

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U40300PB1949PLC001522

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACO1973F

(ii) (a) Name of the company

OSWAL WOOLLEN MILLS LTD

(b) Registered office address

G T ROAD
SHERPUR LUDHIANA NA
PUNJAB
Punjab
000000
India

(c) * e-mail ID of the company

CS*****AR.COM

(d) * Telephone number with STD code

01*****01

(e) Website

http://www.owmnahar.com/w

(iii) Date of Incorporation

23/06/1949

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U74210DL1991PLC042569

Pre-fill

Name of the Registrar and Transfer Agent

ALANKIT ASSIGNMENTS LIMITED

Registered office address of the Registrar and Transfer Agents

205-208ANARKALI COMPLEX
JHANDEWALAN EXTENSION

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C2	Textile, leather and other apparel products	96.75

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	OSWAL LOGIPARK PRIVATE LIM	U52109PB2023PTC058531	Subsidiary	51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	35,550,000	29,654,201	29,654,201	29,654,201
Total amount of equity shares (in Rupees)	355,500,000	296,542,010	296,542,010	296,542,010

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	35,550,000	29,654,201	29,654,201	29,654,201
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	355,500,000	296,542,010	296,542,010	296,542,010

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,500,000	3,200,000	3,200,000	3,200,000
Total amount of preference shares (in rupees)	350,000,000	320,000,000	320,000,000	320,000,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
5% Non convertible Non-cumulative Redeemable Preference Shares				
Number of preference shares	3,500,000	3,200,000	3,200,000	3,200,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	350,000,000	320,000,000	320,000,000	320,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	66,658	29,587,543	29654201	296,542,010	296,542,010	
Increase during the year	0	4,154	4154	0	0	0
i. Public Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	4,154	4154			
Conversion of Physical shares into Dematerialized						
Decrease during the year	4,154	0	4154	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify	4,154	0	4154	0	0	
Conversion of Physical shares into Dematerialized						
At the end of the year	62,504	29,591,697	29654201	296,542,010	296,542,010	
Preference shares						
At the beginning of the year	0	3,200,000	3200000	320,000,000	320,000,000	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	3,200,000	3200000	320,000,000	320,000,000	

ISIN of the equity shares of the company

INE920H01024

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	
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Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

8,943,292,550

(ii) Net worth of the Company

5,616,238,073

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,817,108	9.5	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	26,681,070	89.97	3,200,000	100
10.	Others	0	0	0	0
	Total	29,498,178	99.47	3,200,000	100

Total number of shareholders (promoters)

18

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	53,960	0.18	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	101,888	0.34	0	0
10.	Others Trust (Held by Sh. Ashok Ku	175	0	0	0

	Total	156,023	0.52	0	0
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Total number of shareholders (other than promoters)

84

**Total number of shareholders (Promoters+Public/
Other than promoters)**

102

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	18	18
Members (other than promoters)	84	84
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	2	2	2	4.98	1.55
B. Non-Promoter	1	4	1	5	0	0
(i) Non-Independent	1	2	1	3	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	6	3	7	4.98	1.55

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Sh. Jawahar Lal Oswal	00463866	Managing Director	20,000	
Sh. Kamal Oswal	00493213	Managing Director	1,457,308	
Sh. Dinesh Oswal	00607290	Director	0	
Sh. Dinesh Gogna	00498670	Whole-time director	0	
Sh. Sandeep Jain	00565760	Director	0	
Sh. Rishabh Oswal	03610853	Director	460,000	
Sh. Som Garg	03610942	Director	0	
Dr. Roshan Lal Behl	06443747	Director	0	
Dr. Manisha Gupta	06910242	Director	0	
Sh. Rajesh Kumar Dan	ABQPD0320F	CFO	0	
Sh. Suresh Kumar Sing	00403423	Director	0	
Sh. Munish Sood	CVSPS1769P	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Sh. Suresh Kumar S	00403423	Director	30/09/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2023	101	13	91.57

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	28/04/2023	9	7	77.78
2	24/08/2023	9	9	100
3	27/09/2023	9	9	100
4	14/12/2023	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

11

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	28/04/2023	3	3	100
2	Audit Committee	24/08/2023	3	3	100
3	Audit Committee	26/10/2023	3	3	100
4	Audit Committee	14/12/2023	3	3	100
5	Nomination and Remuneration Committee	24/08/2023	3	3	100
6	Nomination and Remuneration Committee	26/10/2023	3	3	100
7	Corporate Social Responsibility Committee	24/08/2023	3	3	100
8	Corporate Social Responsibility Committee	14/12/2023	3	3	100
9	Shareholders Grievance Committee	24/08/2023	3	3	100
10	Shareholders Grievance Committee	26/10/2023	3	3	100

D. * ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/09/2024
								(Y/N/NA)
1	Sh. Jawahar Lal	4	4	100	5	5	100	Yes

2	Sh. Kamal Oswal	4	4	100	0	0	0	Yes
3	Sh. Dinesh Oswal	4	3	75	0	0	0	No
4	Sh. Dinesh Gogna	4	4	100	7	7	100	Yes
5	Sh. Sandeep Jain	4	3	75	7	7	100	Yes
6	Sh. Rishabh Chandra	4	4	100	0	0	0	Yes
7	Sh. Som Garg	4	4	100	0	0	0	Yes
8	Dr. Roshan Lal	4	4	100	6	6	100	Yes
9	Dr. Manisha Gogna	4	4	100	4	4	100	Yes
10	Sh. Suresh Kumar	1	1	100	4	4	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sh. Jawahar Lal Oswal	Chief Financial Officer	61,575,021	0	0	0	61,575,021
2	Sh. Kamal Oswal	Managing Director	36,835,147	0	0	0	36,835,147
3	Sh. Dinesh Gogna	Executive Director	4,777,028	0	0	0	4,777,028
	Total		103,187,196	0	0	0	103,187,196

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sh. Rajesh Kumar Chandra	Chief Financial Officer	2,886,224	0	0	0	2,886,224
2	Sh. Munish Sood	Company Secretary	612,324	0	0	0	612,324
	Total		3,498,548	0	0	0	3,498,548

Number of other directors whose remuneration details to be entered

7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sh. Dinesh Oswal	Non-Executive Director	0	0	0	15,000	15,000
2	Sh. Sandeep Jain	Non-Executive Director	0	0	0	15,000	15,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Sh. Rishabh Oswal	Non-Executive D	0	0	0	20,000	20,000
4	Sh. Som Garg	Non-Executive D	0	0	0	20,000	20,000
5	Dr. Roshan Lal Beh	Non-Executive D	0	0	0	20,000	20,000
6	Dr. Manisha Gupta	Non-Executive D	0	0	0	20,000	20,000
7	Dr. Suresh Kumar S	Non-Executive D	0	0	0	5,000	5,000
	Total		0	0	0	115,000	115,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Sh. Pritpal Singh Dua

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

3934

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ...

06

dated

10/04/2024

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
JAWAHAR LAL OSWAL
Date: 2024.11.27
18:51:42 +05'30'

DIN of the director

0*4*3*6*

To be digitally signed by

Digitally signed by
MUNISH SOOD
Date: 2024.11.27
18:53:13 +05'30'

☒ Company Secretary

☐ Company secretary in practice

Membership number

6*0*5

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders as on 31 03 2024.pdf
Transfer details.pdf
Board Resolution.pdf
MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company