



Ref.VHL:SCY:MAY:2023-24

Dated: 20-05-2023

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Mumbai-400 001 Scrip Code: 500439	National Stock Exchange of India Ltd, “Exchange Plaza”, Bandra-Kurla Complex, Bandra (East), Mumbai, Maharashtra - 400 051 Scrip Code: VHL
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SUBJECT : DISCLOSURE UNDER REGULATION 30 & 33 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith Audited Financial Results of the Company for the financial year ended 31st March, 2023 together with Auditors' Report as approved by Board of Directors in its meeting held on 20th May, 2023.

The Board of Directors has recommended a dividend of Rs. 5/- per share on fully paid up equity shares of the Company. The payment of dividend is subject to approval by the Members of the Company and shall be paid/ dispatched tentatively within five days of the conclusion of the Annual General Meeting.

The Report of Auditors is with unmodified opinion with respect to the Audited Financial Results of the Company for the financial year ended 31st March, 2023.

The meeting of the Board of Directors commenced at 11:30 a.m. and concluded at 12:50 p.m.

Kindly note and display the notice on your notice board for the information of the members of your exchange and general public.

Thanking you,

Yours faithfully,
For Vardhman Holdings Limited

(Swati Mangla)
Company Secretary

VARDHMAN HOLDINGS LIMITED
 Regd. Office : Chandigarh Road, Ludhiana-141010
 Corporate Identity Number (CIN): L17111PB1962PLC002463, PAN: AABCV8088P
 Website:www.vardhman.com Email: secretarial.lud@vardhman.com

Standalone Audited Financial Results for the quarter and year ended March 31, 2023

(Rs. In Crores)

	Particulars	Quarter Ended March 31, 2023	Quarter Ended December 31, 2022	Quarter Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
		Unaudited (refer note 5)	Unaudited	Unaudited (refer note 5)	Audited	Audited
	Income					
(I)	Revenue from Operations					
	Interest Income	0.27	0.54	0.52	3.36	3.94
	Dividend Income	-	0.09	-	1.93	84.52
	Net gain/(loss) on fair value changes	(5.70)	3.85	5.49	0.60	26.52
	Total Revenue from Operations	(5.43)	4.48	6.01	5.88	114.98
(II)	Other Income	0.49	0.46	0.91	1.88	1.85
(III)	Total Income (I+II)	(4.94)	4.94	6.92	7.77	116.83
	Expenses					
	Employee Benefit Expense	0.08	0.12	0.26	1.25	0.82
	Depreciation and Amortization Expense	0.00	0.00	0.00	0.01	0.01
	Other Expenses	1.58	0.66	0.61	3.12	2.25
(IV)	Total Expenses	1.66	0.78	0.87	4.38	3.08
(V)	Profit/(Loss) before Tax (III-IV)	(6.60)	4.16	6.05	3.39	113.75
(VI)	Tax Expense					
	Current Tax	(0.02)	0.36	0.80	3.48	27.25
	Deferred Tax	(2.20)	(0.21)	1.54	(6.99)	3.14
(VII)	Profit/(loss) for the period (V-VI)	(4.38)	4.01	3.71	6.90	83.36
(VIII)	Other Comprehensive income / (Expenditure)					
	(i) Item that will not be reclassified to profit or loss					
	-Remeasurements gains/(losses) on defined benefit plans	(0.04)	-	-	(0.04)	(0.00)
	-Changes in fair value of equity instruments carried at FVOCI	46.30	33.98	(13.20)	87.50	48.41
	(ii)Income tax relating to these items	(5.44)	(3.96)	1.54	(10.24)	(4.85)
(IX)	Total Comprehensive income/(Expenditure) for the period (VII+VIII) (Comprising profit (Loss) and other Comprehensive Income/(Expenditure) for the period)	36.44	34.04	(7.95)	84.12	126.92
(X)	Earnings Per Share (in Rs.) (not annualized)					
	(a)Basic	(13.73)	12.57	11.63	21.62	261.18
	(b) Diluted	(13.73)	12.57	11.63	21.62	261.18
(XI)	Paid up Equity Share Capital (Face value per share Rs.10)	3.19	3.19	3.19	3.19	3.19
(XII)	Other Equity				873.71	791.18



VARDHMAN HOLDINGS LIMITED

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Corporate Identity Number (CIN): L17111PB1962PLC002463, PAN: AABCV8088P

Website:www.vardhman.com Email: secretarial.lud@vardhman.com

NOTES:

1. These financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015, (as amended) as specified in Section 133 of the Companies Act, 2013.
2. The company is essentially an investing company focusing on earning income through dividend, interest and gain on investments held. Hence the Company's business activity falls within a single business segment i.e investment and therefore segment reporting in terms of IND-AS 108 on operating segment is not applicable.
3. Financial Results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 20, 2023. The statutory auditors have expressed an unmodified opinion on the aforesaid results.
4. The Code on Social Security 2020 has been notified in the Official Gazette on 29th September 2020. The effective date from which the changes are applicable is yet to be notified. Impact if any of the change will be assessed and accounted in the period in which said Code becomes effective.
5. The figures for the quarter ended March 31, 2023 and March 31, 2022 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto December 31, 2022 and December 31, 2021 respectively which were subject to limited review by statutory auditors.
6. The Board of directors has recommended a dividend of Rs. 5/- per share on fully paid up equity shares of the company.

Place : Ludhiana

Date:- May 20, 2023

For Vardhman Holdings Limited



**S.P. Oswal
Chairman & Managing Director
(DIN:00121737)**

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Statement of Assets and Liabilities

('Rs. In Crores)

Particulars		As at March 31, 2023 Audited	As at March 31, 2022 Audited
A	ASSETS		
1	Financial Assets		
(a)	Cash and Cash Equivalents	2.95	1.21
(b)	Bank Balances other than cash and cash equivalent	1.06	1.53
(c)	Receivables		
(I)	Other Receivables	2.63	2.31
(d)	Investments	842.39	755.40
(f)	Other financial assets	4.45	6.10
		853.48	766.54
2	Non financial Assets		
(a)	Current tax asset (Net)	3.07	1.05
(b)	Deferred tax asset (Net)	18.13	24.15
(c)	Property Plant and Equipment	3.20	3.21
(I)(d)	Other non-financial assets	0.12	0.10
	Increase/(Decrease) in financial liabilities	24.52	28.51
	Increase/(Decrease) in non financial liabilities		
	Total Assets	878.00	795.05
B	LIABILITIES AND EQUITY		
	LIABILITIES		
1	Financial Liabilities		
(a)	Trade Payable		
(i)	total outstanding dues of micro enterprises and small enterprises	-	-
(ii)	total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(b)	Other financial liabilities	0.13	0.18
		0.13	0.18
2	Non-Financial Liabilities		
(a)	Current Tax Liabilities (Net)	-	-
(b)	Provisions	0.06	0.02
(c)	Other non financial liabilities	0.91	0.48
		0.97	0.50
3	EQUITY		
(a)	Equity Share Capital	3.19	3.19
(b)	Other Equity	873.71	791.18
		876.90	794.37
	Total Liabilities and Equity	878.00	795.05



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Statement of Cash flows

('Rs. In Crores)

			For the year ended 31st March, 2023	For the year ended 31st March, 2022
A.CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax			3.39	113.75
Adjustments for :				
Depreciation and amortization expenses	0.01		0.01	
(Profit)/Loss on sale/fair valuation of Investments	(0.60)		(26.53)	
			(0.59)	(26.52)
Operating profit before working capital changes			2.80	87.23
Adjustments for :				
(Increase)/Decrease in financial assets	1.32		10.82	
(Increase)/Decrease in non financial assets	(0.02)		0.15	
Increase/(Decrease) in financial liabilities	(0.05)		0.63	
Increase/(Decrease) in non financial liabilities	(0.05)		(0.21)	
			1.21	11.39
Cash Generation from Operations			4.01	98.62
Taxes Paid			(2.72)	(21.74)
Net Cash flow from / (used in) Operating activities (A)			1.28	76.88
B.CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investments	(332.75)		(185.96)	
Sale of Investments	333.85		35.50	
Advance received against sale of land	0.48		-	
Bank Balances not considered as cash and cash equivalents	0.47		(0.02)	
Net Cash flow from / (used in) investing activities (B)			2.05	(150.48)
C.CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(1.59)		(1.60)	
Net Cash flow from / (used in) Financing Activities (C)			(1.59)	(1.60)
Net Increase in cash & cash equivalents (A+B+C)			1.74	(75.18)
Cash & cash equivalents as at the beginning of the period			1.21	76.39
Cash & cash equivalents as at the end of the period			2.95	1.21



Independent Auditor's Report on the Standalone Financial Results pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Vardhman Holdings Limited

Report on the audit of the Standalone Financial Results

Opinion

We have audited the accompanying Standalone financial results for the quarter and year ended March 31, 2023 (hereinafter referred to as "the Statement") of Vardhman Holdings Limited (hereinafter referred to as "the Company"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations; and
- ii. gives a true and fair view in conformity with the recognition and measurement Principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (hereinafter referred to as "the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Statement under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Management and Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent;



and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosure made by the Management and Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulation.
- Conclude on the appropriateness of the Management and Board of Directors's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in Our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence to express an opinion on the Statement.

Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The Statement includes the financial results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us, as required under the Listing Regulations.

Our opinion on the Statement is not modified in respect of the above matter.

Place: Ludhiana
Date: 20th May, 2023

For K C Khanna & Co.
Chartered Accountants
Reg. No. 000481N

Abhishek Goel
Partner
M. No. 521575
UDIN: 23521575BGXAZQ2581

(Rs. In Crores)

	Particulars	Quarter Ended March 31, 2023	Quarter Ended December 31, 2022	Quarter Ended March 31, 2022	Year Ended March 31, 2023	Year Ended March 31, 2022
		Unaudited (Refer Note no.6)	Unaudited	Unaudited (Refer Note no.6)	Audited	Audited
(I)	Income					
	Revenue From Operations					
	Interest Income	0.27	0.54	0.52	3.36	3.94
	Dividend Income	-	0.09	-	1.93	2.64
	Net gain on fair value changes	(5.70)	3.85	5.49	0.60	26.52
	Total Revenue from Operations	(5.43)	4.48	6.01	5.88	33.09
(II)	Other Income	0.49	0.46	0.91	1.88	1.85
(III)	Total Income (I+II)	(4.94)	4.94	6.92	7.77	34.94
	Expenses					
	Employee Benefit Expenses	0.08	0.12	0.26	1.25	0.82
	Depreciation amortization and Impairment	0.00	0.00	0.00	0.01	0.01
	Other Expenses	1.58	0.66	0.61	3.12	2.25
(IV)	Total Expenses	1.66	0.78	0.87	4.38	3.07
(V)	Share of Profit/(Loss) of Associates	45.20	29.08	90.03	221.53	427.61
(VI)	Profit/(Loss) before Tax (III-IV+V)	38.60	33.24	96.08	224.92	459.48
(VII)	Tax Expense					
	Current Tax	(0.02)	0.36	0.80	3.48	27.25
	Deferred Tax	(2.19)	(0.22)	1.54	(6.99)	3.14
(VIII)	Profit/(loss) for the period (VI-VII)	40.81	33.10	93.74	228.43	429.09
(IX)	Other Comprehensive income / (Expenditure)					
	(I) Item that will not be reclassified to profit or loss					
	-Remeasurements gains/(losses) on defined benefit plans	(0.04)	-	-	(0.04)	(0.00)
	-Changes in fair value of equity instruments carried at FVOCI	46.30	33.98	(13.20)	87.50	48.41
	(II) Income tax relating to these Items	(5.44)	(3.96)	1.54	(10.24)	(4.85)
	(III) Share of other comprehensive Income from associates, to the extent not be reclassified to profit and loss	0.81	-	-	0.81	-
	Total Comprehensive income/(expenditure) for the period (VIII+IX)	82.44	63.12	82.08	306.46	472.65
(X)	Profit/(Loss) for the period (VIII+IX) and other Comprehensive Income/(Expenditure) for the period	82.44	63.12	82.08	306.46	472.65
(XI)	Earnings Per Share (in Rs.) (not annualized)					
	(a) Basic	127.89	103.68	293.71	715.75	1,344.43
	(b) Diluted	127.89	103.68	293.71	715.75	1,344.43
(XII)	Paid up Equity Share Capital (Face value per share Rs.10)	3.19	3.19	3.19	3.19	3.19
(XIII)	Other Equity				3,096.40	2,773.64

NOTES:

- These financial results have been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015, (as amended) as specified in Section 133 of the Companies Act, 2013.
- The company is essentially an investing company focusing on earning income through dividend, interest and gain on investments held. Hence the Company's business activity falls within a single business segment i.e. Investment and therefore segment reporting in terms of IND-AS 108 on operating segment is not applicable.
- The consolidated financial results includes result of its associates - viz Vardhman Textiles Limited and Vardhman Spinning & General Mills Limited.
- Financial Results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 20, 2023. The statutory auditors have expressed an unmodified opinion on the aforesaid results.
- The Code on Social Security 2020 has been notified in the Official Gazette on 29th September 2020. The effective date from which the changes are applicable is yet to be notified. Impact if any of the change will be assessed and accounted in the period in which said Code becomes effective.
- The figures for the quarter ended March 31, 2023 and March 31, 2022 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto December 31, 2022 and December 31, 2021 respectively which were subject to limited review by statutory auditors.
- The Board of directors has recommended a dividend of Rs. 5/- per share on fully paid up equity shares of the company.

Place : Ludhiana

Date:-May 20, 2023

For Vardhman Holdings Limited



S.P. Oswal
 Chairman & Managing Director
 (DIN: 00121737)

VARDHMAN HOLDINGS LIMITED

Regd. Office : Chandigarh Road, Ludhiana-141010

Corporate Identity Number (CIN): L17111PB1962PLC002463, PAN: AABCV8088P

Website:www.vardhman.com Email: secretarial.lud@vardhman.com

Consolidated Statement of Assets and Liabilities

('Rs. In Crores)

Particulars		As at March 31, 2023 Audited	As at March 31, 2022 Audited
A	ASSETS		
1	Financial Assets		
(a)	Cash and Cash Equivalents	2.95	1.21
(b)	Bank Balances other than cash and cash equivalent	1.06	1.53
(c)	Receivables		
(d)	(I) Other Receivables	2.63	2.30
(e)	Investments in associates accounted for using the equity method	2,626.50	2,291.18
(f)	Other Investments	438.59	446.68
	Other financial assets	4.45	6.10
		3,076.18	2,749.00
2	Non financial Assets		
(a)	Current tax asset (Net)	3.07	1.05
(b)	Deferred tax asset (Net)	18.13	24.15
(c)	Property Plant and Equipment	3.20	3.21
(d)	Other non-financial assets	0.12	0.10
		24.52	28.51
	Total Assets	3,100.70	2,777.51
B	LIABILITIES AND EQUITY		
	LIABILITIES		
1	Financial Liabilities		
(a)	Trade Payable		
	(i) total outstanding dues of micro enterprises and small enterprises	-	-
	(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(b)	Other financial liabilities	0.13	0.18
		0.13	0.18
2	Non-Financial Liabilities		
(a)	Current Tax Liabilities (Net)	-	-
(b)	Provisions	0.06	0.02
(c)	Other non financial liabilities	0.91	0.48
		0.97	0.50
3	EQUITY		
(a)	Equity Share Capital	3.19	3.19
(b)	Other Equity	3,096.40	2,773.64
		3,099.60	2,776.83
	Total Liabilities and Equity	3,100.70	2,777.51



Consolidated Statement of Cash flows

('Rs. In Crores)

			For the year ended 31st March, 2023	For the year ended 31st March, 2022
A.CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax			224.92	459.47
Adjustments for :				
Depreciation and amortization expense	0.01		0.01	0.01
Income from associates	(221.53)		(427.61)	(427.61)
(Profit)/Loss on sale/fair valuation of Investments	(0.60)		(26.52)	(26.52)
			(222.12)	(454.12)
Operating profit before working capital changes			2.80	5.35
Adjustments for :				
(Increase)/Decrease in financial assets	1.32		10.82	10.82
(Increase)/Decrease in non financial assets	(0.02)		0.15	0.15
Increase/(Decrease) in financial liabilities	(0.05)		0.63	0.63
Increase/(Decrease) in non financial liabilities	(0.05)		(0.21)	(0.21)
			1.21	11.39
Cash Generation from Operations			4.01	16.74
Taxes Paid			(2.72)	(21.74)
Net Cash flow from / (used in) Operating activities (A)			1.28	(4.99)
B.CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Investments	(237.66)		(185.25)	(185.25)
Purchase of Investments in Associates	(95.09)		(0.71)	(0.71)
Sale of Investments	333.85		117.39	117.39
Advance received against sale of land	0.48		-	-
Bank Balances not considered as cash and cash equivalents	0.47		(0.02)	(0.02)
Net Cash flow from / (used in) investing activities (B)			2.05	(68.59)
C.CASH FLOW FROM FINANCING ACTIVITIES				
Dividend Paid	(1.59)		(1.60)	(1.60)
Net Cash flow from / (used in) Financing Activities (C)			(1.59)	(1.60)
Net Increase in cash & cash equivalents (A+B+C)			1.74	(75.18)
Cash & cash equivalents as at the beginning of the period			1.21	76.39
Cash & cash equivalents as at the end of the period			2.95	1.21



Independent Auditor's Report on the Consolidated Financial Results pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
Vardhman Holdings Limited

Report on the audit of the Consolidated Financial Results

Opinion

We have audited the accompanying Consolidated financial results for the quarter and year ended March 31, 2023 (hereinafter referred to as "the Statement") of Vardhman Holdings Limited (hereinafter referred to as "the Company") and its share of the net profit/(loss) after tax and total comprehensive income /(loss) of its associates, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as "the Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate audited financial statements/financial results/financial information of the associates referred to in paragraph (i) of "Other Matters" section below, the Statement:

- i. includes the results of the following entities;

S.No	Name of Company	Relationship
1.	Vardhman Textiles Ltd.	Associate
2.	Vardhman Spinning and General Mills Ltd.	Associate

- i. is presented in accordance with the requirements of Regulation 33 of the Listing Regulations: and
- ii. gives a true and fair view in conformity with the recognition and measurement Principles laid down in the Indian Accounting Standards and other accounting principles generally accepted in India, of the net profit and other comprehensive income and other financial information of the Company for the quarter and year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (hereinafter referred to as "the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Statement section of our report. We are independent of the Company and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Statement under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and consideration of report of other auditors referred to in paragraph (i) of "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion



Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Management and Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company including its associates in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors of the company and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial results by the Management and the Board of Directors of the Company.

In preparing the Statement, the respective Management and Board of Directors of the company and its associates are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the company and its associates are also responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Evaluate the appropriateness and reasonableness of disclosure made by the Management and Board of Directors in terms of the requirements specified under Regulation 33 of the Listing Regulation.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in Our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the company and its associates to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entities included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (i) of the "Other Matters" paragraph in this audit report.

Materiality is the magnitude of misstatements in the Statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Statement may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Statement.

We communicate with those charged with governance of the company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD 1/44/2019 dated March 29, 2019 issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.



Other Matters

- (i) The accompanying Statement includes company's share of profit after tax of Rs. 45.20 crores and Rs. 221.53 crores and company's share of other comprehensive income of Rs. 0.81 crores and Rs. 0.81 crores for the quarter and for the year ended March 31, 2023 respectively in respect of two associates, whose financial results/financial information have been audited by the other auditors whose reports have been furnished to us by the management. Our opinion on the Statement in so far as it relates to the amounts and disclosures included in respect of these associates is solely based on the reports of such auditors and the procedures performed by us as stated in paragraph above.
- (ii) The Statement includes the financial results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2023 and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us, as required under the Listing Regulations.

Our opinion on the Statement is not modified in respect of the above matters.

Place: Ludhiana
Date: 20th May, 2023

For K C Khanna & Co.
Chartered Accountants
Firm Reg. No. 000481N

(Abhishek Goel)
Partner
M. No. 521575
UDIN: 23521575BGXAZR8231