



OSWAL WOOLLEN MILLS LTD.

(AN ISO 9001-2015 CERTIFIED COMPANY)

G.S.T No. : 03AAAG0173F1ZS
CIN : U40300PB1949PLC001522
PAN : AAAC01973F

Nahar

Regd. Office & Works :
G.T. Road, Sherpur, Ludhiana-141003. (INDIA)
Phones : 91-161-2542501 to 507 Fax : 91-161-2542509
E-mail : oswal@owmnahar.com
Website : www.owmnahar.com

NOTICE

NOTICE is hereby given that an **EXTRA-ORDINARY GENERAL MEETING** of the Members of **OSWAL WOOLLEN MILLS LIMITED** will be held as scheduled below:

DATE : February 10, 2023
DAY : Friday
TIME : 11:00 A.M
PLACE : G.T Road, Sherpur, Ludhiana-141003

to transact the following Special Business:-

SPECIAL BUSINESS:

- 1. Issue of 5% Non Cumulative Non Convertible Redeemable Preference Shares on private placement basis:**
To consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 55 and Section 62(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof) for the time being in force, and in accordance with the provisions of the Articles of Association of the Company and the consent and approval of the Shareholders of the Company be and is hereby accorded to issue, offer and allot 17,00,000 (Seventeen Lakhs) 5% (Five Percent) Non-Cumulative Redeemable Preference Shares (Preference Shares) of face value of `100/- each at par, on such terms & conditions as contained in the Draft Private Placement offer cum application letter, a copy of which duly initialed by the Chairman for the purpose of identification as placed before the Board, on private placement basis to the following persons:

Sr. No.	Name of the Subscriber	No. of Shares	Category/Class
1.	M/s Nahar Spinning Mills Limited	10,00,000	Body Corporate
2.	M/s Nahar Capital and Financial Services Limited	7,00,000	Body Corporate

RESOLVED FURTHER THAT the Preference Shares are being issued at par, price of which is determined by CA Pankaj Bhalla, Registered Valuer, having IBBI Registration No.: IBBI/RV/06/2020/13265, Ludhiana, Punjab, vide its Valuation Report dated 02nd, January 2023.





OSWAL WOOLLEN MILLS LTD.

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G.S.T No.: 09AAAC01973F1ZS
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RESOLVED FURTHER THAT in accordance with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, upon allotment, Preference Shares shall be governed by the following terms and conditions:

Sr. No.	Particulars	Terms
1.	Priority w.r.t. to Dividend or repayment of Capital vis-à-vis Equity Shares	Preference Shareholders shall be entitled to receive dividend (if any declared by the Company) or repayment of capital in priority to any payment of dividend or repayment of capital to the holders of any other class of shares.
2.	Participation in surplus funds/assets and profits on winding up which may remain after the entire capital has been repaid	Preference Shares shall be non-participating and therefore, will not be entitled for participation in surplus funds / assets and profits on winding up which may remain after the entire capital has been repaid.
3.	Payment of Dividend	The Preferential Dividend shall be non-cumulative.
4.	Conversion into Equity Shares	Preference Shares shall be non-convertible.
5.	Voting Rights	Preference Shareholders shall not have any right to vote except on special resolutions affecting their rights and obligations.
6.	Redemption	Preference Shares are redeemable at the option of the Company or they are compulsorily redeemable before the expiry of twenty years.

RESOLVED FURTHER THAT the name of the Subscriber be recorded for the issuance of invitation to subscribe to the Preference Shares and a Private Placement offer cum application letter together with an Share Application Form, serially numbered, as per the respective drafts placed before the Meeting and duly initialed by the Chairman for the purpose of identification, be and are hereby approved and the same be issued to the Subscribers inviting the Subscriber to subscribe to the Preference Shares of the Company mentioned therein.

RESOLVED FURTHER THAT Sh. Jawahar Lal Oswal (DIN: 00463866) Director of the Company and Sh. Munish Sood, Company Secretary of the Company be and are hereby severally authorized to sign, execute necessary Private Placement offer cum application letter and execute, sign all other documents as may be required in connection with the allotment of Preference Shares on a preferential basis through private placement and to do all such acts, deeds, matters and things as may be required necessarily or incidentally for the purpose of giving effect to the above resolution and to take all such steps and to give all such directions, they may consider necessary, expedient or desirable, including without limitation, to prescribe the Form of Share Application, Circulate the Private Placement offer cum application letter at appropriate time, make allotment, to enter into any agreements or other instruments, and to take all such actions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to offer, issue, allotment of the said Preference Shares."





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BY ORDER OF THE BOARD
For OSWAL WOOLLEN MILLS LIMITED



MUNISH SOOD
(COMPANY SECRETARY)

Place: LUDHIANA
Date: 09.01.2023



OSWAL WOOLLEN MILLS LTD.

(AN ISO 9001-2015 CERTIFIED COMPANY)

G.S.T No. : 03BACH1073F1ZS
CIN : U40300PB1949PLC001522
PAN : AAACO1973F

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the Extra Ordinary General Meeting is enclosed.
5. The relevant explanatory statement pursuant to Section 102 of the Companies Act 2013 stating all material facts and the reasons for the Special businesses set out above is annexed hereto.
6. All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company on all the working days between 10.00 AM to 05.00 PM up to the date of this Extra Ordinary General Meeting.
7. Members holding shares in physical form are requested to notify change in their address, if any, to the Company at the earliest. However, members holding equity shares in dematerialized form may notify the change in their address, if any, to the Company's Register and Transfer Agent or their respective depository participants, as the case may be.





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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT 2013

The following Explanatory Statement relating to the accompanying notice set out all the material facts:

Item No. 1:

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

"RESOLVED THAT pursuant to the provisions of Section 42, Section 55 and Section 62(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 and Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof) for the time being in force, and in accordance with the provisions of the Articles of Association of the Company and the consent and approval of the Shareholders of the Company be and is hereby accorded to issue, offer and allot 17,00,000 (Seventeen Lakhs) 5% (Five Percent) Non-Cumulative Redeemable Preference Shares (Preference Shares) of face value of `100/- each at par, on such terms & conditions as contained in the Draft Private Placement offer cum application letter, a copy of which duly initialed by the Chairman for the purpose of identification as placed before the Board, on private placement basis to the following persons:

Sr. No.	Name of the Subscriber	No. of Shares	Category/Class
1.	M/s Nahar Spinning Mills Limited	10,00,000	Body Corporate
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RESOLVED FURTHER THAT the Preference Shares are being issued at par, price of which is determined by CA Pankaj Bhalla, Registered Valuer, having IBBI Registration No.: IBBI/RV/06/2020/13265, Ludhiana, Punjab, vide its Valuation Report dated 02nd, January 2023.

RESOLVED FURTHER THAT in accordance with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014, upon allotment, Preference Shares shall be governed by the following terms and conditions:





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Sr. No.	Particulars	Terms
1.	Priority w.r.t. to Dividend or repayment of Capital vis-à-vis Equity Shares	Preference Shareholders shall be entitled to receive dividend (if any declared by the Company) or repayment of capital in priority to any payment of dividend or repayment of capital to the holders of any other class of shares.
2.	Participation in surplus funds/ assets and profits on winding up which may remain after the entire capital has been repaid	Preference Shares shall be non-participating and therefore, will not be entitled for participation in surplus funds / assets and profits on winding up which may remain after the entire capital has been repaid.
3.	Payment of Dividend	The Preferential Dividend shall be non-cumulative.
4.	Conversion into Equity Shares	Preference Shares shall be non-convertible.
5.	Voting Rights	Preference Shareholders shall not have any right to vote except on special resolutions affecting their rights and obligations.
6.	Redemption	Preference Shares are redeemable at the option of the Company or they are compulsorily redeemable before the expiry of twenty years.

RESOLVED FURTHER THAT the name of the Subscriber be recorded for the issuance of invitation to subscribe to the Preference Shares and a Private Placement offer cum application letter together with an Share Application Form, serially numbered, as per the respective drafts placed before the Meeting and duly initialed by the Chairman for the purpose of identification, be and are hereby approved and the same be issued to the Subscribers inviting the Subscriber to subscribe to the Preference Shares of the Company mentioned therein.

RESOLVED FURTHER THAT Sh. Jawahar Lal Oswal (DIN: 00463866) Director of the Company and Sh. Munish Sood, Company Secretary of the Company be and are hereby severally authorized to sign, execute necessary Private Placement offer cum application letter and execute, sign all other documents as may be required in connection with the allotment of Preference Shares on a preferential basis through private placement and to do all such acts, deeds, matters and things as may be required necessarily or incidentally for the purpose of giving effect to the above resolution and to take all such steps and to give all such directions, they may consider necessary, expedient or desirable, including without limitation, to prescribe the Form of Share Application, Circulate the Private Placement offer cum application letter at appropriate time, make allotment, to enter into any agreements or other instruments, and to take all





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such actions as may be necessary or desirable and to settle any question or difficulty that may arise with regard to offer, issue, allotment of the said Preference Shares."

**BY ORDER OF THE BOARD
For OSWAL WOOLLEN MILLS LIMITED**

Place: LUDHIANA

Date: 09.01.2023



**MUNISH SOOD
COMPANY SECRETARY**

OSWAL WOOLLEN MILLS LIMITED

(CIN: U40300PB1949PLC001522)

Registered Office: G.T. Road, Sherpur, Ludhiana-141003

Tel.: 91-161-2452501-07, Fax: 91-161-2542509

Website: www.owmnahar.com, E-mail: oswal@owmnahar.com**PROXY FORM****Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s):		E-Mail ID:	
Registered Address:		Folio No./ Client ID:	
		DP ID :	

I / We, being the member (s) of _____ shares of Oswal Woollen Mills Limited, hereby appoints

- Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____, or failing him/her
- Name: _____ Address: _____
E-mail ID: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Friday, the 10th day of February, 2023 at 11 A.M at the Registered Office of the Company situated at G.T. Road, Sherpur, Ludhiana-141003 and at any adjournment thereof in respect of such business items as are indicated below:

Item No	Particulars	Optional*	
		For	Against
1.	Issue of 5% Non Cumulative Non Convertible Redeemable Preference Shares on private placement basis:		

Signed this _____ day of _____ 2023.

Signature of Member_____
Signature of Proxy holder(s)Affix.
Revenue
Stamp
of Re. 1**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- *It is optional to put a tick (v) in the appropriate column against the Resolution indicated in the box. If you leave the 'For' or 'Against' column blank against any or all the Resolution, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.
- Please complete all the details of the member(s) in box before submission.



ATTENDANCE SLIP**OSWAL WOOLLEN MILLS LIMITED**

(CIN: U40300PB1949PLC001522)

Registered Office: G.T. Road, Sherpur, Ludhiana-141003

Tel.: 91-161-2452501-07, Fax: 91-161-2542509

Website: www.owmnahar.com, E-mail: oswal@owmnahar.com**EXTRA-ORDINARY GENERAL MEETING****PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL**DP ID* Folio No. Client ID* No. of Shares **NAME AND ADDRESS OF SHAREHOLDER:**

I certify that I am the registered shareholders/proxy for the registered shareholder of the Company.

I hereby record my presence at the Extra-Ordinary General Meeting of the Company on Friday, the 10th day of February, 2023 at 11.00 A.M at the Registered Office of the Company at G.T. Road, Sherpur, Ludhiana.

Signature of Member / Proxy**Notes:**

*Applicable for investors holding shares in electronic form.

