS</b>						
Penalty	Nil	Nil	Nil	Nil	Nil	
Punishment	Nil	Nil	Nil	Nil	Nil	
Compounding	Nil	Nil	Nil	Nil	Nil	
<b>C. OTHER OFFICERS IN DEFAULT</b>						
Penalty	Nil	Nil	Nil	Nil	Nil	
Punishment	Nil	Nil	Nil	Nil	Nil	
Compounding	Nil	Nil	Nil	Nil	Nil	