

# 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

csowm@owmnahar.com

(d) \*Telephone number with STD code

01612542501

(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  (DD/MM/YYYY) To date  (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

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

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

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	97.94

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

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

**Pre-fill All**

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## 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

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
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
<b>5% Non convertible Non-cumulative Redeemable Preference Shares</b>				
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
<b>Equity shares</b>	Physical	DEMAT	Total			
<b>At the beginning of the year</b>	82,077	15,482,393	15564470	155,644,700	155,644,700	
<b>Increase during the year</b>	0	14,105,150	14105150	141,051,500	141,051,500	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	14,089,731	14089731	140,897,310	140,897,310	
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		15,419	15419	154,190	154,190	
Conversion of Physical shares into Dematerialized						
<b>Decrease during the year</b>	15,419	0	15419	154,190	154,190	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	0
iv. Others, specify	15,419		15419	154,190	154,190	
Conversion of Physical shares into Dematerialized						
<b>At the end of the year</b>	66,658	29,587,543	29654201	296,542,010	296,542,010	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	3,200,000	3200000	320,000,000	320,000,000	0
i. Issues of shares	0	3,200,000	3200000	320,000,000	320,000,000	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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**(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
<b>Total</b>			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**

12,445,289,472

**(ii) Net worth of the Company**

5,614,450,378

**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	2,816,074	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
	<b>Total</b>	29,497,144	99.47	3,200,000	100

**Total number of shareholders (promoters)**

17

**(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	54,994	0.19	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



	<b>Total</b>	157,057	0.53	0	0
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**Total number of shareholders (other than promoters)**

84

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

101

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

<b>Details</b>	<b>At the beginning of the year</b>	<b>At the end of the year</b>
Promoters	17	17
Members (other than promoters)	84	84
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

<b>Category</b>	<b>Number of directors at the beginning of the year</b>		<b>Number of directors at the end of the year</b>		<b>Percentage of shares held by directors as at the end of year</b>	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	2	2	2	4.98	1.55
<b>B. Non-Promoter</b>	1	4	1	4	0	0
(i) Non-Independent	1	2	1	2	0	0
(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	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
<b>Total</b>	<b>3</b>	<b>6</b>	<b>3</b>	<b>6</b>	<b>4.98</b>	<b>1.55</b>

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

11

**(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	1,456,274	
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 Dang	ABQPD0320F	CFO	0	
Sh. Munish Sood	CVSPS1769P	Company Secretary	0	

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

2

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. Rahul Tiwari	ALQPT8588F	Company Secretary	09/01/2023	Cessation
Sh. Munish Sood	CVSPS1769P	Company Secretary	09/01/2023	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

4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-Ordinary General Meeting	09/06/2022	101	9	55.72
Annual General Meeting	30/09/2022	101	11	87.16
Extra-Ordinary General Meeting	07/01/2023	101	9	55.4
Extra-Ordinary General Meeting	10/02/2023	101	9	55.4

## B. BOARD MEETINGS

\*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	16/05/2022	9	7	77.78
2	10/06/2022	9	9	100
3	31/08/2022	9	9	100
4	02/12/2022	9	9	100
5	09/01/2023	9	9	100
6	21/02/2023	9	8	88.89
7	04/03/2023	9	8	88.89

## C. COMMITTEE MEETINGS

Number of meetings held

9

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	16/05/2022	3	3	100
2	Audit Committee	31/08/2022	3	3	100
3	Audit Committee	02/12/2022	3	3	100
4	Audit Committee	09/01/2023	3	3	100
5	Nomination and Remuneration Committee	31/08/2022	3	3	100

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
6	Nomination an	09/01/2023	3	3	100
7	Corporate Soc	31/08/2022	3	3	100
8	Corporate Soc	09/01/2023	3	3	100
9	Shareholders	04/03/2023	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	30/09/2023
								(Y/N/NA)
1	Sh. Jawahar L	7	6	85.71	2	2	100	Yes
2	Sh. Kamal Os	7	7	100	0	0	0	Yes
3	Sh. Dinesh Os	7	6	85.71	0	0	0	No
4	Sh. Dinesh Gc	7	7	100	4	4	100	Yes
5	Sh. Sandeep J	7	6	85.71	2	2	100	Yes
6	Sh. Rishabh C	7	6	85.71	0	0	0	Yes
7	Sh. Som Garg	7	7	100	0	0	0	Yes
8	Dr. Roshan La	7	7	100	4	4	100	Yes
9	Dr.Manisha G	7	7	100	8	8	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 Os	Chairman and M	61,362,751	0	0	0	61,362,751
2	Sh. Kamal Oswal	Managing Dire	36,861,183	0	0	0	36,861,183
3	Sh. Dinesh Gogna	Executive Direct	4,776,928	0	0	0	4,776,928
	Total		103,000,862	0	0	0	103,000,862

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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sh. Rajesh Kumar [	Chief Financial C	2,660,978	0	0	0	2,660,978
2	Sh. Rahul Tiwari	Company Secre	387,848	0	0	0	387,848
3	Sh. Munish Sood	Company Secre	146,679	0	0	0	146,679
	Total		3,195,505	0	0	0	3,195,505

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Sh. Dinesh Oswal	Non-Executive [	0	0	0	30,000	30,000
2	Sh. Sandeep Jain	Non-Executive [	0	0	0	30,000	30,000
3	Sh. Rishabh Oswal	Non-Executive [	0	0	0	30,000	30,000
4	Sh. Som Garg	Non-Executive [	0	0	0	35,000	35,000
5	Dr. Roshan Lal Beh	Non-Executive [	0	0	0	35,000	35,000
6	Dr. Manisha Gupta	Non-Executive [	0	0	0	35,000	35,000
	Total		0	0	0	195,000	195,000

#### 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

28/04/2023

(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: 2023.11.22  
16:35:44 +05'30'

DIN of the director

00463866

To be digitally signed by

Digitally signed by  
MUNISH SOOD  
Date: 2023.11.22  
16:37:27 +05'30'

- ☒ Company Secretary  
☐ Company secretary in practice

Membership number

66025

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 2023.pdf  
Transfer detail.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**