



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN HOLDINGS LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
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F: +91-0161-2601048
E: secretarial.lud@vardhman.com

Ref.VHL:SCY:MAY:2022-23

Dated: 25-May-2022

BSE Limited, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, MUMBAI-400001 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,

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, 2022 together with Auditors' Report as approved by Board of Directors in its meeting held on 25th May, 2022.

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, 2022.

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



YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

VARDHMAN HOLDINGS LIMITED
Regd. Office : Chandigarh Road, Ludhiana-141010
Standalone Financial Results for the quarter and year ended 31st March, 2022
Corporate Identity Number (CIN): L17111PB1962PLC002463, PAN: AABCV8088P
Website:www.vardhman.com Email: secretarial.lud@vardhman.com

(Rs. In Crores)

	Particulars	Quarter Ended March 31, 2022	Quarter Ended December 31, 2021	Quarter Ended March 31, 2021	Year Ended March 31, 2022	Year Ended March 31, 2021
		Unaudited (refer note 5)	Unaudited	Unaudited (refer note 5)	Audited	Audited
	Income					
(I)	Revenue from Operations					
	Interest Income	0.52	1.17	2.15	3.94	7.80
	Dividend Income	-	55.89	0.04	84.52	0.06
	Net gain/(loss) on fair value changes	5.49	7.06	6.12	26.52	11.92
	Total Revenue from Operations	6.01	64.12	8.31	114.98	19.78
(II)	Other Income	0.91	0.32	0.21	1.85	1.25
(III)	Total Income (I+II)	6.92	64.44	8.52	116.83	21.03
	Expenses					
	Employee Benefit Expenses	0.26	0.25	0.23	0.82	0.56
	Depreciation amortization and impairment	0.00	0.00	0.00	0.01	0.01
	Other Expenses	0.61	1.10	1.05	2.25	1.71
(IV)	Total Expenses	0.87	1.35	1.28	3.08	2.28
(V)	Profit/(Loss) before Tax (III-IV)	6.05	63.09	7.24	113.75	18.75
(VI)	Tax Expense					
	Current Tax	0.80	18.30	0.66	27.25	3.65
	Deferred Tax	1.54	0.02	0.53	3.14	0.05
(VII)	Profit/(loss) for the period (V-VI)	3.71	44.77	6.05	83.36	15.05
(VIII)	Other Comprehensive income / (Expenditure)					
	-Remeasurements gains/(losses) on defined benefit plans			0.00	(0.00)	0.00
	-Changes in fair value of FVOCI equity instruments	(13.20)	6.94	10.93	48.41	50.60
	-Income tax relating to these items	1.54	(0.81)	(0.00)	(4.85)	(0.00)
(IX)	Total Comprehensive income/(Expenditure) for the period (VII+VIII) (Comprising profit (Loss) and other Comprehensive Income/(Expenditure) for the period)	(7.95)	50.90	16.98	126.92	65.65
(X)	Earnings Per Share (in Rs.) (not annualized)					
	(a) Basic	11.63	140.22	18.94	261.18	47.16
	(b) Diluted	11.63	140.22	18.94	261.18	47.16
(XI)	Paid up Equity Share Capital (Face value per share Rs.10)	3.19	3.19	3.19	3.19	3.19



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Balance sheet as at March 31, 2022

('Rs. In Crores)

Particulars		As at March 31, 2022 Audited	As at March 31, 2021 Audited
A	ASSETS		
1	Financial Assets		
(a)	Cash and Cash Equivalents	2.62	76.39
(b)	Bank Balances other than cash and cash equivalent	0.11	0.10
(c)	Receivables		
	(I) Trade Receivables	-	-
	(II) Other Receivables	6.10	5.77
(d)	Loans and Advances	-	-
(e)	Investments	755.40	530.01
(f)	Other financial assets	2.31	15.73
		766.54	628.00
2	Non financial Assets		
(a)	Current tax asset (Net)	1.05	-
(b)	Deferred tax asset (Net)	24.15	39.14
(c)	Property Plant and Equipment	3.21	3.22
(d)	Other non-financial assets	0.10	0.24
		28.51	42.60
	Total Assets	795.05	670.60
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	0.18	0.82
		0.18	0.82
2	Non-Financial Liabilities		
(a)	Current Tax Liabilities (Net)	-	0.43
(b)	Provisions	0.02	0.03
(c)	Other non financial liabilities	0.48	0.27
		0.50	0.73
3	EQUITY		
(a)	Equity Share Capital	3.19	3.19
(b)	Other Equity	791.18	665.86
		794.37	669.05
	Total Liabilities and Equity	795.05	670.60



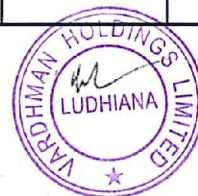
VARDHMAN HOLDINGS LIMITED

Regd. Office : Chandigarh Road, Ludhiana-141010

Statement of Standalone Cash Flows for the year ended March 31, 2022

(Rs. In Crores)

			For the year ended 31st March, 2022 (Audited)		For the year ended 31st March, 2021 (Audited)
A.CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax and extraordinary items			113.75		18.75
Adjustments for :					
Depreciation and amortization	0.01			0.01	
'Net (Profit)/Loss on sale of Current Investments	(8.39)			(5.79)	
'Fair Valuation (Gain)/Loss on Current Investments	(18.13)			(6.13)	
			(26.51)		(11.91)
Operating profit before working capital changes			87.24		6.84
Adjustments for :					
(Increase)/Decrease in trade receivables & Other assets	13.23			81.47	
Increase/(Decrease) in trade payables and other liabilities	(0.44)			(2.59)	
			12.79		78.87
Cash Generation from Operations			100.03		85.71
Taxes Paid			(21.74)		(3.57)
Net Cash flow from / (used in) Operating activities (A)			78.29		82.14
B.CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Investments	(185.96)			(89.10)	
Sale of Investments	35.50			78.68	
Net Cash flow from / (used in) investing activities (B)			(150.46)		(10.42)
C.CASH FLOW FROM FINANCING ACTIVITIES					
Dividend Paid (including tax thereon)	(1.60)			(0.02)	
Net Cash flow from / (used in) Financing Activities (C)			(1.60)		(0.02)
Net Increase in cash & cash equivalents (A+B+C)			(73.77)		71.70
Cash & cash equivalents as at the beginning			76.39		4.69
Cash & cash equivalents as at the end			2.62		76.39



VARDHMAN HOLDINGS LIMITED

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Standalone Financial Results for the quarter and year ended 31st March, 2022

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

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

NOTES:

- 1.The company is essentially a holding and 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.
2. On account of COVID-19 pandemic, the resultant impact on the fair value of the investments held by the Company is reflected in the Total Comprehensive Income and Total Equity of the Company for the quarter and year ended March 31, 2022 in line with the Accounting Policy consistently followed by the Company. Given the uncertainties associated with nature, condition and duration of COVID-19, the Company will closely monitor any material changes arising of the future economic conditions and impact on its business.
3. Financial Results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 25, 2022. 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 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto 31st December.
6. The Board of directors has recommended a dividend of Rs. 5/- per share on fully paid up equity shares of the company.

For Vardhman Holdings Limited



S.P. Oswal
Chairman & Managing Director

Place : Ludhiana

Date:- May 25, 2022

Independent Auditors Report on the Standalone Annual Financial Results

To

The Board of Directors
Vardhman Holdings Limited.

Report on the Standalone Annual Financial Results

Opinion

We have audited the standalone annual financial results of Vardhman Holdings Limited ("the Company") for the year ended March 31, 2022, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial results:-

- i. are presented in accordance with the requirements of Regulation 33 and Regulation 52 of the listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the company for year ended March 31st, 2022 .

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing ("SAs"), as specified under Section 143(10) of the Companies Act, 2013 ("The Act"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results' 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 financial statement under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Management and Board of Directors' Responsibilities for the Standalone Annual Financial Results

These Standalone Annual Financial Results have been prepared on the basis of the standalone annual financial statements.



The Company's Management and Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit and other comprehensive income and other financial information of the Company for the year ended March 31st, 2022 in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 and Regulation 52 of the Listing Regulations. The Management and Board of Directors of the Company are responsible for the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial statements 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 standalone annual financial results by the Directors of the Company, as aforesaid.

In preparing the standalone annual financial results, 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.

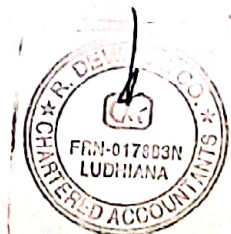
The Board of Directors of the Company are also responsible for overseeing the company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the standalone financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include our opinion. Reasonable assurance is the 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. Misstatement 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 these standalone annual financial results.

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

- Identify and assess the risks of material misstatement of the standalone annual financial results, 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 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 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 in the Standalone Annual Financial Results made by the Management and the Board of Directors.
- Conclude on appropriateness of 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 material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results 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 standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Annual Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Standalone Financial Results 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 Annual Standalone Financial Results.

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.

Other Matters

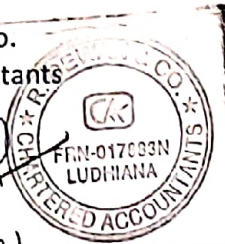
The Annual Financial Results include the results for the quarter ended March 31, 2022 being the balancing figures between the audited figures in respect of the full financial year and the



published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For R. Dewan & Co.
Chartered Accountants
FRN 017883N

Rakesh



(Rakesh Marwaha)
Partner
M.No.504991

UDIN', 22504991 AJ0H&H8486

Place: Ludhiana
Date: 25.05.2022

VARDHMAN HOLDINGS LIMITED

Regd. Office : Chandigarh Road, Ludhiana-141010

Consolidated Financial Results for the quarter and year ended 31st March, 2022

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

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

(Rs. In Crores)

	Particulars	Qtr Ended	Qtr Ended	Qtr Ended	Year Ended	Year Ended
		March 31, 2022	December 31, 2021	March 31, 2021	March 31, 2022	March 31, 2021
		Unaudited (Refer Note no.6)	Unaudited	Unaudited (Refer Note no.6)	Audited	Audited
(I)	Income					
	Revenue From Operations					
	Interest Income	0.52	1.17	2.15	3.94	7.80
	Dividend Income	(0.00)	1.84	0.04	2.64	0.06
	Net gain on fair value changes	5.49	7.06	6.12	26.52	11.92
	Total Revenue from Operations	6.01	10.07	8.31	33.09	19.78
(II)	Other Income	0.91	0.32	0.21	1.85	1.25
(III)	Total Income (I+II)	6.92	10.39	8.52	34.94	21.03
	Expenses					
	Employee Benefit Expenses	0.26	0.25	0.23	0.82	0.56
	Depreciation amortization and impairment	0.00	0.00	0.00	0.01	0.01
	Other Expenses	0.61	1.10	1.05	2.25	1.71
(IV)	Total Expenses	0.87	1.35	1.28	3.07	2.28
(V)	Share of Profit/(Loss) of Associates	90.03	118.02	68.98	427.61	114.46
(VI)	Profit/(Loss) before Tax (III-IV+V)	96.08	127.06	76.22	459.48	133.21
(VII)	Tax Expense					
	Current Tax	0.80	18.30	0.66	27.25	3.65
	Deferred Tax	1.54	0.02	0.53	3.14	0.05
(VIII)	Profit/(loss) for the period (VI-VII)	93.74	108.74	75.03	429.09	129.51
(IX)	Other Comprehensive income / (Expenditure)					
	-Remeasurements gains/(losses) on defined benefit plans			0.00	(0.00)	0.00
	-Changes in fair value of FVOCI equity instruments	(13.20)	6.94	10.93	48.41	50.60
	-Income tax relating to these items	1.54	(0.81)	(0.00)	(4.85)	(0.00)
	Total Comprehensive income/(expenditure) for the period (VIII+IX) (Comprising profit (Loss) and other Comprehensive Income/(Expenditure) for the period)	82.08	114.87	85.96	472.65	180.11
(XI)	Earnings Per Share (in Rs.) (not annualized)					
	(a) Basic	293.74	340.67	235.08	1,344.46	405.80
	(b) Diluted	293.74	340.67	235.08	1,344.46	405.80
(XII)	Paid up Equity Share Capital (Face value per share Rs.10)	3.19	3.19	3.19	3.19	3.19



VARDHMAN HOLDINGS LIMITED

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

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

Consolidated Balance sheet as at March 31, 2022

('Rs. In Crores)

Particulars		As at March 31, 2022 Audited	As at March 31, 2021 Audited
A	ASSETS		
1	Financial Assets		
(a)	Cash and Cash Equivalents	2.62	76.39
(b)	Bank Balances other than cash and cash equivalent	0.11	0.10
(c)	Receivables		
	(I) Trade Receivables	-	-
	(II) Other Receivables	6.10	5.77
(d)	Loans and Advances		
(e)	Investments	2,737.86	2,166.75
(f)	Other financial assets	2.31	15.73
		2,749.00	2,264.74
2	Non financial Assets		
(a)	Current tax asset (Net)	1.05	-
(b)	Deferred tax asset (Net)	24.15	39.14
(c)	Property Plant and Equipment	3.21	3.22
(d)	Other non-financial assets	0.10	0.24
		28.51	42.60
	Total Assets	2,777.51	2,307.34
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	0.18	0.82
		0.18	0.82
2	Non-Financial Liabilities		
(a)	Current Tax Liabilities (Net)	-	0.43
(b)	Provisions	0.02	0.03
(c)	Other non financial liabilities	0.48	0.27
		0.50	0.73
3	EQUITY		
(a)	Equity Share Capital	3.19	3.19
(b)	Other Equity	2,773.64	2,302.60
		2,776.83	2,305.79
	Total Liabilities and Equity	2,777.51	2,307.34



VARDHMAN HOLDINGS LIMITED

Regd. Office : Chandigarh Road, Ludhiana-141010

Consolidated Cash Flows Statement for the year ended 31st March, 2022

(Rs. In Crores)

			For the year ended 31st March, 2022 (Audited)		For the year ended 31st March, 2021 (Audited)
A.CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before tax and extraordinary items			459.48		133.21
Adjustments for :					
Depreciation and amortization		0.01		0.01	
Income from associates		(427.61)		(114.46)	
Net Gain on sale of Current Investments		(8.39)		(5.79)	
Fair Valuation Gain on sale of Current Investments		(18.13)		(6.13)	
			(454.12)		(126.37)
Operating profit before working capital changes			5.36		6.84
Adjustments for :					
(Increase)/Decrease in trade receivables & Other assets		13.23		81.47	
Increase/(Decrease) in trade payables and other liabilities		(0.44)		(2.59)	
Cash Generation from Operations			12.79		78.87
Taxes Paid			18.15		85.71
			(21.74)		(3.57)
Net Cash flow from / (used in) Operating activities (A)			(3.59)		82.14
B.CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Investments		(185.96)		(89.10)	
Sale of Investments		117.38		78.68	
Net Cash flow from / (used in) investing activities (B)			(68.58)		(10.42)
C.CASH FLOW FROM FINANCING ACTIVITIES					
Dividend Paid (including tax thereon)		(1.60)		(0.02)	
Net Cash flow from / (used in) Financing Activities (C)			(1.60)		(0.02)
Net Increase in cash & cash equivalents (A+B+C)			(73.77)		71.70
Cash & cash equivalents as at the beginning			76.39		4.69
Cash & cash equivalents as at the end			2.62		76.39



VARDHMAN HOLDINGS LIMITED

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Consolidated Financial Results for the quarter and year ended 31st March, 2022

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

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NOTES:

- 1.The company is essentially a holding and 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.
2. The consolidated financial results includes result of its associates - viz Vardhman Textiles Limited and Vardhman Spinning & General Mills Limited.
3. On account of COVID-19 pandemic, the resultant impact on the fair value of the investments held by the Company is reflected in the Total Comprehensive Income and Total Equity of the Company for the quarter and year ended March 31, 2022, in line with the Accounting Policy consistently followed by the Company. Given the uncertainties associated with nature, condition and duration of COVID-19, the Company will closely monitor any material changes arising of the future economic conditions and impact on its business.
4. "Financial Results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 25, 2022.The statutory auditors have expressed an unmodified opinion on the aforesaid results.
- 5.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 .
6. The figures for the quarter ended March 31 are the balancing figures between audited figures in respect of the full financial year and the published year to date figures upto 31st December.
7. 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 25, 2022



For Vardhman Holdings Limited

**S.P. Oswal
Chairman & Managing Director**

Independent Auditors Report on the Consolidated Annual Financial Results

To
The Board of Directors
Vardhman Holdings Limited.

Report on the Consolidated Annual Financial Results

Opinion

We have audited the consolidated annual financial results of Vardhman Holdings Limited ("the Company") & its associates for the year ended March 31, 2022 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 and Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('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 audit reports of the other auditors on separate financial statements of the associates referred to in Other Matters section below, the consolidated financial results for the year ended March 31st 2022:-

- i. Include the annual financial results of the following entities: Vardhman Holdings Limited - Parent, Vardhman Textiles Limited and Vardhman Spinning and General Mills Limited – Associate companies;
- ii. are presented in accordance with the requirements of the listing Regulations in this regard; and
- iii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive income and other financial information of the Company and its associates for the year ended March 31st, 2022 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013 ("The Act"). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Results' section of our report. We are independent of the Company & 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 financial statements 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 we have obtained by us and other auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion.



Management and Board of Directors' Responsibilities for the Consolidated Financial Results

These Consolidated financial results have been prepared on the basis of the consolidated annual financial statements.

The Company's Board of Directors are responsible for the preparation and presentation of these consolidated financial results that give a true and fair view of the net profit, other comprehensive income, other financial information of the Company and its associates for the year ended March 31, 2022 and the consolidated statement of assets and liabilities and the consolidated statement of cash flows as at and for the year ended on that date, 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 and 52 of the Listing Regulations. The respective Board of Directors of the Company and its associates are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company & its associates and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements 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 Directors of the Company and its associates, as aforesaid.

In preparing the Consolidated financial results, the Board of Directors of the Company & its associates are responsible for assessing the ability of the company & its associates to continue as 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 & its associates 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 company's & its associates' financial reporting process.

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

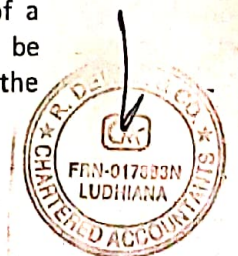
Our objectives are to obtain reasonable assurance about whether the consolidated financial results as whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that include our opinion. Reasonable assurance is the high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatement 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 this Consolidated financial results.



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

- Identify and assess the risks of material misstatement of the consolidated financial results, 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 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 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 Board of Directors.
- Conclude on appropriateness of the 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 ability of the company & its associates to continue as a going concern. If we conclude that material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial results 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 & its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial results, including the disclosures, and whether the consolidated financial results represent 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 consolidated Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated financial results, 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.

Materiality is the magnitude of misstatements in the Annual Consolidated Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Annual Consolidated Financial Results 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 Annual Consolidated Financial Results.

We communicate with those charged with governance of the company included in the consolidated financial results of which we are the independent auditors 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 Matters

We did not audit the Financial Statements / Financial information of the two associates included in the consolidated Financial Results, whose Financial Statements reflect total assets of Rs. 10979.27 Crores as at 31st March, 2022, total revenue from operations of Rs.9622.34 Crores, total net profit after tax of Rs.1551.23 Crores and total comprehensive income of Rs. 1558.03 Crores for the year ended 31st march, 2022 as considered in the consolidated financial statements. These financial statements/financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and the disclosures included in respect of these associates and our report in terms of sub sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid associates, is based solely on the reports of the other auditors.

Our opinion on the consolidated Financial Results is not modified in respect of the above matters with respect to our reliance on the work done and reports of other auditors and the Financial Results certified by the Board of Directors.

The consolidated Financial Results include the results for the quarter ended March 31, 2022 being the balancing figures between the audited figures in respect of the full financial year 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. Our opinion is not modified in respect of the above matter.

For R. Dewan & Co.
Chartered Accountants
FRN 017883N

Rakesh Marwaha

(Rakesh Marwaha)
Partner

M.No.504991

Place: Ludhiana

Date:- 25.05.2022



UDIN; 22504991AJ01EC6770