OSWAL WOOLLEN MILLS LIMITED

(CIN: U51494PB2008PLC032059)

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

NOTICE

NOTICE is hereby given that the **76th ANNUAL GENERAL MEETING** of the members of **OSWAL WOOLLEN MILLS LIMITED** will be held as scheduled below:

DATE	:	30th September, 2025
DAY	:	Tuesday
TIME	:	09:30 A.M.
PLACE	:	G.T. Road, Sherpur, Ludhiana-141003

to transact the following Business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with the Reports of Board of Directors and Auditors thereon.

2. To appoint a Director in place of Sh. Rishabh Oswal (DIN: 03610853), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To ratify the remuneration of M/s Khushwinder Kumar & Co, Cost Auditors of the Company for the Financial Year ending on 31st March, 2026:**
   To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to ratify and confirm the remuneration payable to M/s Khushwinder Kumar & Co. (Firm Reg. No. 000102), Cost Accountants, Jalandhar, Cost Auditors of the Company to conduct audit of cost records of denim and denim spinning units located at Pilukhedi M.P. and other power units (consolidated) of the Company located at Rajasthan and Karnataka for the Financial Year 2025-2026 on a remuneration of Rupees 15,000/- per unit plus taxes as applicable and out of pocket expenses , if any that may be incurred."

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR
LUDHIANA

5. **To ratify the remuneration of M/s SKG & Co., Cost Auditors of the Company for the Financial Year ending on 31st March, 2026:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to ratify and confirm the remuneration payable to M/s SKG & Co. (Firm Registration. No. 000418), Cost Accountants, New Delhi, Cost Auditors of the Company to conduct audit of cost records in respect of two textile units of the Company located at Ludhiana for the financial year ending on 31st March, 2026, amounting to Rupees 30,000/- (Rupees Twenty Five Thousand only) per unit plus taxes as applicable and out of pocket expenses that may be incurred."

6. **To re-appoint Sh. Dinesh Gogna (DIN: 00498670) as an Executive Director of the Company:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under, (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals as may be required, consent of the members be and is hereby accorded to re-appoint Sh. Dinesh Gogna (DIN: 00498670) as an Executive Director-Corporate Finance & Taxation of the Company for a term of 1 (One) year w.e.f. 1st October, 2025, on the terms and conditions mentioned herein below:

REMUNERATION:

A. **Basic Salary:**

2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month.

B. **Perquisites and Allowances:**

In addition to the salary, the following perquisites and allowances shall be allowed:

a. **House Rent Allowance:**

Free Residential Accommodation or House Rent Allowance @ 30% of Basic Salary.

b. **Bonus / Ex-Gratia and Encashment of Leave:**

As per rules of the Company.

c. **Employer's contribution to Provident fund/superannuation fund:**

As per rules of the Company.

d. **Gratuity / Contribution to Gratuity Fund:**

Gratuity shall be paid as per rules of the Company.

e. **Medial Allowance:**

One Month's Basic Salary per Year.

f. **Leave Travel Concession:**

Air Fare for self and family once in a year to any destination within or outside India. Family defined as his spouse and two dependent children.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA.

g. **Club Fees:**

Fees and expenses paid at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

h. **Personal Accident Insurance:**

The Company shall pay/ reimburse Personal Accident Insurance as per rules of the Company.

i. **Car/Telephone:**

Car with driver and telephone at his residence. Provision of Car for use on company's business and telephone facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT in case the Company has no profits or inadequate profit during such period of appointment for one year, the abovementioned Remuneration shall be paid to Sh. Dinesh Gogna, Executive Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of the Board, if any, be and is hereby authorised to alter, amend, vary the terms and conditions of appointment including remuneration as may be agreed between the Board of Directors and Sh. Dinesh Gogna, subject to the limits prescribed in the Companies Act, 2013 read with Schedule V or subject to such approval as may be required and to do all such acts, deeds, matters and things as may be deemed necessary to give effect to above resolution.

RESOLVED FURTHER THAT Company Secretary of the Company be and is hereby authorised to take necessary steps to include the aforesaid resolution in the notice of forthcoming Annual General meeting for seeking shareholders' approval and to do all such acts, deeds and things as may be required in giving effect to the aforesaid resolution."

7. **To amend the terms and conditions of payment of remuneration of Sh. Jawahar Lal Oswal, Chairman and Managing Director (DIN: 00463866):**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be required, consent of the members be and is hereby accorded to amend the terms and conditions of payment of remuneration of Sh. Jawahar Lal Oswal, Chairman and Managing Director (DIN: 00463866) who was re-appointed for a term of five years w.e.f. 1st October, 2022, be and are hereby amended as follows:

REMUNERATION:

A. **Basic Salary:**

30,00,000/- (Rupees Thirty Lacs only) per month.

B. **Commission:**

2% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.

C. **Perquisites and Allowances:**

LUDHIANA.

In addition to the Salary, the following perquisites and allowances shall be allowed:

j. **House Rent Allowance:**
Free residential accommodation or House Rent Allowance @50% of the Basic Salary.

k. **Employer's contribution to Provident fund/superannuation fund:**
As per rules of the Company.

l. **Gratuity / Contribution to Gratuity Fund:**
Gratuity shall be paid as per rules of the Company.

m. **Medial Reimbursement:**
Reimbursement of medical expenses incurred on self and family including medical insurance premium, subject to a ceiling of one month's Basic Salary per year or three month's Basic Salary over a period of three years.

n. **Leave Travel Concession:**
Air Fare for self and family once in a year to any destination within or outside India. Family defined as his spouse and two dependent children.

o. **Club Fees:**
Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

p. **Personal Accident Insurance:**
The Company shall pay/ reimburse Personal Accident Insurance as per rules of the Company.

q. **Car/Telephone:**
Car with driver and telephone at his residence. Provision of Car for use on company's business and telephone facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT the aforesaid remuneration of Sh. Jawahar Lal Oswal is subject to increment every year by 15% of the remuneration.

RESOLVED FURTHER THAT In case the Company has no profit or inadequate profit, in any Financial Year during any two years commencing from 1st October, 2025, the abovementioned remuneration other than commission shall be paid to Sh. Jawahar Lal Oswal, Chairman and Managing Director."

RESOLVED FURTHER THAT except for the amendment(s) for the payment of Remuneration as stated above, all other terms and conditions of appointment of Sh. Jawahar Lal Oswal, Chairman and Managing Director (DIN: 00463866) shall remain unchanged and shall continue to remain in full force and effect.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, intimate such authorities as may be required, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR
LUDHIANA.

8. **To amend the terms and conditions of payment of remuneration of Sh. Kamal Oswal, Managing Director (DIN: 00493213):**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approvals as may be required, consent of the members be and is hereby accorded to amend the terms and conditions of payment of remuneration of Sh. Kamal Oswal, Managing Director (DIN: 00493213) who was re-appointed for a term of five years w.e.f. 1st September, 2022, be and are hereby amended as follows:

REMUNERATION:

C. **Basic Salary:**

`18,00,000/- (Rupees Eighteen Lacs only) per month.

D. **Commission:**

1.5% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.

E. **Perquisites and Allowances:**

In addition to the Salary, the following perquisites and allowances shall be allowed:

r. **House Rent Allowance:**

Free residential accommodation or House Rent Allowance @50% of the Basic Salary.

s. **Employer's contribution to Provident fund/superannuation fund:**

As per rules of the Company.

t. **Gratuity / Contribution to Gratuity Fund:**

Gratuity shall be paid as per rules of the Company.

u. **Medial Reimbursement:**

Reimbursement of medical expenses incurred on self and family including medical insurance premium, subject to a ceiling of one month's Basic Salary per year or three month's Basic Salary over a period of three years.

v. **Leave Travel Concession:**

Air Fare for self and family once in a year to any destination within or outside India. Family defined as his spouse and two dependent children.

w. **Club Fees:**

Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

x. **Personal Accident Insurance:**

The Company shall pay/ reimburse Personal Accident Insurance as per rules of the Company.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA

y. **Car/Telephone:**

Car with driver and telephone at his residence. Provision of Car for use on company's business and telephone facilities at residence will not be considered as perquisites.

RESOLVED FURTHER THAT the aforesaid remuneration of Sh. Kamal Oswal is subject to increment every year by 15% of the remuneration.

RESOLVED FURTHER THAT In case the Company has no profit or inadequate profit, in any Financial Year during any two years commencing from 1st September, 2025, the abovementioned remuneration other than commission shall be paid to Sh. Kamal Oswal, Managing Director."

RESOLVED FURTHER THAT except for the amendment(s) for the payment of Remuneration as stated above, all other terms and conditions of appointment of Sh. Kamal Oswal, Managing Director (DIN: 00493213) shall remain unchanged and shall continue to remain in full force and effect.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, intimate such authorities as may be required, and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution."

9. To approve/ ratify Related Party Transactions:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and consent and approval of the Company be and is hereby accorded to the Board of Directors to enter into Agreement(s)/Contract(s)/Transaction(s) in its ordinary course of business with its Related Parties namely Nahar Spinning Mills Limited, Nahar Industrial Enterprises Limited, Monte Carlo Fashions Limited, Vanaik Spinning Mills Limited, OWM Poly Yarn Limited, Nahar Capital & Financial Services Limited and other Related parties for purchase and sale of goods, rendering/availing of services, leasing of property, reimbursement of expenses, to Provide Loans, to avail Loan, to pay interest and Rent transactions on arm's length basis, on behalf of the Company for the financial year 2025-26.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary or expedient to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD
For OSWAL WOOLLEN MILLS LIMITED

Place: LUDHIANA
Date: Sep 04, 2025

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA.

MUNISH SOOD
(COMPANY SECRETARY)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE, THE INSTRUMENT APPOINTING THE PROXY, DULY SIGNED, STAMPED AND COMPLETED IN ALL RESPECT, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE ANNUAL GENERAL MEETING (AGM) IS ENCLOSED.**

   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 AGM.

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 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.

5. The details of Directors seeking Appointment/ Re-appointment at the AGM as required under Secretarial Standards-2 is annexed herewith as **Annexure-A**.

6. 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 their respective depository participants, as the case may be.

7. All the documents referred to in the Notice of the meeting shall remain open for inspection at the Registered Office of the Company during office hours on all working days and will be available for inspection by the members at the AGM.

8. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 and the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, shall remain open for inspection at the Registered Office of the Company during office hours on all working days and will also be available for inspection by the members at the Annual General Meeting (AGM).

9. Members seeking any information with regard to annual audited accounts at the time of the meeting are requested to write to the Company at least ten days before the date of the AGM so as to enable the management to keep the relevant information ready.

10. Members holding shares in the physical form are requested to get the same dematerialized. The ISIN of the Company is INE920H01024.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In accordance with Section 102 of the Companies Act, 2013, the Explanatory Statement setting out all the material facts concerning each item of Special Business is produced hereunder:

Item No. 4 and 5:

The Board in its meeting held on 04^{th} September, 2025, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors i.e. M/s Khushwinder Kumar & Co. and M/s SKG & Co. to conduct the audit of the cost records of the Company for the Financial Year ending on 31^{st} March, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing two Ordinary Resolutions as set out at item No. 4 and 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31^{st} March, 2026.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, in the proposed Ordinary Resolutions as set out at Item No. 4 and 5 of the Notice with regard to the ratification of remuneration payable to the Cost Auditors of the Company.

The Ordinary Resolutions as set out at Item No. 4 and 5 of the notice are accordingly recommended for your approval.

Item No. 6:

The members of the Company in their meeting held on 30^{th} September, 2024 had appointed Sh. Dinesh Gogna, as Executive Director- Corporate Finance and Taxation of the Company for a period of one year w.e.f. 1^{st} October, 2024. Accordingly, his period of office expires on 30^{th} September, 2025. Therefore, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 04^{th} September, 2025 has subject to the Shareholders' approval, re-appointed Sh. Dinesh Gogna as Executive Director-Corporate Finance and Taxation of the Company for a period of one year w.e.f. 1^{st} October, 2025.

Sh. Dinesh Gogna, aged 72 years, holds a Bachelor's Degree in Law from University Studies in Law, Jaipur, University of Rajasthan. He has also completed the United States Money and Capital Market Seminar conducted by New York Institute of Finance. He has more than 46 years of experience in the field of Corporate Finance and Taxation. Having regard to his vast knowledge and expertise, it will be in the interest of the Company to re-appoint him as an Executive Director.

In compliance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, other details of Sh. Dinesh Gogna whose appointment as an Executive Director is proposed at Item No. 6 is provided in the "Annexure-A" to the Notice.

Except Sh. Dinesh Gogna, the appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 6 of the Notice with regard to his appointment.

The Special Resolution as set out at the Item No. 6 of the notice is accordingly recommended for your approval.

LUDHIANA.

Statement as required under Section II of the Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolutions set out at Item No. 6 of the Notice.

I. General Information:

1. **Nature of industry:** Oswal Woollen Mills Limited ('Company') is mainly engaged in the business of manufacturing and selling of a wide variety of yarns such as worsted woollen yarn, lamb wool yarn, acrylic yarn, cotton yarn and various types of wool based blended yarn, fancy yarn, hand knitting yarn etc. and denim fabric. So, the activities of the Company mainly fall under Textile Industry.

2. **Date or expected date of commencement of commercial production:** The Company was incorporated in 1949 and has been working since then.

3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

4. **Financial performance based on given Indicators:**

(` In Lakhs)

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
Total Revenue	82744.27	90981.90
Profit before Tax	964.05	(2877.56)
Profit after Tax	1041.43	(3189.13)

5. **Foreign investment or collaborators, if any:** Nil

II. Information about the appointee: Sh. Dinesh Gogna, Executive Director

1. **Background details:** Sh. Dinesh Gogna, aged 72 Years, is Executive Director-Corporate Finance and Taxation. He was appointed as Executive Director of the Company on 18th October, 2006. He holds a Bachelor's Degree in Law from University Studies in Law, Jaipur, University of Rajasthan. He has also completed the United States Money and Capital Market Seminar conducted by New York Institute of Finance. He has more than 46 years of experience in the field of Corporate Finance and Taxation.

2. **Past remuneration:**

Particulars	For the Year ended 31.03.2025 (In Rupees)	For the Year ended 31.03.2024 (In Rupees)
Basic Salary	30,00,000.00	30,000,00.00
Perquisites and Allowances	17,76,928.00	17,76,928.00
Commission	--	--
Total	**47,76,928**	**47,76,928**

3. **Recognition or awards:** Nil

4. **Job profile and suitability:** Sh. Dinesh Gogna is the head of the Finance and Taxation for the entire group. He has been associated with the Company throughout his career and it is only because of his able guidance and experience, the Company has grown to these greater heights. Keeping in view the contribution made by him through his knowledge and experience, the Board considers that his continued association would be of immense benefits to the Company.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA.

5. **Remuneration proposed:** The remuneration proposed is already mentioned in Special Resolution at Item No. 6 of the Notice as the minimum remuneration even in case there is no profit or inadequate profits during his tenure of appointment.

6. **Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in expatriates, the relevant details would be w.r.t. the country of origin):** Considering the size of the Company, the profile of Sh. Dinesh Gogna, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Sh. Dinesh Gogna is not related any of the promoters of the Company and holds no Equity shares of the Company. He has no pecuniary relationship directly or indirectly with the Company other than the remuneration drawn in the capacity of Managing Director of the Company.

III. OTHER INFORMATION:

1. **Reasons for loss or inadequate profits:** The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 for taking approval for payment of minimum remuneration to the Executive Director in case of loss of inadequacy of profits as the profitability of the Company may be adversely impacted in the future due to poor economic and market conditions.

2. **Steps taken or proposed to be taken for improvement:** With the improvement in the financial and economic conditions, the demand for the Company's products is likely to pick up. Moreover, the government is also taking various remedial measures to improve the economy on the whole so that industry can meet the challenges ahead. The management has also taken various steps to further optimize the resources available with them.

3. **Expected increase in productivity and profits in measurable terms:** In the prevailing scenario, it is not feasible to predict with accuracy the expected increase in the productivity and profits in the measurable term. However, with the improvement in the economic activity at the global and domestic level, your management expects that the productivity and profits will improve in coming periods.

Item no: 07

The Members of the Company in their meeting held on 30th September, 2022 had re-appointed Sh. Jawahar Lal Oswal, as Chairman and Managing Director of the Company for a period of five years w.e.f. 1st October, 2022.

Sh. Jawahar Lal Oswal, aged 81 Years, is Chairman and Managing Director of the Company. He was initially appointed as Director of the Company on March 31, 1964 and was appointed as Managing Director of the Company on 1st January, 1970. He holds a Bachelor's Degree in Commerce. He has more than 55 years of experience in the Textile and Woollen Industry. Presently, Sh. Jawahar Lal Oswal is also serving as Chairman and Managing Director of Monte Carlo Fashions Limited and also holds the position of Non-Executive Chairman on the Boards of various other Group Companies.

Further in accordance with Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has also proposed to pay the remuneration as

LUDHIANA

specified in the abovesaid special resolution other than commission, in the case of no profit or inadequate profit of Company in any financial year during any two years commencing from 1st October, 2025, which is subject to the approval of Members.

Except Sh. Jawahar Lal Oswal, Sh. Kamal Oswal (DIN: 00493213), Sh. Dinesh Oswal (DIN: 00607290), Sh. Sandeep Jain (00565760) and Sh. Rishabh Oswal (03610853) are related to Sh. Jawahar Lal Oswal and therefore deemed to be interested in the resolution proposed in regards to his minimum remuneration payable. None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 7 of the notice with regard to his re-appointment

Statement as required under Section II of the Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolutions set out at Item No. 7 of the Notice.

III. General Information:

6. **Nature of industry:** Oswal Woollen Mills Limited ('Company') is mainly engaged in the business of manufacturing and selling of a wide variety of yarns such as worsted woollen yarn, lamb wool yarn, acrylic yarn, cotton yarn and various types of wool based blended yarn, fancy yarn, hand knitting yarn etc. and denim fabric. So, the activities of the Company mainly fall under Textile Industry.

7. **Date or expected date of commencement of commercial production:** The Company was incorporated in 1949 and has been working since then.

8. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

9. **Financial performance based on given Indicators:**

(` in Lacs)

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
Total Revenue	82744.27	90,981.90
Profit before Tax	1011.65	(2,869.19)
Profit after Tax	1041.43	(31,89.13)

10. **Foreign investment or collaborators, if any:** Nil

IV. Information about the appointee: Sh. Jawahar Lal Oswal, Chairman & Managing Director

8. **Background details:** Sh. Jawahar Lal Oswal, aged 81 Years, is Chairman and Managing Director of the Company. He was initially appointed as Director of the Company on March 31, 1964 and was appointed as Managing Director of the Company on 1st January, 1970. He holds a Bachelor's Degree in Commerce and has more than 55 years of experience in the Textile and Woollen industry.

9. **Past remuneration:**

Particulars	For the Year ended	For the Year ended

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA.

	31.03.2025 (in Rupees)	31.03.2024 (in Rupees)
Basic Salary	3,60,00,000.00	3,60,00,000.00
Perquisites and Allowances	2,12,55,021.00	2,12,55,021.00
Commission	Nil	Nil
Total	**5,72,55,021.00**	**5,72,55,021.00**

10. **Recognition or awards:** Sh. Jawahar Lal Oswal has been awarded the 'Punjab Ratan' at the Punjab State Intellectual's Conference in 2003 by the All India Conference of Intellectuals, the 'Udyog Ratna Award' by the PHD Chamber of Commerce and Industry in 2005, the 'LMA-Sat Paul Mittal Life Time Achievement Award' by the Ludhiana Management Association in 2012 and the 'Achievers of the North' by the Economic Times in 2013.

11. **Job profile and suitability:** Sh. Jawahar Lal Oswal is overall responsible for operations of the Company under the supervision of the Board of Directors. He is having more than 55 years of experience in Textile and Woollen Industry. He joined the Company as Director, in 1964. Seeing his entrepreneurial skills, leadership qualities, the Board appointed him as Managing Director of the Company w.e.f. 1st January, 1970.

    He has been associated with the Company throughout his career and it is only because of his able guidance all these years and the highest business acumen and experience he has shared with the Company that the Company is now known as the best in the industry. Having regard to his expertise and experience in the textile business, he is best suited person for the responsibilities entrusted to him by the Board of Directors.

12. **Remuneration proposed:** The remuneration is as described in Special Resolution and in case of no profit or inadequate profit in any Financial Year during any two years commencing from 1st October, 2025, the remuneration as proposed in the said Special Resolution other than Commission, shall be paid.

13. **Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in expatriates, the relevant details would be w.r.t. the country of origin):** Considering the size of the Company, the profile of Sh. Jawahar Lal Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him, commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:** Sh. Jawahar Lal Oswal is one of the promoters of the Company and holds 10,000 equity shares of the Company. He is also related to Sh. Kamal Oswal, Managing Director, Sh. Dinesh Oswal, Sh. Sandeep Jain and Sh. Rishabh Oswal, Directors of the Company. Mr. Jawahar Lal Oswal, has no pecuniary relationship directly or indirectly with the Company other than the remuneration drawn in the capacity of Managing Director of the Company.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR
LUDHIANA.

IV. OTHER INFORMATION:

4. **Reasons for loss or inadequate profits:**
   Presently the Company does not have any reason for inadequate profits for the purpose of payment of Remuneration. However, because of economic situations the profitability of the Company may vary up and down. Thus, the proposed resolution is to take the approval for minimum remuneration to Chairman and Managing Director.

5. **Steps taken or proposed to be taken for improvement:** Not applicable

6. **Expected increase in productivity and profits in measurable terms:**
   Normal increase is expected to be around 10%.

Item no: 08

The Members of the Company in their meeting held on 30th September, 2022 had re-appointed Sh. Kamal Oswal as Managing Director of the Company for a period of five years w.e.f. 1st September, 2022.

Sh. Kamal Oswal joined the Board of the Company in 1993 and he was appointed as Managing Director of the Company in 2012. He is Commerce graduate and is a renowned industrialist having more than 36 years of experience. Presently, he is also serving as vice Chairman cum Managing Director of Nahar Industrial Enterprises Limited and holds Board position in various other Companies.

Further in accordance with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has also proposed to pay the remuneration as stated in the abovesaid Special Resolution other than commission, in the case of no profit or inadequate profit of Company in any financial year during any two years commencing from the date of re-appointment of Sh. Kamal Oswal i.e. w.e.f. 1st September, 2025, which is subject to the approval of Members.

Except Sh. Kamal Oswal, Sh. Jawahar Lal Oswal (DIN: 00463866), Sh. Dinesh Oswal (DIN: 00607290), Sh. Sandeep Jain (00565760) and Sh. Rishabh Oswal (03610853) are related to Sh. Kamal Oswal and therefore deemed to be interested in the resolution proposed in regards to his re-appointment. None of the other Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 08 of the notice with regard to his re-appointment.

The Board recommends the Special Resolution set out at Item No. 08 of the Notice for approval by the Shareholders.

...AL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR
LUDHIANA.

Statement as required under Section II of the Part II of the Schedule V of the Companies Act, 2013 with reference to the Special Resolutions set out at Item No. 08 of the Notice.

I. General Information:

1. **Nature of industry:**
Oswal Woollen Mills Limited ('Company') is mainly engaged in the business of manufacturing and selling of a wide variety of yarns such as worsted woollen yarn, lamb wool yarn, acrylic yarn, cotton yarn and various types of wool based blended yarn, fancy yarn, hand knitting yarn etc. and denim fabric. So, the activities of the Company mainly fall under Textile Industry.

2. **Date or expected date of commencement of commercial production:**
The Company was incorporated in 1949 and has been working since then.

3. **In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.

4. **Financial performance based on given Indicators:**

(` In Lacs)

Particulars	For the Year ended 31.03.2025	For the Year ended 31.03.2024
Total Revenue	82744.27	90,981.90
Profit before Tax	1011.65	(2,869.19)
Profit after Tax	1041.43	(31,89.13)

5. **Foreign investment or collaborators, if any:** Nil

II. Information about the appointee: Sh. Kamal Oswal, Managing Director

1. **Background details:**
Sh. Kamal Oswal aged 63 Years, is Managing Director of the Company. He was initially appointed as Director of the Company in 1993 and was appointed as Managing Director of the Company in 2012. He is commerce graduate and a well-known industrialist with more than 36 years of experience in the Textile Industry. Presently, Sh. Kamal Oswal is also serving as Managing Director of Nahar Industrial Enterprises Limited.

2. **Past remuneration:**

Particulars	For the Year ended 31.03.2025 (In Rupees)	For the Year ended 31.03.2024 (In Rupees)
Basic Salary	2,16,00,000.00	2,16,00,000.00
Perquisites and Allowances	1,52,35,147	1,52,35,147
Commission	Nil	Nil
Total	**3,68,35,147.00**	**3,68,35,147.00**

3. **Recognition or awards:**
He had held the position of Industrial Advisor to the Government of Punjab.

4. **Job profile and suitability:**

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA.

Sh. Kamal Oswal was first appointed as Managing Director of the Company in 2012. He is responsible of for Denim Division of the Company under the supervision of the Board of Directors. He is very well known industrialist with more than 36 years of experience and best suited person for the responsibilities entrusted to him by the Board of Directors. Under his able and dynamic leadership, the Denim Division of the Company has grown manifold.

5. **Remuneration proposed:**
The remuneration is as described in Special Resolution at Item No. 8 of the Notice and in case of no profit or inadequate profit in any Financial Year during any two years commencing from 1st September, 2025 the remuneration as proposed in the said Special Resolution other than Commission, shall be paid.

6. **Comparative remuneration profile with respect to industry size of the Company, profile of the position and person (in expatriates, the relevant details would be w.r.t. the country of origin):**
Considering the size of the Company, the profile of Sh. Kamal Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him, commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

7. **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:**
Sh. Kamal Oswal is one of the promoters of the Company and holds 14,57,308 equity shares of the Company. He is also related to Sh. Jawahar Lal Oswal, Chairman and Managing Director, Sh. Dinesh Oswal, Sh. Sandeep Jain and Sh. Rishabh Oswal, Directors of the Company. Sh. Kamal Oswal has no pecuniary relationship directly or indirectly with the Company other than his remuneration drawn in the capacity of Managing Director of the Company.

III. OTHER INFORMATION:

1. **Reasons for loss or inadequate profits:**
Presently the Company does not have any reason for inadequate profits for the purpose of payment of Remuneration. However, because of economic situations the profitability of the Company may vary up and down. Thus, the proposed resolution is to take the approval for minimum remuneration to Managing Director.

2. **Steps taken or proposed to be taken for improvement:** Not applicable

3. **Expected increase in productivity and profits in measurable terms:**
Normal increase is expected to be around 10%.

Item No. 09:

The Company in its ordinary course of business enters into various Agreement(s)/ Contract(s)/ Transaction(s) with its Group Companies i.e. Nahar Spinning Mills Ltd., Nahar Industrial Enterprises Ltd., Monte Carlo Fashions Ltd., Vanaik Spinning Mills Ltd., OWM Poly Yarn Limited, Nahar Capital & Financial Services Ltd. and other related parties for purchase and sale of goods, rendering/availing of services, leasing of property and reimbursement of expenses, to provide loans, to pay interest and rent transactions on arm's length basis. All the aforesaid transactions are entered pursuant to prior approval of Audit Committee.

WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA.

All the related party transaction(s) specified under Section 188(1), the value/consideration of which is in excess of their respective limits prescribed under Rule 15(3) of the Companies (Meetings of Board and its Powers) Rule, 2014, has to be approved by the members in their General Meeting. The transactions with Nahar Industrial Enterprises Limited are expected to exceed the materiality threshold limit, therefore it is necessary to seek approval of material related party transactions with Nahar Industrial Enterprises Limited.

Whereas the third proviso to section 188(1) also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. However, the Company is seeking approval of Members for transactions with other related parties, which are not material in nature as an abundant precaution. The requisite details are explained below.

r. No.	Particulars	A	B	C	D	E	F	G
1.	Type, material and particulars of the proposed transaction;	Purchase and sale of goods, rendering/ availing of services, leasing of property, Rent Transactions,sale of Fixed Assets and reimbursement of expenses.	Purchase and sale of goods, rendering/availing of services, leasing of property, reimbursement of expenses and Loan received, Loan paid, Interest paid and Rent Received	Purchase and sale of goods, rendering/availing of services, leasing of property, reimbursement of expenses, Loan received, Loan paid, Interest paid and Rent Transactions	Loan received, Loan paid, Interest paid and Rent Received	Rent Transactions.	Rent Transactions	Rent Transactions
2.	Name of the related party	Nahar Industrial Enterprises Limited	Nahar Spinning Mills Limited	Monte Carlo Fashions Limited	Vanaik Spinning Mills Ltd	Nahar Capital & Financial Services Ltd	KMRA Associates LLP	OWM Logipark Varanasi LLP
3.	Nature of Relationship	Group Company	Group Company	Group Company	Group Company	Group Company	Group LLP	Group LLP
4.	Tenure of the proposed transaction	From 01.04.2025 till the date of Next Annual General Meeting to	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till the date of Next Annual General Meeting to	From 01.04.2025 till the date of Next Annual General	From 01.04. 2025 till the date of Next	From 01.04.2025 till the date of Next Annual General Meeting to

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA

	(particular tenure shall be specified)	be held in 2026.			be held in 2026.	Meeting to be held in 2026.	Annual General Meeting to be held in 2026.	be held in 2026.
5.	Value of proposed transaction	Rs. 400 crore.	Rs. 50 Crore	Rs. 80 Crore	Rs. 50 Crore	Rs. 10 Crores	Rs. 1 Crores	Rs. 1 Crores
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of proposed transaction.	The value of the proposed transaction is appx. 50% of annual turnover.	The value of the proposed transaction is appx. 6% of annual consolidated turnover.	The value of the proposed transaction is appx. 10% of annual consolidated turnover.	The value of the proposed transaction is appx. 6% of annual consolidated turnover.	The value of the proposed transaction is appx. 1% of annual consolidated turnover.	The value of the proposed transaction is appx. 1% of annual consolidated turnover	The value of the proposed transaction is appx. 1% of annual consolidated turnover
7.	Whether	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis

OWM WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA

	in ordinary course of business and at arm's length price							
8.	A statement that the valuation or other external report, if any, relied upon by the entity in relation to the proposed transaction will be made available through the registered	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA

	email address of the share holders							

. No.	Particulars	H	I	J	K	L	M
9.	Type, material and particulars of the proposed transaction;	Purchase and sale of goods, rendering/availing of services, leasing of property and reimbursement of expenses, Loan received, Sale of Fixed Assets, Loan paid, Interest paid and Rent Transactions	Loan received, Loan paid, Interest paid and Rent Transactions	Loan received, Loan paid, Interest paid and Rent Transactions	Loan received, Loan paid, Interest paid and Rent Transactions	Loan received, Loan paid, Interest paid and Rent Transactions	Loan received, Loan paid, Interest paid ar Rent Transactions
10.	Name of the related party	OWM Poly yarn Limited	OWM Logipark GZB LLP	OWM Renew LLP	Logipark Patna Private Limited	Bhubaneswar Logipark Private Limited	Logipark Ghaziabad Private Limited
11.	Nature of Relationship	Group Company	Group Company	Group Company	Group Company	Group Company	Group Company
12.	Tenure of the proposed transaction (particular tenure shall be specified)	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till the date of Next Annual General Meeting to be held in 2026.	From 01.04.2025 till tl date of Next Annual General Meeting to be held in 2026.
13.	Value of proposed transaction	Rs. 20 crore.	Rs. 1 Crore	Rs. 1 Crore	Rs. 1 Crore	Rs. 1 Crores	Rs. 1 Crores
14.	The percentage of the listed entity's annual consolidated turnover, for the immediately	The value of the proposed transaction is appx. 2.5% of annual turnover.	The value of the proposed transaction is appx. 0.10% of annual consolidated turnover.	The value of the proposed transaction is appx. 0.10% of annual consolidated turnover.	The value of the proposed transaction is appx. 0.10% of annual	The value of the proposed transaction is appx. 1% of annual consolidated turnover.	The value of the proposed transaction appx. 1% of annual consolidated turnover

WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA

	preceding financial year, that is represented by the value of proposed transaction.				consolidated turnover.		
15.	Whether in ordinary course of business and at arm's length price	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis	Arm's length basis
16.	A statement that the valuation or other external report, if any, relied upon by the entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered / to be entered into are at arm's length basis.	Not Applicable. All transactions entered to be entered into ar at arm's length basis.

The above contracts or arrangements have been entered into by the Company in the ordinary course of business and arm's length basis. The contracts referred to above are existing contracts and are continuing in nature.

Taking into account the statutory provisions, the Board of Directors as a matter of abundant precaution intends to seek prior approval of members for the transactions to be entered by the Company with its Group Companies for the financial year 2025-26.

Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Gogna, Sh. Dinesh Oswal, Sh. Sandeep Jain, Sh. Rishabh Oswal, Directors of the Company are deemed to be concerned or interested in the resolution proposed for approval of Related Party Transactions. None of the other Directors, Key Managerial Personnel of the

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA.

Company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 9 of the Notice.

The Ordinary Resolution as set out at the Item No. 9 of the Notice is accordingly recommended for your approval.

BY ORDER OF THE BOARD
For OSWAL WOOLLEN MILLS LIMITED

Place: LUDHIANA
Date:September 4,2025

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA.

MUNISH SOOD
(COMPANY SECRETARY)

ANNEXURE-A

Information in compliance with Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India in regards to the Directors to be re-appointed

Names	**Sh. Dinesh Oswal**	**Sh. Rishabh Oswal**	**Sh. Dinesh Gogna**
Designation	Non-Executive Director	Non-Executive Director	Executive Director
Date of birth/ age	04.10.1965/ 59 Years	13.01.1992/ 33 Years	07.07.1953/ 72 Years
Date of appointment	13.07.1992	30.09.2015	18.10.2006
Qualification	Commerce Graduate	B.A. Hons. in Management Studies from University of Nottingham, UK in 2013 and PGP MFAB, Executive MBA from the prestigious Indian School of Business, Hyderabad.	Bachelor's Degree in Law from University Studies in Law, Jaipur, University of Rajasthan.
Experience	More than 39 years of experience in textile industry.	More than 12 years of experience in overall administration.	More than 47 years of experience in the field of Taxation & Finance.
Terms of appointment	Liable to retire by rotation	Liable to retire by rotation	1 Year
Remuneration for the Financial Year 2024-25:	Rupees 25,000/- (sitting fees for Board Meeting)	Rupees 25,000/-(sitting fees for Board Meeting)	Rupees 44,09,812.00/-
Disclosure of relationship:	Sh. Dinesh Oswal is relative of Sh. Jawahar Lal Oswal, Chairman & Managing Director and Sh. Kamal Oswal, Managing Director. He is not related to any of the other Director and Key Managerial Personnel of the Company.	Sh. Rishabh Oswal is relative of Sh. Jawahar Lal Oswal, Chairman & Managing Director and Sh. Kamal Oswal, Managing Director. He is not related to any of the other Director and Key Managerial Personnel of the Company.	Sh. Dinesh Gogna is not related to any Director of the Company.
Shareholding:	Nil	4,60,000 Equity Shares	Nil
No. of Board Meetings attended during the year:	5	5	5
Other Directorships:	**1.** Nahar Spinning Mills Limited **2.** Nahar Poly Films Limited **3.** Nahar Capital & Financial Services Limited **4.** Nahar Industrial Enterprises Limited **5.** Sankheshwar Holding Company Limited **6.** Nahar Industrial Infrastructure Corporation Limited **7.** Abhilash Growth Fund Private Limited **8.** Closettrunk Private Limited	**1.** Monte Carlo Fashions Limited **2.** Abrotex Apparels Private Limited **3.** Palam Motels Limited **4.** Nagdevi Trading & Investment Company Limited **5.** Vanaik Investors Limited **6.** Abhilash Growth Fund Private Limited **7.** J.L. Growth Fund Limited **8.** Suvrat Trading Co. Limited **9.** OWM Poly Yarn Limited **10.** Hyperyno Lifestyle Private Limited	1. Monte Carlo Fashions Ltd. 2. Nahar Spinning Mills Limited 3. Nahar Industrial Enterprises Limited 4. Nahar Poly Films Limited 5. Nahar Capital & Financial Services Limited 6. Oswal Leasing Limited 7. Girnar Investment Limited 8. Parshav Investment and trading Company Limited

11. Oswal Logipark Private Limited
12. MCFL Ventures Limited
13. Logipark Ghaziabad Private Limited
14. Logipark Patna Private Limited
15. Bhubaneswar Logipark Private Limited

	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
Other Committee Membership/ Chairmanship:	Nahar Spinning Mills Limited	Share Transfer	Chairman	OWM Poly Yarn Limited	Audit		Nahar Spinning Mills Limited	Audit	Member
		Risk Management	Chairman		Nomination and Remuneration			Share Transfer Committee	Member
		Corporate Social Responsibility	Chairman					Corporate Social Responsibility	Member
	Nahar Poly Films Limited	Share Transfer	Chairman				Nahar Industrial Enterprises Limited	Audit	Member
		Corporate Social Responsibility	Chairman					Corporate Social Responsibility	Member
	Nahar Capital & Financial Services Limited	Share Transfer	Chairman					Stakeholder Relationship	Chairman
		Corporate Social Responsibility	Chairman				Nahar Capital & Financial Services Limited	Corporate Social Responsibility	Member
		Asset Liability Management	Chairman					Risk Management	Member
		Investment	Chairman					Investment	Member
								Share Transfer	Member
							Nahar Poly Films Limited	Share Transfer	Member
								Corporate Social Responsibility	Member

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA.

				Audit	Member
				Stakeholders Relationship	Member
			Monte Carlo Fashions Limited	Audit Committee	Member
				Stakeholders Relationship	Chairman
				Corporate Social Responsibility	Member
				Nomination & Remuneration	Member
				Risk Management	Member
				Share Transfer Committee	Member

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA.

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

76th (SEVENTY SIXTH) ANNUAL 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 76TH Annual General Meeting of the Company on Tuesday, the 30th day of September, 2025 at 09:30 A.M at the Registered Office of the Company at G.T. Road, Sherpur, Ludhiana.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA

Signature of Member / Proxy

Notes:

*Applicable for investors holding shares in electronic form.

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

1. **Name:**________________________________**Address:**____

   E-mail ID: ______________________________**Signature:** ________________________, **or failing him/her**

2. **Name:**________________________________**Address:**____

   E-mail ID: ______________________________**Signature:** ________________________, **or failing him/her**

3. **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 76th Annual General Meeting of the Company, to be held on the Tuesday, the 30th day of September, 2025 at 09:30 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*	
	ORDINARY BUSINESS	**For**	**Against**
1.	To receive, consider and adopt the Standalone and consolidated Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2025 together with the Reports of Board of Directors and Auditors thereon:		
2.	To appoint a Director in place of Sh. Rishabh Oswal (DIN: 03610853), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment:		
3.	To appoint a Director in place of Sh. Dinesh Oswal (DIN: 0607290), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment:		
	SPECIAL BUSINESS		
4.	To ratify the remuneration of M/s Khushwinder Kumar & Co, Cost Auditors of the Company for the Financial Year ending on 31st March, 2026		
5.	To ratify the remuneration of M/s SKG & Co., Cost Auditors of the Company for the Financial Year ending on 31st March, 2026:		
6.	To re-appoint Sh. Dinesh Gogna (DIN: 00498670) as an Executive Director of the Company:		
7.	To amend the terms and conditions of payment of remuneration of Sh. Jawahar Lal Oswal, Chairman and Managing Director (DIN: 00463866):		
8.	To amend the terms and conditions of payment of remuneration of Sh. Kamal Oswal, Managing Director (DIN: 00493213):		
9.	To approve/ ratify Related Party Transactions:		

Signed this______________day of _________________2025.

Affix Revenue Stamp of Re. 1

_________________________ _____________________________

Signature of Member **Signature of Proxy holder(s)**

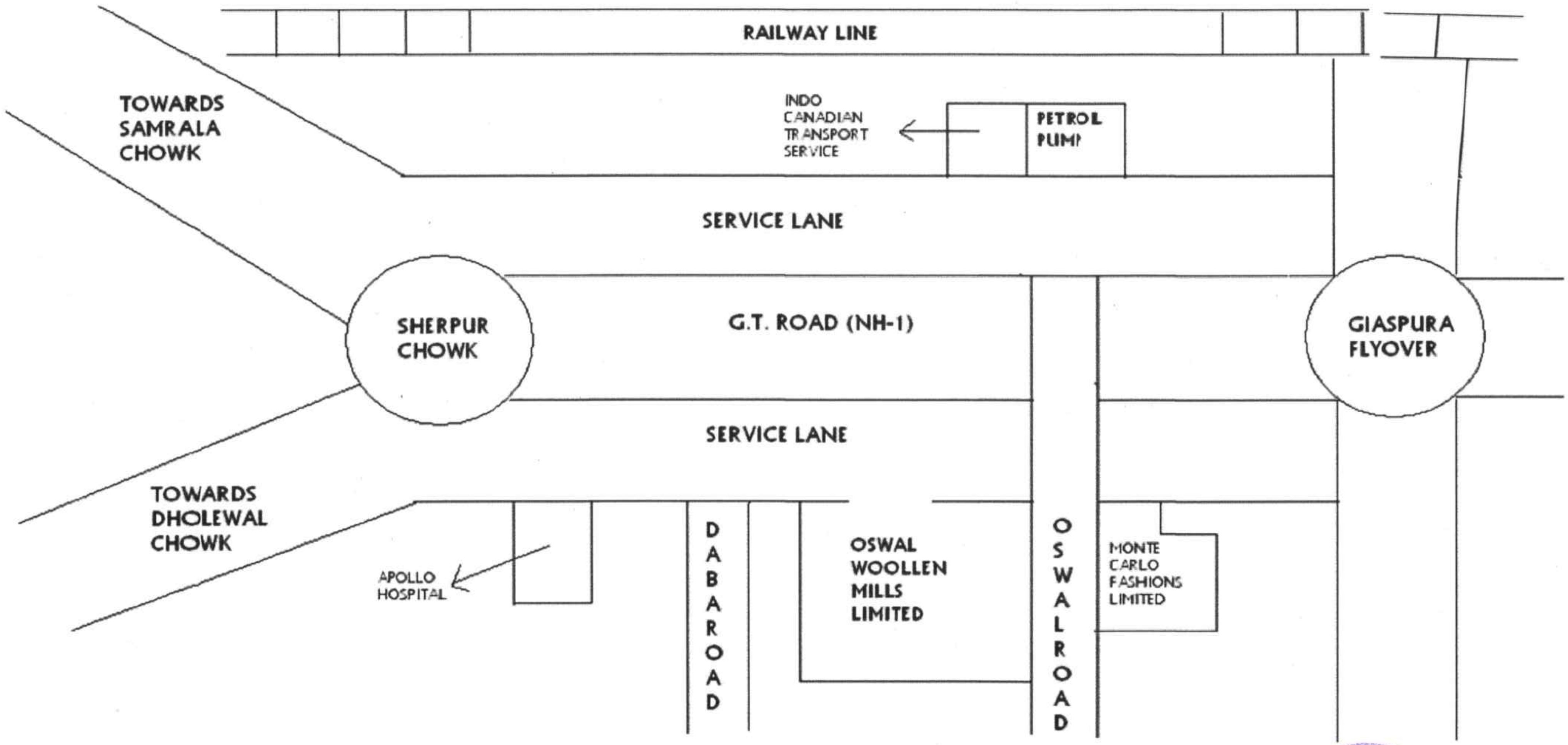
OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR LUDHIANA

Notes:

1. **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.**

2. *It is optional to put a tick (√) 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.
3. Please complete all the details of the member(s) in box before submission.

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR
LUDHIANA



NOT TO SCALE

ROUTE MAP- OSWAL WOOLLEN MILLS LIMITED
G.T. ROAD, SHERPUR, LUDHIANA-141003

OSWAL WOOLLEN MILLS LTD., G.T. ROAD, SHERPUR, LUDHIANA.