



OSWAL WOOLLEN MILLS LIMITED

(CIN: U51494PB2008PLC032059)

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

NOTICE

NOTICE is hereby given that the 73rd ANNUAL GENERAL MEETING of the members of OSWAL WOOLLEN MILLS LIMITED will be held as scheduled below:

DATE : 30th September, 2022
DAY : Friday
TIME : 09:00 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, 2022 together with the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Sandeep Jain (DIN: 00565760), 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. Som Garg (DIN: 03610942), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To Appoint Statutory Auditors of the Company:
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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. Gupta Vigg & Co., Chartered Accountants (Reg. No. 001393N), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Seventy Eighth Annual General Meeting held thereafter at such remuneration and other expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. To ratify the remuneration of M/s Khushwinder Kumar & Co, Cost Auditors of the Company for the Financial Year ending on 31st March, 2023:
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 Registration No. 100123), Cost Accountants, Jalandhar, Cost Auditors of the Company to conduct audit of cost records in respect of denim units, denim spinning units located at Lalru, Punjab and Pillukheri, M.P. and power units (consolidated) of the Company for the financial year ending on 31st March, 2023, amounting to ₹15,000/- (Rupees Fifteen Thousand Only) per unit plus taxes as applicable and out of pocket expenses that may be incurred.”

6. To ratify the remuneration of M/s SKG & Co., Cost Auditors of the Company for the Financial Year ending on 31st March, 2023:

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, 2023, amounting to ₹25,000/- (Rupees Twenty Five Thousand only) per unit plus taxes as applicable and out of pocket expenses that may be incurred.”

7. To re-appoint Sh. Jawahar Lal Oswal (DIN: 00463866) as Chairman and Managing Director of the Company:

“**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 thereunder, (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approval as may be required, Sh. Jawahar Lal Oswal (DIN: 00463866) be and is hereby re-appointed as Chairman and Managing Director of the Company for a term of five years w.e.f. 1st October, 2022, on the terms and conditions mentioned herein below:

REMUNERATION:

A. Basic Salary:

Rs. 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:

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

a. House Rent Allowance:

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

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

As per rules of the Company.

c. Gratuity / Contribution to Gratuity Fund:

Gratuity shall be paid as per rules of the Company.





- d. Medical 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.
- e. 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.
- f. Club Fees:**
Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- g. Personal Accident Insurance:**
The Company shall pay/ reimburse Personal Accident Insurance as per rules of the Company.
- h. 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 three years commencing from 1st October, 2022, abovementioned Remuneration other than commission shall be paid to Sh. Jawahar Lal Oswal, Chairman and Managing Director.

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. Jawahar Lal Oswal, 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."

8. To re-appoint Sh. Kamal Oswal (DIN: 00493213) as Managing Director of the Company:

"**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 thereunder, (including any Statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such other approval as may be required, Sh. Kamal Oswal (DIN: 00493213) be and is hereby re-appointed as Managing Director of the Company for a term of five years w.e.f. 1st September, 2022 on the terms and conditions mentioned herein below:

REMUNERATION:

- A. Basic Salary:**
Rs. 18,00,000/- (Rupees Eighteen Lacs only) per month.
- B. Commission:**
1.5% of Net Profits of the Company calculated as per Section 198 of the Companies Act, 2013.





C. 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 @50% of the Basic Salary.

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

As per rules of the Company.

c. Gratuity / Contribution to Gratuity Fund:

Gratuity shall be paid as per rules of the Company.

d. Medical 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.

e. 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.

f. Club Fees:

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

g. Personal Accident Insurance:

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

h. 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 three years commencing from 1st September, 2022, the abovementioned Remuneration other than commission shall be paid to Sh. Kamal Oswal, Managing Director.

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. Kamal Oswal, 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."





9. 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, 2022, 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.

g. Club Fees:

Fees and expenses 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, 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."

10. 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 and Nahar Capital & Financial Services Limited for purchase and sale of goods, rendering/availing of services, leasing of property and reimbursement of expenses on arm's length basis, on behalf of the Company for the financial year 2022-23.

RESOLVED FURTHER THAT the members hereby ratify the material related party transactions between the Company and Nahar Industrial Enterprises Limited, for the financial year 2022-2023, at arm's length basis and in the ordinary course of business, as detailed in the Explanatory Statement to this Notice.

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."

11. To make contributions to Charitable Funds:

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

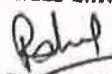
"**RESOLVED THAT** pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, (including statutory modification(s), enactment(s) or re-enactment(s) thereof for the time being in force) the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee of the board constituted to exercise its power) to contribute in any financial year maximum of Rs 10 crores (Rupees ten Crores only) or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher, towards donation/contributions to any bonafide charitable, social, benevolent and other Funds or institutions or hospitals or trusts or entities for charitable and other purposes, as may be considered proper by the Board of Directors of the Company





BY ORDER OF THE BOARD
For OSWAL WOOLLEN MILLS LIMITED

Place: LUDHIANA
Date: August 31, 2022


RAHUL TIWARI
(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. 5 and 6:

The Board in its meeting held on 31st August, 2022, 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 31st March, 2023.

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. 5 and 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31st March, 2023.

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. 5 and 6 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. 5 and 6 of the notice are accordingly recommended for your approval.

Item No. 7:

The Members of the Company in their meeting held on 29th September, 2017 had appointed Sh. Jawahar Lal Oswal, as Chairman and Managing Director of the Company for a period of five years w.e.f. 1st October, 2017. Therefore, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 31.08.2022, subject to the approval of members, has 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 78 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 51 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.

Taking into consideration the rich experience and expertise of Sh. Jawahar Lal Oswal, the Board is of the opinion that he is best suited for the said position. Accordingly, it will be in the best interest of the Company to retain him in his present role as Chairman and Managing Director of the Company for another term of five years on the terms and conditions set out in the Special Resolution at Item No. 7 of the Notice.

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 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 three years commencing from the date of re-appointment of Sh. Jawahar Lal Oswal i.e. w.e.f. 1st October, 2022, which is subject to the approval of Members.

Except Sh. Jawahar Lal Oswal, the appointee, 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 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. 10 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.

I. General Information:

- 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.
- Date or expected date of commencement of commercial production:** The Company was incorporated in 1949 and is working since then.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given Indicators:**

(Rs. in Lacs)

Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Total Revenue	1,41,324.36	88,389.22
Profit before Tax	6,366.22	(5,744.28)
Profit after Tax	6,730.72	(54,69.38)

- Foreign investment or collaborators, if any:** Nil

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

- Background details:** Sh. Jawahar Lal Oswal, aged 78 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 51 years of experience in the Textile and Woollen industry.
- Past remuneration:**

Particulars	For the Year ended 31.03.2022 (in Rs.)	For the Year ended 31.03.2021 (in Rs.)
Basic Salary	3,60,00,000.00	2,40,00,000.00
Perquisites and Allowances	30,41,651.00	17,42,171.00
Commission	Nil	Nil
Total	3,90,41,651.00	2,57,42,171.00





3. **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.
4. **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 51 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.

5. **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 three years commencing from 1st October, 2022 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. 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 10000 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.





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 Chairman and 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. 8:

The Members of the Company in their meeting held on 27th September, 2017 had appointed Sh. Kamal Oswal as Managing Director of the Company for a period of five years w.e.f. 1st September, 2017. Therefore, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in its meeting held on 31.08.2022, subject to the approval of members, has 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 33 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.

Keeping in view the past contribution made by Sh. Kamal Oswal as Managing Director of the Company through his rich experience and expertise it will be in the best interest of the Company to retain him in his present role as Managing Director of the Company for another term of five years on the terms and conditions set out in the Special Resolution at Item No. 8 of the Notice.

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 three years commencing from the date of re-appointment of Sh. Kamal Oswal i.e. w.e.f. 1st September, 2022, which is subject to the approval of Members.

Except Sh. Kamal Oswal, the appointee, 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.

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 is 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 31.03.2022	For the Year ended 31.03.2021
Total Revenue	1,41,324.36	88,389.22
Profit before Tax	6,366.22	(5,744.28)
Profit after Tax	6,730.72	(54,69.38)

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 59 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 33 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 31.03.2022 (In ₹)	For the Year ended 31.03.2021 (In ₹)
Basic Salary	2,16,00,000.00	1,17,00,000.00
Perquisites and Allowances	18,49,098.00	10,18,477.00
Commission	Nil	Nil
Total	2,34,49,098.00	1,27,18,477.00





3. Recognition or awards:

He had held the position of Industrial Advisor to the Government of Punjab.

4. Job profile and suitability:

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 33 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 three years commencing from 1st September, 2022 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 6,37,890 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. 9:

The members of the Company in their meeting held on 30th September, 2021 had appointed Sh. Dinesh Gogna, as Executive Director- Corporate Finance and Taxation of the Company for a period of one year w.e.f. 1st October, 2021. Accordingly, his period of office expires on 30th September, 2022. Therefore, on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on 31st August, 2022 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. 1st October, 2022.

Sh. Dinesh Gogna, aged 68 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 42 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 Director is proposed at Item No. 9 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. 9 of the Notice with regard to his appointment.

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





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. 9 of the Notice.

III. General Information:

- 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.
- Date or expected date of commencement of commercial production:** The Company was incorporated in 1949 and is working since then.
- In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable.
- Financial performance based on given Indicators:**

(₹ In Lakhs)

Particulars	For the Year ended 31.03.2022	For the Year ended 31.03.2021
Total Revenue	1,41,324.36	88,389.22
Profit before Tax	6,366.22	(5,744.28)
Profit after Tax	6,730.72	(54,69.38)

- Foreign investment or collaborators, if any:** Nil

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

- Background details:** Sh. Dinesh Gogna, aged 68 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 42 years of experience in the field of Corporate Finance and Taxation.

2. Past remuneration:

Particulars	For the Year ended 31.03.2022 (In ₹)	For the Year ended 31.03.2021 (In ₹)
Basic Salary	30,00,000.00	27,50,000.00
Perquisites and Allowances	--	--
Commission	2,66,928.00	2,46,103.00
Total	32,66,928.00	29,96,103.00

3. Recognition or awards: Nil

- 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.

- Remuneration proposed:** The remuneration proposed is already mentioned in Special Resolution at Item No. 9 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.

IV. 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. 10:

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. and Nahar Capital & Financial Services Ltd. for purchase and sale of goods, rendering/availling of services, leasing of property and reimbursement of expenses on arm's length basis. All the aforesaid transactions are entered pursuant to prior approval of Audit Committee.

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. 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.

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 2022-23.

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





Company or their relatives is in any way concerned or interested, financially or otherwise, in the proposed resolution as set out at Item No. 10 of the Notice.

The Ordinary Resolution as set out at the Item No. 10 of the Notice is accordingly recommended for your approval.

ITEM NO. 11

Your Company would like to contribute, donate or otherwise provide assistance from time to time to bonafide charitable, social, benevolent and other Funds or institutions or hospitals or trusts or entities for charitable and other purposes. In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any charitable and other funds in excess of 10% of the Company's average net profits during the three immediately preceding financial years need prior approval of the Members of the Company. It is therefore considered necessary to obtain the approval of the Members of the Company for the contributions to be made by the Company in excess of the limits prescribed under the said section.

- Approval of the Members is now being sought pursuant to Section 181 of the Companies Act, 2013, authorising the Board of Directors (or Committee thereof) of the Company to make contributions in any financial year for a total amount of up to Rs 10 Crores (Rupees ten Crores only) or 10% of the Company's average net profits of the three immediately preceding financial years, whichever is higher.

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution.

The Special Resolution as set out in Item No. 11 of this Notice is accordingly recommended for your approval.

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

**RAHUL TIWARI
(COMPANY SECRETARY)**



Place: LUDHIANA
Date: August 31, 2022



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. Sandeep Jain	Sh. Som Garg	Sh. Dinesh Gogna																														
Designation	Non-Executive Director	Non-Executive Director	Executive Director																														
Date of birth/ age	24.12.1971/ 49 Years	15.02.1959/ 63 Years	07.07.1953/ 69 Years																														
Date of appointment	30.04.1998	29.08.2019	18.10.2006																														
Qualification	Bachelor's degree in Pharmacy; Diploma in Export Management and Certificate Course in wool from the AWTA Limited	Member of Institute of Chartered Accountants of India	Bachelor's Degree in Law from University Studies in Law, Jaipur, University of Rajasthan.																														
Experience	More than 23 years of experience in the field of Administration.	More than 36 years of experience in field of Accounts, Finance and overall Administration.	More than 42 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 2021-22:	Rs. 25,000/- (sitting fees for Board Meeting)	Rs. 25,000/- (sitting fees for Board Meeting)	₹44,09,812/-																														
Disclosure of relationship:	Sh. Sandeep Jain is son in Law of Sh. Jawahar Lal Oswal, Chairman & Managing Director. He is not related to any of the other Director and Key Managerial Personnel of the Company.	Sh. Som Garg 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	Nil	Nil																														
No. of Board Meetings attended during the year:	5	5	5																														
Other Directorships:	<ol style="list-style-type: none"> 1. Monte Carlo Fashions Ltd. 2. Vanaik Spinning Mills Ltd. 3. OWM Poly Yarn Limited 4. Monte Carlo Home Textiles Limited 	<ol style="list-style-type: none"> 1. Cotton County Retail Limited 2. Hug Foods Private Limited 3. Abrotex Apparels Private Limited 4. Amloh Industries Limited 5. Hyperyno Lifestyle Private Limited 	<ol style="list-style-type: none"> 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. Cotton County Retail Limited 8. Girnar Investment Limited 																														
Other Committee Membership/ Chairmanship:	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Nahar Spinning Mills Limited</td> <td>Stakeholders Relationship</td> <td>Member</td> </tr> <tr> <td>Share Transfer</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Designation	Nahar Spinning Mills Limited	Stakeholders Relationship	Member	Share Transfer	Member	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Nahar Spinning Mills Limited</td> <td>Audit</td> <td>Member</td> </tr> <tr> <td>Share Transfer</td> <td>Member</td> </tr> <tr> <td>Corporate</td> <td></td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Designation	Nahar Spinning Mills Limited	Audit	Member	Share Transfer	Member	Corporate		Member	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td rowspan="2">Nahar Spinning Mills Limited</td> <td>Audit</td> <td>Member</td> </tr> <tr> <td>Share Transfer</td> <td>Member</td> </tr> <tr> <td>Corporate</td> <td></td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Designation	Nahar Spinning Mills Limited	Audit	Member	Share Transfer	Member	Corporate		Member
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	Share Transfer	Member																															
Corporate		Member																															





Names	Sh. Jawahar Lal Oswal	Sh. Kamal Oswal
Designation	Chairman & Managing Director	Managing Director
Date of birth/ age	01.10.1943/ 78 Years	22.09.1962/59 years
Date of appointment	01.10.2022	01.09.2022
Qualification	Bachelor's degree in Commerce	Bachelor's degree in Commerce
Experience	More than 51 years of experience in the Textile and woollen Industry.	More than 33 years of experience in the Textile Industry
Terms of appointment	Five Years	Five years
Remuneration for the Financial Year 2021-22:	₹5,70,43,900.00	₹3,42,54,743.00
Disclosure of relationship:	Sh. Jawahar Lal Oswal is father of Sh. Kamal Oswal and Sh. Dinesh Oswal and Father in Law of Sh. Sandeep Jain. Sh. Rishabh Oswal is Grand Son of Sh. Jawahar Lal Oswal	Sh. Kamal Oswal is son of Sh. Jawahar Lal Oswal, Chairman & Managing Director, brother of Sh. Dinesh Oswal and Father of Sh. Rishabh Oswal.
Shareholding:	10000 Equity Shares	6,37,890 Equity Shares
No. of Board Meetings attended during the year:	3	5
Other Directorships:	<ol style="list-style-type: none"> 1. Monte Carlo fashions Limited 2. Nahar Poly Films Ltd 3. Nahar Capital and Financial Services Ltd. 4. Nahar Industrial Enterprises Ltd. 5. Nahar Spinning Mills Limited 6. Nagdevi Trading & Investment Co. Limited 7. Sankheshwar Holding Co. Limited 8. J.L. Growth Fund Limited 9. Crown Star Limited (U.K.) 10. Nahar Growth Fund Pvt. Ltd. 11. Abhilash Growth Fund Private Ltd. 12. Monte Carlo Home Textiles Limited 13. Palam Motels Limited 	<ol style="list-style-type: none"> 1. Nahar Industrial Enterprises Ltd. 2. Nahar Spinning Mills Limited 3. Nahar Poly Films Ltd 4. Nahar Industrial Infrastructure Corp. Ltd. 5. Cotton County Retail Limited 6. Oswal Leasing Limited 7. Nahar Capital and Financial Services Ltd. 8. Crown Star Limited (U.K.) 9. OWM Poly Yarn Limited 10. Abhilash Growth Fund Private Ltd. 11. Nahar Growth Fund Pvt. Ltd. 12. Nagdevi Trading And Investment Company Limited 13. J.L. Growth Fund Limited





Other Committee Membership/ Chairmanship:	Name of the Company	Name of the Committee	Designation	Name of the Company	Name of the Committee	Designation
	Monte Carlo Fashions Limited	Corporate Social Responsibility	Chairman	Nahar Industrial Enterprises Ltd.	Corporate Social Responsibility	Chairman
	Abhilash Growth Fund Pvt. Ltd.	Share Transfer	Chairman	Cotton County Retail Limited	Stakeholder Relationship	Member
	Abhilash Growth Fund Pvt. Ltd.	Corporate Social Responsibility	Chairman	Abhilash Growth Fund Pvt. Ltd.	Nomination and Remuneration	Chairman
	-	-	-	-	Corporate Social Responsibility	Member



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.owmnaahar.com, E-mail: oswal@owmnaahar.com

PROXY FORM**Form No. MGT-11**

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

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

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

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

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 73rd Annual General Meeting of the Company, to be held on the Friday, the 30th day of September, 2022 at 09:00 A.M. at the Registered Office of the Company situated at G.T. Road, Sherpur, Ludhiana-141003 and at any adjournment thereof in respect of such business items as are indicated below:

Item No	Particulars	Optional*	
		For	Against
ORDINARY BUSINESS			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31 st March, 2022 together with the Reports of Board of Directors and Auditors thereon		
2.	To appoint a Director in place of Sh. Sandeep Jain (DIN: 00565760), 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. Som Garg (DIN: 03610942), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible, offers himself for re-appointment.		
4.	To Appoint Statutory Auditors of the Company:		
SPECIAL BUSINESS			
5.	To ratify the remuneration of M/s Khushwinder Kumar & Co, Cost Auditors of the Company for the Financial Year ending on 31 st March, 2023.		
6.	To ratify the remuneration of M/s SKG & Co., Cost Auditors of the Company for the Financial Year ending on 31 st March, 2023		
7.	To re-appoint Sh. Jawahar Lal Oswal (DIN: 00463866) as Chairman and Managing Director of the Company:		
8.	To re-appoint Sh. Kamal Oswal (DIN: 00493213) as Managing Director of the Company.		
9.	To re-appoint Sh. Dinesh Gogna (DIN: 00498670) as an Executive Director of the Company		
10.	To approve/ ratify Related Party Transactions		
11.	To make contributions to Charitable Funds		



Signed this _____ day of _____ 2022.

Affix
Revenue
Stamp
of Re. 1

Signature of Member

Signature of Proxy holder(s)

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.



**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

73rd (SEVENTY THIRD) 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 73rd Annual General Meeting of the Company on Friday, the 30th day of September, 2022 at 09:00 A.M at the Registered Office of the Company at G.T. Road, Sherpur, Ludhiana.

Signature of Member / Proxy

Notes:

*Applicable for investors holding shares in electronic form.

