

# FORM NO. MGT-7

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



सत्यमेव जयते

# Annual Return

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

L17122PB1980PLC004242

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACV5821H

(ii) (a) Name of the company

VARDHMAN POLYTEX LTD

(b) Registered office address

VARDHMAN PARK  
CHANDIGARH ROAD, LUDHIANA-141123  
LUDHIANA  
Ludhiana  
Punjab  
141123

(c) \*e-mail ID of the company

secretarial@vpl.in

(d) \*Telephone number with STD code

01616629888

(e) Website

www.vpl.in

(iii) Date of Incorporation

20/08/1980

(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

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange AND BSE LIMITED	1,025

(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 01/04/2018 (DD/MM/YYYY) To date 31/03/2019 (DD/MM/YYYY)

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

(a) If yes, date of AGM 25/09/2019

(b) Due date of AGM 30/09/2019

(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	100

## 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	F M Hammerle Verwaltungs Gr		Subsidiary	100

## 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	70,000,000	22,354,484	22,354,484	22,290,957
Total amount of equity shares (in Rupees)	700,000,000	223,544,840	223,544,840	222,909,570

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARE CAPITAL</b>				
Number of equity shares	70,000,000	22,354,484	22,354,484	22,290,957
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	700,000,000	223,544,840	223,544,840	222,909,570

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)	0	0		

**(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>				
<b>At the beginning of the year</b>	22,290,957	222,909,570	222,909,570	

<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
N.A.				
<b>Decrease during the year</b>	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
N.A.				
<b>At the end of the year</b>	22,290,957	222,909,570	222,909,570	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	
<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
N.A.				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
N.A.				
<b>At the end of the year</b>	0	0	0	

(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	<input style="width: 95%;" type="text"/>
Date of registration of transfer (Date Month Year)	<input style="width: 95%;" type="text"/>
Type of transfer	<input style="width: 100px; height: 20px;" type="text"/> 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input style="width: 150px; height: 25px;" type="text"/> Amount per Share/ Debenture/Unit (in Rs.) <input style="width: 150px; height: 25px;" type="text"/>
Ledger Folio of Transferor	<input style="width: 95%;" 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"/>		
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

**(iv) \*Indebtedness including 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
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			2,579,848,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			56,066,000
Deposit			0
<b>Total</b>			<b>2,635,914,000</b>

**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
<b>Total</b>					

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

8,105,579,000

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

-3,916,930,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	638,650	2.87	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	12,776,002	57.31	0	
10.	Others	0	0	0	
	<b>Total</b>	13,414,652	60.18	0	0

**Total number of shareholders (promoters)**

22

**(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	7,637,616	34.26	0	
	(ii) Non-resident Indian (NRI)	93,899	0.42	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	100	0	0	
5.	Financial institutions	1,034	0	0	
6.	Foreign institutional investors	256,208	1.15	0	
7.	Mutual funds	1,800	0.01	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	871,689	3.91	0	
10.	Others clearing members	13,959	0.06	0	
	<b>Total</b>	8,876,305	39.81	0	0

**Total number of shareholders (other than promoters)**

16,852

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

16,874

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

3

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ASPIRE EMERGING FUI	MUMBAI			255,008	

**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	21	22
Members (other than promoters)	17,974	16,852
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
<b>A. Promoter</b>	2	1	1	1	1.89	0.24
<b>B. Non-Promoter</b>	0	3	0	2	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	3	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
Total	2	4	1	3	1.89	0.24

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

6

**(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)
ADISH OSWAL	00009710	Managing Director	420,511	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MANJU OSWAL	00009449	Director	52,694	
HARPAL SINGH	06932062	Director	0	
AARTI SHARMA	07156525	Director	0	
AJAY KUMAR RATRA	AEFPR7808N	Company Secretary	0	
KULDEEP SINGLA	AWVPS6108E	CFO	0	01/04/2019

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

8

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)
ASHOK KUMAR OSWAL	00009403	Managing Director	15/11/2018	CESSATION
DAMANBIR SINGH SO	02312051	Director	27/10/2018	CESSATION
M.D. KANITKAR	00551803	Director	19/04/2018	CESSATION
Dr. B.S. BHATIA	00551715	Director	23/04/2018	CESSATION
HARPAL SINGH	06932062	Director	24/05/2018	APPOINTMENT
AARTI SHARMA	07156525	Director	30/05/2018	APPOINTMENT
AJAY KUMAR RATRA	AEFPR7808N	Company Secretary	12/11/2018	APPOINTMENT
PANKAJ AGARWAL	AKBPA3531B	Company Secretary	29/09/2018	CESSATION

**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

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	24/09/2018	17,728	31	60.72
EGM	28/01/2019	17,444	37	59.97

**B. BOARD MEETINGS**

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2018	6	6	100
2	14/08/2018	6	6	100
3	12/11/2018	5	4	80
4	26/12/2018	4	4	100
5	02/01/2019	4	4	100
6	13/02/2019	4	4	100

**C. COMMITTEE MEETINGS**

Number of meetings held

10

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 COMM	30/05/2018	3	3	100
2	AUDIT COMM	14/08/2018	3	3	100
3	AUDIT COMM	12/11/2018	3	3	100
4	AUDIT COMM	26/12/2018	3	3	100
5	AUDIT COMM	13/02/2019	3	3	100
6	STAKEHOLDER	12/11/2018	2	2	100
7	STAKEHOLDER	13/02/2019	2	2	100
8	NMR COMMITTEE	30/05/2018	3	3	100
9	NMR COMMITTEE	12/11/2018	2	2	100
10	NMR COMMITTEE	26/12/2018	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	25/09/2019
								(Y/N/NA)
1	ADISH OSWA	6	6	100	2	2	100	No
2	MANJU OSWA	6	6	100	10	10	100	Yes
3	HARPAL SINGH	6	6	100	8	8	100	Yes
4	AARTI SHARMA	6	6	100	3	3	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

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

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	KULDEEP SINGLA	CFO	1,583,892	0	0	208,622	1,792,514
2	PANKAJ AGARWAL	COMPANY SEC	359,185	0	0	46,288	405,473
3	AJAY KUMAR RATH	COMPANY SEC	570,419	0	0	54,426	624,845
	Total		2,513,496	0	0	309,336	2,822,832

Number of other directors whose remuneration details to be entered

0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

**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

SURBHI BANSAL

Whether associate or fellow

Associate  Fellow

Certificate of practice number

13825

**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. ...  dated

(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

ADISH  
OSWAL

DIN of the director

00009710

#### To be digitally signed by

SURBHI  
BANSAL

Company Secretary

Company secretary in practice

Membership number

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 Attachment(s), if any

#### List of attachments

Attach

Attach

Attach

Attach

Form MGT-8\_VPL.pdf  
VPL\_LIST OF SHAREHOLDERS.pdf  
VPL\_LIST OF TRANSFERS.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**