VARDHMAN HOLDINGS LIMITED

Regd. Office: Chandigarh Road, Ludhiana-141010

(Rs. In Crore) Unaudited Financial Results for the Quarter and Nine Months ended 31st December,2011 Year ended Quarter ended Quarter ended Nine month ended Nine month ended Ouarter ended Particulars 31st Dec, 2011 31st Dec, 2010 31st March, 2011 30th Sept, 2011 31st Dec, 2010 31st Dec, 2011 (Unaudited) (Audited) (Unaudited) (Unaudited) (Unaudited) (Unaudited) 1. Income 9.30 7.33 7.95 1.34 10.64 1.67 (a) Income from Operations 0.85 0.99 0.61 0.55 0.21 0.23 (b) Other Operating Income 7.94 10.15 1.55 11.63 8.50 1.90 Total Income (a+b) 2. Expenditure (a) (Increase)/Decrease in Stock in trade and work in progress (b) Consumption of Raw Materials (c) Purchase of Traded Goods 0.03 0.06 0.02 0.01 0.05 0.01 (d) Employees Cost 0.03 0.02 0.01 0.01 0.02 0.00 (e) Depreciation 1.87 0.49 0.62 0.21 0.99 0.12 (f) Other Expenditure 1.96 0.54 0.65 0.23 1.06 0.13 (g) Total (a to f) 8.19 3. Profit from Operations before Other Income, Interest and 7.40 1.32 10.57 7.85 1,77 Exceptional Items (1-2) 4. Other Income 8.19 10.57 7.40 1.77 7.85 1.32 5. Profit before Interest and Exceptional Items (3+4) 6. Interest 7.40 8.19 1.32 10.57 1.77 7.85 7. Profit after Interest but before Exceptional Items (5-6) 8. Exceptional Items 8.19 7.40 7.85 1.32 10.57 9. Profit / (Loss) from ordinary activities before Tax (7+8) 1.77 10. Provision for Taxation 1.13 0.35 0.95 0.75 0.45 0.22 -Deferred 6.65 7.06 0.97 9.62 1.32 7.63 11. Net Profit (Loss) from ordinary activities after Tax (9-10) 12. Extraordinary Item (Net of Tax expense) 9.62 6.65 7.06 1.32 7 63 0.97 13. Net Profit (Loss) for the period (11-12) 3.19 3.19 3.19 3.19 3.19 3.19 14. Paid up Equity Share Capital (Face value : Rs. 10/- per share) 118.25 15. Reserves (Excluding Revaluation Reserve) 16. Basic & Diluted EPS (in Rs.) not annualised 22.13 20.83 23.92 3.04 30.16 4.14 - Before Extraordinary Items 22.13 20.83 23.92 3.04 30.16 4.14 - After Extraordinary Items 17. Aggregate of Public Shareholding 801,095 801,095 801,095 801,095 801,095 801.095 Number of Shares 25.10% 25.10% 25.10% 25.10% 25.10% 25.10% Percentage of Shareholding 18. Promoters and Promoter Group Shareholding a) Pledged / Encumbered Number of Shares Percentage of Shares (as a % of the total shareholding of promoter and promoter group) Percentage of Shares (as a % of the total share capital of the company) b) Non-encumbered 2,390,441 2,390,441 2,390,441 2,390,441 2,390,441 2,390,441 Number of Shares 100.00% 100.00% 100.00% 100.00% 100.00% Percentage of Shares (as a % of the total shareholding 100.00% of promoter and promoter group) 74.90% 74.90% 74.90% 74.90% 74.90% 74.90% Percentage of Shares (as a % of the total share capital of the company)

for Vardhman Holdings Limited

Sd\-(S.P. Oswal) Chairman

^{1.} The Company has no separate reportable segment as required by Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

^{2.} The Company did not have any investor's complaint pending at the beginning of the quarter. The Company received one complaints during the quarter, all of which were disposed off and there are no complaints lying unresolved at the end of the quarter on 31st December, 2011.

^{3.} Figures for previous periods have been recast/regrouped, wherever necessary to make them comparable.

^{5.} Figures for previous perious have been recussive grouped, which existing Agreement.

4. The Board of Directors have approved the above results in their meeting held on 11th February, 2012 which have been reviewed by the Statutory Auditors in terms of Clause 41 of the Listing Agreement.

S.C. Vasudeva & Co. CHARTERED ACCOUNTANTS

B-XIX-220, Rani Jhansi Road, Ghumar Mandi, Ludhiana - 14) 001 Tel.: 0161-2774527, 9815420555

Fax: 0161-2771618

E-mail: Indhiana@sevasudeva.com Website: www.sevasudeva.com

REVIEW REPORT

Tο The Board of Directors. Vardhman Holdings Limited Ludhiana

We have reviewed the accompanying statement of unaudited financial results of Vardhman Holdings Limited for the period ended 31st December, 2011 except for the disclosures regarding 'Public Shareholding' and 'Promoter and Promoter Group Shareholding' which have been traced from disclosures made by the management and have not been audited by us. This statement is the responsibility of the company's management and has been approved by the Board of Directors. Our responsibility is to issue a report on these financial statements based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of interim financial information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Based on our review conducted as above nothing has come to our attention, that causes us to believe that the accompanying statement of unaudited financial results, prepared in accordance with applicable accounting standards referred to in sub section (3C) of section 211 of the Companies Act, 1956 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreement including the manner in which it is to be disclosed or that it contains any material misstatement.

Place: Ludhiana Dated: | | FEB 2012

For S.C. VASUDEVA & Co. Chartered Accountants Firm Reg. No. 000235N

(SANJÍV MOHAN) Partner

M. No 86066