



61st

VARDHMAN HOLDINGS LIMITED

ANNUAL REPORT 2024-25

CORPORATE INFORMATION

Vardhman Holdings Limited

BOARD OF DIRECTORS

Mr. Shri Paul Oswal

Chairman and Managing Director

Mr. Sachit Jain

Director

Mrs. Suchita Jain

Director

Mr. Vikas Kumar

Director

Mr. Devendra Bhushan Jain

Independent Director

Mr. Manjul Pahwa

Independent Director

Ms. Pooja Mehta

Independent Director

Mr. Rajeev Kumar Mittal

Independent Director

Dr. Parampal Singh

Independent Director

Mrs. Anila Nair

Independent Director

CHIEF FINANCIAL OFFICER

Ms. Poorva Bhatia

COMPANY SECRETARY

Mr. Ankit Singla

AUDITORS

M/s. K.C. Khanna & Co.

Chartered Accountants

Ludhiana

REGISTRAR AND TRANSFER AGENT

M/s. Alankit Assignments Limited

New Delhi

REGISTERED & CORPORATE OFFICE

Vardhman Premises, Chandigarh Road,
Ludhiana-141 010

Phone: (0161) 2228943-48

E-mail: secretarial.lud@vardhman.com

Website: www.vardhman.com

CIN: L17111PB1962PLC002463

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Notice

NOTICE is hereby given that the **SIXTY FIRST ANNUAL GENERAL MEETING** of Vardhman Holdings Limited will be held on Wednesday, the 24th day of September, 2025 at 12:45 p.m. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:-

ORDINARY BUSINESS:

Item No. 1 – To adopt Financial Statements:

To receive, consider and adopt the:

- Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025, together with reports of Board of Directors and Auditors thereon; and
- Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025, together with report of Auditors thereon.

Item No. 2 – To declare Dividend:

To declare a dividend of ₹ 5 per equity share for the year ended 31st March, 2025.

Item No. 3 – To re-appoint Mr. Sachit Jain as a director liable to retire by rotation:

To appoint a Director in place of Mr. Sachit Jain (DIN: 00746409), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – To re-appoint Mr. Shri Paul Oswal as Managing Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, Mr. Shri Paul Oswal (DIN: 00121737), be and is hereby re-appointed as Managing Director of the Company, not liable to retire by rotation, for a period of three (3) years w.e.f. 9th August 2025, at a remuneration as detailed below:-

SR. No.	REMUNERATION	DETAILS
I.	Basic Salary	₹ 2,50,000 – ₹ 10,000 – ₹ 2,70,000 per month.
II.	Special Allowance	₹ 25,000/- p.m.
III.	Perquisites	The following perquisites shall be allowed in addition to the basic salary and special allowance:
	a) Car & Telephone	Free use of Company's car for official work as well as for personal purposes along with driver and telephone at Company's cost.
	b) Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, on actual basis.

Explanation: "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mrs. Suchita Jain, Director, be and is hereby authorised to execute an agreement on behalf of the Company with Mr. Shri Paul Oswal subject to such changes and modifications as may be approved by the Members".

Item No. 5 - To appoint Dr. Parampal Singh as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the rules made thereunder and Regulations 16, 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), Dr. Parampal Singh (DIN: 07995388), who was appointed as an Additional Director in the category of Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of consecutive 3 (three) years starting from 5th August, 2025."



Item No. 6 - To appoint Mrs. Anila Nair as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the rules made thereunder and Regulations 16, 17 & 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or reenactment thereof for the time being in force), Mrs. Anila Nair (DIN: 11225724), who was appointed as an Additional Director in the category of Independent Director of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of consecutive 3 (three) years starting from 5th August, 2025.”

Item No. 7 - To appoint M/s Khanna Ashwani & Associates, Practicing Company Secretaries, as Secretarial Auditors of the Company for a term of five (5) consecutive years:

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

NOTES:

- As per the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 21, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (“the MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD- 2/P/CIR/2023/4 dated January 05, 2023, Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/

“RESOLVED THAT pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relevant circulars issued by SEBI (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws, if any, including Companies Act, 2013 and rules framed thereunder, approval of the Members of the Company be and is hereby accorded for the appointment of M/s. Khanna Ashwani & Associates, Practicing Company Secretaries, as the Secretarial Auditors of the Company, for a term of five (5) consecutive years i.e. from financial year 2025-26 to 2029-30 at a fees of ₹ 20,000/- per annum, plus out-of-pocket expenses and applicable taxes.

RESOLVED FURTHER THAT Mr. Shri Paul Oswal, Chairman & Managing Director and Mr. Ankit Singla, Company Secretary, be and are hereby severally authorized to do all the acts and take all such steps as may be necessary or expedient to give effect to this resolution.”

BY ORDER OF THE BOARD

Sd/-

Place: Ludhiana

Date: 5th August, 2025

(Ankit Singla)

Company Secretary

CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India (collectively referred to as “SEBI Circulars”) and pursuant to Section 101 of the Act read with relevant rules made thereunder, this AGM is being convened to be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM. Notice of AGM is being sent only through electronic mode to those Members who have registered their email address either with the Company or with the Depository.

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (as amended) and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-Voting facility.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice (Refer Point 12). The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditor etc.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form, Route Map and Attendance Slip are not annexed hereto.
5. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
6. The information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Director retiring by rotation/ seeking appointment/ re-appointment in the Annual General Meeting is also being annexed hereto separately and forms part of the Notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.
7. The Company has fixed 12th day of September, 2025, as the "Record Date" to determine the names of the Members entitled to receive payment of dividend for the financial year ended March 31, 2025, if approved at the AGM. Further, the Register of Members and the Share Transfer Books of the Company shall remain closed from 13th September, 2025 to 20th September, 2025 (both days inclusive).

The Dividend, if approved, will be paid to those shareholders whose names appear: (a) as Beneficial Owners as at the end of the business hours on 12th September, 2025 as per the list to be furnished by NSDL and CDSL in respect of shares held in the Electronic Form; and (b) as Members in the Register of Members of the Company after giving effect to all valid share transmission or transposition request lodged with the Company on or before 12th September, 2025.

8. The relevant statutory registers/documents will be available electronically for inspection by the Members during the AGM. Further, the documents referred to in the Notice, if any, will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM.

Members seeking to inspect such documents can send an email at secretarial.lud@vardhman.com.

DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:

9. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web-link, including the exact path, where Annual Report for the financial year 2024-25 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website i.e. www.vardhman.com, website of the Stock Exchanges i.e. National Stock Exchange of India Limited at www.nseindia.com, BSE Limited at www.bseindia.com and on website of Central Depository Services (India) Limited (e-Voting agency) at www.evotingindia.com.

10. For receiving all communications (including Annual Report) from the Company electronically:
 - a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and submitting duly filled relevant KYC forms as available on the website of the Company i.e. www.vardhman.com, at secretarial.lud@vardhman.com or to RTA at rta@alankit.com.



- b) Members holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participant.

11. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The Remote e-Voting period commences on 21st September, 2025 (9:00 a.m.) and ends on 23rd September, 2025 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17th September, 2025, may cast their vote electronically. The Remote e-Voting module shall be disabled by CDSL for voting after end of voting period on 23rd September, 2025.

Further, the facility for voting through electronic voting system will also be made available at the Meeting and

Members attending the Meeting will be able to vote at the Meeting.

- (ii) Members who have already voted through Remote e-Voting would not be entitled to vote during the AGM.
- (iii) As per SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on e-Voting Facility provided by Listed Entities, “individual shareholders holding shares of the Company in demat mode” can cast their vote by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Members are advised to update their mobile no. and email id in their demat account in order to access e-Voting facility. The procedure to login and access remote e-Voting and joining Virtual Meeting, as devised by the Depositories / Depository Participant(s), is given below:

Option 1 – Login through Depositories

NSDL	CDSL
<p>1. Members who have already registered for IDeAS facility to follow below steps:</p> <p>(i) Go to URL: https://eservices.nsdl.com</p> <p>(ii) Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>(iii) A new page will open. Enter the existing User ID and Password. On successful authentication, click on “Access to e-Voting”.</p> <p>(iv) Click on the company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p>1. Members who have already registered for Easi / Easiest to follow below steps:</p> <p>(i) Go to URL: www.cdslindia.com and then go to Login and select New System Myeasi.</p> <p>(ii) Login with user id and password.</p> <p>(iii) Click on e-Voting. The option will be made available to reach e-Voting page without any further authentication.</p> <p>(iv) Click on Company name or e-Voting service provider name to cast your vote during the remote e-Voting period.</p>
<p>2. User not registered for IDeAS e-Services:</p> <p>(i) To register click on link: https://eservices.nsdl.com. Select option “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>(ii) Proceed with completing the required fields.</p>	<p>2. User not registered for Easi/Easiest:</p> <p>(i) Option to register is available at www.cdslindia.com.</p> <p>(ii) Click on login & New System Myeasi Tab and then click on registration option.</p>
<p>3. Users can directly access e-Voting module of NSDL and follow the below process:</p> <p>(i) Go to URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</p> <p>(ii) Enter 8-digit DP ID 8-digit Client Id, PAN No.Verification code and generate OTP.</p> <p>(iii) Enter the OTP received on registered email id/ mobile number and click on login.</p> <p>(iv) On successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>(v) Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>3. Users can directly access e-Voting module of CDSL and follow the below process:</p> <p>(i) Go to URL: www.cdslindia.com.</p> <p>(ii) Click on the icon “E-Voting”</p> <p>(iii) Provide Demat Account Number and PAN No.</p> <p>(iv) System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p> <p>(v) After successful authentication, the user will be provided links for the respective ESP where the e-Voting is in progress.</p> <p>(vi) Click on the Company name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Option 2 - Login through Depository Participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on the Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- (i) The Members should log on to the e-Voting website www.evotingindia.com .
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.

- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password is to be used.

- (vi) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (ix) For members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.

- (x) Click on the EVSN: 250827025 for **<Vardhman Holdings Limited>** on which you choose to vote.

- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Additional facility for Non-Individual Shareholders and Custodians – Remote e-Voting only:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial.lud@vardhman.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

12. INSTRUCTIONS FOR MEMBERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a) The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-Voting at point no. 11.
- b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-Voting.
- c) Members are encouraged to join the Meeting through Laptops / iPads for better experience.
- d) Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- e) Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is, therefore, recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- f) Members who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial.lud@vardhman.com . The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of AGM.
- g) Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
- h) If any Votes are cast by the shareholders through the e-Voting available during the AGM and if the same

shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to those shareholders attending the meeting.

13. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) and duly filled relevant KYC forms by email to secretarial.lud@vardhman.com/ rta@alankit.com.
- b) For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
- c) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you may write an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Senior Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25 th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 21 09911.

14. M/s. Ashok K. Singla & Associates, Company Secretaries, have been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall upon the conclusion of e-Voting period, unblock the votes in presence of at least two witnesses not in employment of the Company and make a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

15. The Results of the resolutions passed at the AGM of the Company will be declared within 2 working days of the conclusion of AGM. The results declared along with the Scrutinizer's report shall be simultaneously placed on the Company's website www.vardhman.com and on the website of CDSL and will be communicated to the Stock Exchanges.

16. The Securities and Exchange Board of India has mandated that with effect from April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, Aadhar, choice of nomination, contact details, mobile number, complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid only upon furnishing all the aforesaid details in entirety.

Hence, the Members are requested to update their details with Company/Alankit Assignments Limited, immediately, to avoid any delay in receipt of dividend.

17. Dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961. In general, no tax will be deducted on payment of dividend to category of Members who are resident individuals (with valid PAN details updated in their folio/client ID records) and the total dividend amount payable to them does not exceed ₹5,000/-. Members not falling in the said category, can go through the detailed note with regard to applicability of tax rates for various other categories of Members and the documents that need to be submitted for nil or lower tax rate, which has been provided on the Company's website at www.vardhman.com.

BY ORDER OF THE BOARD

Sd/-

Place: Ludhiana

Date: 5th August, 2025

(Ankit Singla)

Company Secretary

ANNEXURE TO THE NOTICE:

Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(For Items No. 4 to 7)

Item No. 4:

The Members of the Company in their 58th Annual General Meeting held on 30th September, 2022 had approved re-appointment of Mr. Shri Paul Oswal as Managing Director of the Company for a term of three years w.e.f 09.08.2022. As the term of his appointment was going to expire on 08.08.2025, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 5th August, 2025 has re-appointed Mr. Shri Paul Oswal as Managing Director of the Company for a period of three years with effect from 09.08.2025, at remuneration as detailed in the resolution. The said re-appointment of Mr. Shri Paul Oswal is subject to the approval by the Members.

Mr. Shri Paul Oswal holds Masters degree in Commerce (Gold Medalist). He is having a rich and varied experience of more than 53 Years in Textile Industry. He is associated with the Company since incorporation. Considering his vast and rich experience, the Board of Directors recommends the Special Resolution as set out at Item No. 4 of the Notice for approval by the Members. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Mr. Shri Paul Oswal, being appointee, Mr. Sachit Jain and Mrs. Suchita Jain, being relatives of appointee, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5:

The Board of Directors of your Company in its meeting held on 5th August, 2025, on the basis of recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, had appointed Dr. Parampal Singh (DIN: 07995388) as an Additional Director, designated as an Independent Director, of the Company for a term of consecutive 3 (three) years starting from 5th August, 2025. He will be paid sitting fees and incidental expenses for attending the Board/Committee Meetings, as applicable to other Independent Directors of the Company.

Dr. Parampal Singh is M.Sc. Hons. (Microbiology), MBA (Marketing) and Ph.D. in Marketing from Guru Nanak Dev University, Amritsar. He is the Head of the Department and Professor at Guru Nanak Dev Engineering College, Ludhiana.

He has an experience of over 25 years in teaching, 14 years in Research and 2 years in Industry. Dr. Singh has written more than 40 research papers for various National/ International Journals and have authored/ co-authored 15 books in the management domain.

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors requires approval of the Members of the Company. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall take approval of shareholders for appointment of Director at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Dr. Parampal Singh require the approval of Members.

The Company has received requisite notice in writing from a Member proposing appointment of Dr. Parampal Singh as a candidate for the office of Independent Director of the Company for a term of consecutive 3 (three) years starting from 5th August, 2025.

The Company has received consent from Dr. Parampal Singh and also a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dr. Parampal Singh is Independent of the Management and in the opinion of the Board, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members at the Registered Office of the Company during normal business hours on any working day. A brief profile of Dr. Parampal Singh is provided at the end of this statement.

The Board recommends the Special Resolution as set out in Item No. 5 of the Notice for approval by the Members. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Dr. Parampal Singh, being the appointee, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6:

The Board of Directors of your Company in its meeting held on 5th August, 2025, on the basis of recommendation of the Nomination & Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with the Articles of Association of the Company, had appointed Mrs. Anila Nair (DIN: 11225724) as an Additional Director, designated as an Independent Director, of the Company for a term of consecutive 3 (three) years starting from 5th August, 2025. She will be paid sitting fees and incidental expenses for attending the Board/Committee Meetings, as applicable to other Independent Directors of the Company.

Mrs. Anila Nair is Master in Economics and has also qualified the UGC-NET in Economics. She has an experience of over 28 years in teaching. She was featured in the Annual Edition of Corporate Trendz Magazine of "Top 10 Most influential Educational Leaders 2025" and "Top 100 Principals EEC Award 2023" by EU Media. Mrs. Nair has been awarded with Best Principal Award (Regional) 2022 from Science Olympiad Foundation.

Pursuant to the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Independent Directors requires approval of the Members of the Company. Further, pursuant to Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall take approval of shareholders for appointment of Director at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Mrs. Anila Nair require the approval of Members.

The Company has received requisite notice in writing from a Member proposing appointment of Mrs. Anila Nair as a candidate for the office of Independent Director of the Company for a term of consecutive 3 (three) years starting from 5th August, 2025.

The Company has received consent from Mrs. Anila Nair and also a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 as well as Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Anila Nair is Independent of the Management and in the opinion of the Board, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as an Independent Director of the Company. A copy of the draft letter for appointment as an Independent Director setting out the terms and conditions would be available for inspection without any fee to the Members at the Registered Office of the Company during normal business hours on any working day. A brief profile of Mrs. Anila Nair is provided at the end of this statement.

The Board recommends the Special Resolution as set out in Item No. 6 of the Notice for approval by the Members. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

Except Mrs. Anila Nair, being the appointee, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7:

Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), inter alia, provides that with effect from 1st April 2025, every listed company is required to appoint a Practicing Company Secretary for not more than one term of five consecutive years or a firm of Practicing Company Secretaries as Secretarial Auditors for not more than two terms of five consecutive years, with the approval of the members at its Annual General Meeting ("AGM") and such Secretarial Auditors(s) must be a peer reviewed company secretary and should not have incurred any of the disqualifications as specified under the Listing Regulations.

In compliance with the abovesaid Listing Regulations, the Board of Directors of your Company, on the recommendation of the Audit Committee, has approved the appointment of M/s Khanna Ashwani & Associates, Practicing Company Secretaries as Secretarial Auditors of the Company for a term of five (5) consecutive years i.e. from financial year 2025-26 to 2029-30 at a fees of ₹ 20,000/- per annum, plus out-of-pocket expenses and applicable taxes.

M/s Khanna Ashwani & Associates is led by Mr. Ashwani Kumar Khanna, a Fellow Member of the Institute of Company Secretaries of India with over 34 years of experience. The firm has experience in dealing with matters relating to Company Law, Secretarial & Management Advisory Services, Legal Due Diligence, Mergers and Acquisitions, Listing Regulations etc. The firm is providing corporate legal, Secretarial and Advisory services to several business groups and companies in Punjab, NCR and other parts of the country.



The appointment of M/s Khanna Ashwani & Associates has been made taking into consideration factors such as technical skills, independence, industry experience, expertise and quality of audit practices.

M/s Khanna Ashwani & Associates has consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the Listing Regulations and holds a valid peer review certificate and have not incurred any of disqualifications as specified under Listing Regulations.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval by the Members. Accordingly, your approval is solicited.

MEMORANDUM OF INTEREST:

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are concerned or interested financially or otherwise, in the resolution set out at item no. 7 of the Notice.

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2), regarding the Directors retiring by rotation/seeking appointment/ re-appointment in the Annual General Meeting.

Name of the Director	Mr. Sachit Jain	Mr. Shri Paul Oswal	Dr. Parampal Singh	Mrs. Anila Nair
Date of Birth	08.07.1966	08.04.1942	12.03.1973	29.05.1975
Age (in years)	59	83	52	50
Date of First Appointment	30.03.2005	12.04.1971	05.08.2025	05.08.2025
Number of Meetings of the Board attended during the FY 2024-25	1	1	N.A.	N.A.
Expertise in specific functional area	Business Executive having experience of more than 34 years in Textile & Steel Industry.	Rich Business experience of more than 53 years in Textile Industry	Rich experience of over 25 years in teaching, 14 years in Research and 2 years in industry.	Rich experience of more than 28 years in teaching.
Qualification	B.Tech, MBA	M.Com (Gold Medalist)	M.Sc. Hons. (Microbiology), MBA (Marketing), Ph.D. in Marketing and UGC-NET.	M.A. (Economics), UGC-NET and B.Ed.
Directorships in other Companies as on 31 st March, 2025	LISTED COMPANIES: <ul style="list-style-type: none"> - Vardhman Special Steels Limited - Vardhman Acrylics Limited - Vardhman Textiles Limited UNLISTED COMPANIES: <ul style="list-style-type: none"> - VTL Investments Limited - Santon Finance & Investment Company Limited - Flamingo Finance & Investment Company Limited - Ramaniya Finance & Investment Company Limited - Mahavir Spinning Mills Private Limited - Devakar Investment & Trading Company Private Limited - The Alloy Steel Producers Association of India - JJG Aero Private Limited 	LISTED COMPANIES: <ul style="list-style-type: none"> - Vardhman Acrylics Limited - Vardhman Textiles Limited UNLISTED COMPANIES: <ul style="list-style-type: none"> - Santon Finance & Investment Company Limited - Flamingo Finance & Investment Company Limited - Ramaniya Finance & Investment Company Limited - Mahavir Spinning Mills Private Limited - Devakar Investment & Trading Company Private Limited 	-	-

Name of the Director	Mr. Sachit Jain	Mr. Shri Paul Oswal	Dr. Parampal Singh	Mrs. Anila Nair
Chairman/Member of Committees of Other Companies as on 31 st March, 2025	LISTED COMPANIES: Vardhman Textiles Limited: <ul style="list-style-type: none"> - Stakeholders Relationship Committee (Member) - Corporate Social Responsibility Committee (Member) Vardhman Special Steels Limited: <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Member) - Environment, Social and Governance Committee (Chairman) Vardhman Acrylics Limited: <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Chairman) UNLISTED COMPANIES: Santon Finance and Investment Company Limited: <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Risk Management Committee (Member) - Asset Liability Management Committee (Member) VTL Investments Limited: <ul style="list-style-type: none"> - Corporate Social Responsibility Committee (Member) Devakar Investment and Trading Company Private Limited: <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) - Corporate Social Responsibility Committee (Member) - Audit Committee (Member) - Risk Management Committee (Member) - Asset Liability Management Committee (Member) 	LISTED COMPANIES: Vardhman Textiles Limited and Vardhman Acrylics Limited <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Member) Devakar Investment and Trading Company Private Limited Santon Finance and Investment Company Limited Flamingo Finance and Investment Company Limited Ramaniya Finance and Investment Company Limited: <ul style="list-style-type: none"> - Nomination and Remuneration Committee (Chairman) - Corporate Social Responsibility Committee (Chairman) - Audit Committee (Chairman) - Risk Management Committee (Chairman) - Asset Liability Management Committee (Chairman) 	-	-
Listed entity from which the Director resigned in last 3 years	-	-	-	-



Name of the Director	Mr. Sachit Jain	Mr. Shri Paul Oswal	Dr. Parampal Singh	Mrs. Anila Nair
Skills and capabilities required by Independent Directors for the role and manner in which such requirements are met.	N.A.	N.A	Strategic Planning, Leadership, Finance and Administration. He will contribute the Board with his rich experience and knowledge in Strategic Planning and Administration.	Leadership, Finance and Administration. She will contribute the Board with her rich experience and knowledge in Finance and Administration.
Shareholding in the Company	2,330	56,880	-	-
Relationship with other Directors/ KMP	Mr. Sachit Jain is the son-in-law of Mr. Shri Paul Oswal and husband of Mrs. Suchita Jain.	Mr. Shri Paul Oswal is the father-in-law of Mr. Sachit Jain and father of Mrs. Suchita Jain.	Not related to any Director/ KMP	Not related to any Director/ KMP

Directors' Report

Dear Members,

The Directors of your Company have pleasure in presenting their 61st Annual Report of the business and operations of the Company along with the Audited Financial Statements for the year ended 31st March, 2025.

1. FINANCIAL RESULTS:

The financial performance of your Company for the year ended 31st March, 2025 is as under:-

(₹ In Lakhs)

PARTICULARS	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from operations (Net)	5611.33	4,398.19	2,277.62	1,490.13
Other Income	185.66	247.22	185.66	247.22
Income from Associates	-	-	25,453.08	18,121.32
Profit before Depreciation, Interest & Tax (PBDIT)	5178.74	4,211.48	27,298.11	19,424.74
Interest and Financial expenses	-	-	-	-
Profit before Depreciation and Tax (PBDT)	5178.74	4,211.48	27,298.11	19,424.74
Depreciation	0.72	0.72	0.72	0.72
Profit before Tax (PBT)	5178.02	4,210.76	27,297.39	19,424.02
Provision for Tax - Current	1014.20	761.19	1,014.20	761.19
- Deferred Tax	482.82	174.77	482.82	174.77
Profit after tax (PAT)	3,680.99	3,274.80	25,800.37	18,488.06
Other Comprehensive Income	(1582.58)	1,297.48	(1,557.47)	1,407.81
Total Comprehensive Income	2098.41	4,572.28	24,242.90	19,895.86
Balance brought forward	68,682.78	64,925.04	3,06,297.41	2,87,194.80
Profit available for appropriation	69,885.41	68,682.78	3,29,890.36	3,06,297.41
Appropriations:				
Proposed Dividend on Equity Shares	159.58	159.58	159.58	159.58
Transfer to Statutory Reserve	736.20	654.96	736.20	654.96
Closing balance of surplus	69,885.42	68,682.78	329,890.36	3,06,297.41
i.e. Balance in Statement of Profit & Loss				
Earnings per share (₹)				
- Basic	115.34	102.61	808.40	579.28
- Diluted	115.34	102.61	808.40	579.28

2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A. FINANCIAL ANALYSIS

i. STANDALONE

During the year under review, your Company has registered Revenue from Operations of ₹ 5,611.33 lakhs as compared to ₹ 4,398.19 lakhs in the previous year. The Company earned other income of ₹ 185.66 lakhs during the year as against ₹ 247.22 lakhs during last year.

PROFITABILITY:

The Company earned profit before depreciation, interest and tax of ₹ 5,178.74 lakhs as against ₹ 4,211.48 lakhs in the previous year. After providing for depreciation of ₹ 0.72 lakhs (Previous Year ₹ 0.72 lakhs), provision for current tax ₹ 1,014.20 lakhs (Previous Year ₹ 761.19 lakhs), deferred tax ₹ 482.82 lakhs (Previous Year ₹ 174.77 lakhs), the net profit from operations worked out to ₹ 3,680.99 lakhs as compared to ₹ 3,274.80 lakhs in the previous year.

The balance available for appropriation after adding balance in surplus account is ₹ 70,781.19 lakhs. Out of this, a sum of ₹159.58 lakhs has been appropriated towards proposed dividend, ₹ 736.20 lakhs is proposed to be transferred to special reserve account and the balance of ₹ 69,885.41 lakhs is proposed to be carried as surplus to the balance sheet.

Return on Net Worth for the financial year 2024-25 is increased from 3.56% to 3.91% on account of increase in net profits during the year.

ii. CONSOLIDATED

During the year under review, your Company has registered Revenue from Operations of ₹ 2,277.62 lakhs as compared to ₹ 1,490.13 lakhs in the previous year. The Company earned other income of ₹ 185.66 lakhs during the year as against ₹ 247.22 lakhs during last year.

PROFITABILITY:

The Company earned profit before depreciation, interest and tax of ₹ 27,298.11 lakhs as against ₹ 19,424.74 lakhs in the previous year. After providing for depreciation of ₹ 0.72 lakhs (previous year ₹ 0.72 lakhs), provision for current tax ₹ 1,014.20 (previous year ₹ 761.19 lakhs), deferred tax ₹ 482.82 lakhs (previous year ₹ 174.77 lakhs), the net profit from operations worked out to ₹ 25,800.37 lakhs as compared to ₹ 18,488.06 lakhs in the previous year.

The balance available for appropriation after adding balance in surplus account is ₹ 3,30,540.31 lakhs. Out of this, a sum of ₹ 159.58 lakhs has been appropriated towards proposed dividend, ₹ 736.20 lakhs is proposed to be transferred to special reserve account and the balance of ₹ 3,29,890.36 lakhs is proposed to be carried as surplus to the balance sheet.

B. RESOURCES UTILISATION:

- Fixed Assets: The Net Block as at 31st March, 2025 was ₹ 318.74 lakhs as compared to ₹ 319.46 lakhs in the previous year.
- Current Assets: The current assets as on 31st March, 2025 were ₹ 93,178.36 lakhs as against ₹ 90,211.60 lakhs in the previous year.

C. FINANCIAL CONDITIONS & LIQUIDITY:

(₹ in lakhs)

PARTICULARS	2024-25	2023-24
Cash and Cash equivalents:		
Beginning of the year	284.70	294.74
End of the year	49.18	284.70
Net cash provided (used) by:		
Operating Activities	2,783.96	2,618.94
Investing Activities	(2,859.02)	(2,468.76)
Financial Activities	(160.46)	(160.22)

D. BUSINESS OUTLOOK:

Vardhman Holdings Limited primarily earns its income from investments. The Company's strategy is to adopt a systematic approach of investment into different asset classes namely debt, equity & real estate and to keep the portfolio dynamic as per the changing market conditions. Company's current portfolio consists of investments into debt, equity and real estate.

E. MANAGEMENT PERCEPTION OF RISK AND CONCERNS:

The Company recognizes that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and effective manner. The Company is a NBFC registered with RBI and mainly engaged in investment activities. It follows a strategy of adopting a systematic approach to investment into different asset classes and keeping the portfolio dynamic as per the changing market conditions. The Company is prone to all the financial risks and capital market fluctuations.

3. DIVIDEND:

The Board of Directors in its meeting held on 23rd May, 2025 has recommended a dividend of ₹ 5/- per share on the fully paid up Equity Shares of the Company.

4. PUBLIC DEPOSITS:

The Company has not accepted and does not intend to accept any deposits from the public. As at 31st March, 2025, there are no outstanding/unclaimed deposits from the public.

5. INVESTOR EDUCATION AND PROTECTION FUND (IEPF):

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('the Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established

by the Central Government after the completion of seven years from the date of transfer to the Unpaid Dividend Account of the Company. The shareholders whose dividends have been transferred to the IEPF Authority can claim their dividend from the Authority. The unclaimed or unpaid dividend relating to the Financial Year 2017-18 is due for remittance in the month of November, 2025 to the Investor Education and Protection Fund established by the Central Government.

Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by shareholders for seven consecutive years or more shall also be transferred to the IEPF Authority. The Company has sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and has also published requisite advertisement in the newspapers in this regard.

The detail of these shares are also provided on the website of the Company at www.vardhman.com.

6. CONSOLIDATED FINANCIAL STATEMENT:

In accordance with the Companies Act, 2013 and Indian Accounting Standard IND AS-110 on Consolidated Financial Statements read with IND AS-28 on 'Accounting for Investments in Associates' the Audited Consolidated Financial Statements are provided in the Annual Report.

7. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any subsidiary/ material subsidiary and joint venture. Further, during the year, no company have become or ceased to be subsidiary, joint venture or associate of the Company.

The details of the financials of the associate companies for the year 2024-25 are as follows:-

Vardhman Textiles Limited (VTXL)

Vardhman Textiles Limited (VTXL) is an Associate Company of the Company. The Company holds 28.85% shares of VTXL as on 31st March, 2025. VTXL is engaged in manufacturing of world class textiles. During the year, the Revenue from Operations (Consolidated) of the VTXL was ₹ 9,784.88 crore as compared to ₹ 9,504.68 crore in the previous year. VTXL has a Net Profit after comprehensive income (Consolidated) of ₹ 887.56 crore as compared to ₹ 640.59 crore in the previous year.

Vardhman Spinning and General Mills Limited (VSGM)

Vardhman Spinning and General Mills Limited (VSGM) is an Associate Company of the Company. The Company holds 50% shares of VSGM as on 31st March, 2025. It is a trading Company dealing in trading of Cotton and Fibre. During the year, the Company has not traded any goods, however, the Total Income for the financial year 2024-25 is Nil as compared to ₹ 0.003 lakhs in the previous year. The Company posted a net loss of ₹ 0.43 lakhs as compared to ₹ 0.47 lakhs in the previous year.

8. DIRECTORS:

Liable to retire by rotation: In accordance with the provisions of the Articles of Association of the Company, Mr. Sachit Jain, Director of the Company, retire by rotation at the conclusion of the forthcoming Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommended his appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

Declaration by Independent Directors:

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules thereof.

Your Board confirms that in its opinion the Independent Directors possess the requisite integrity, experience, expertise, proficiency and qualifications. All the Independent Directors on the Board of the Company are registered with the Indian Institute of Corporate Affairs, Manesar, Gurgaon (IICA) as notified by the Central Government under Section 150(1) of the Companies Act, 2013 and shall undergo online proficiency self-assessment test, if applicable, within the time prescribed by the IICA.

9. NOMINATION AND REMUNERATION POLICY:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Policy of the Company has been duly approved and adopted by the Board pursuant to recommendations of Nomination and Remuneration

Committee of the Company and may be accessed on the website of the Company at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Nomination_and_Remuneration_Policy.pdf. As mandated by proviso to Section 178(4) of the Companies Act, 2013, salient features of Nomination and Remuneration Policy are as under:

- a) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommending to the Board their appointment and removal.
- b) Formulating the criteria for determining qualifications, positive attributes and independence of a Director and evaluating the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.
- c) Recommending to the Board, policy relating to remuneration of Directors (Whole time Directors, Executive Directors etc.), Key Managerial Personnel and other employees while ensuring the following:
 - i. That the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
 - ii. That relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
 - iii. That remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate of the working of the Company and its goals.
- d) Formulating the criteria for evaluating performance of Board and all the Directors.
- e) Devising a policy on diversification of Board.
- f) Determining whether to extend or continue the term of appointment of the independent director on the basis of the report of performance evaluation of independent directors.
- g) Recommending to the Board remuneration payable to senior management.

Familiarization programmes for Board Members:

Your Company has formulated Familiarization Programme for all the Board members in accordance with Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013 which provides that the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of Industry in which the Company operates, business model of the Company, etc. through various programs.

The Familiarization Programme for Board members may be accessed on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Familisation_Program_for_Board_Members.pdf

Annual Evaluation of the Board Performance:

The meeting of Independent Directors of the Company for the financial year 2024-25 was held on 24th March, 2025 to evaluate the performance of Non-Independent Directors, Chairperson of the Company and the Board as a whole.

The evaluation was done by way of discussions on the performance of the Non- Independent Directors, Chairman and Board as a whole.

A policy on the performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of non-executive directors and executive directors has been formulated by the Company.

10. KEY MANAGERIAL PERSONNEL (KMP):

In compliance with the provisions of Section 203 of the Companies Act, 2013, following are the KMPs of the Company as on 31st March, 2025:

S. No.	Name	Designation
1.	Shri Paul Oswal	Chairman & Managing Director
2.	Poorva Bhatia	Chief Financial Officer
3.	Ankit Singla [#]	Company Secretary

[#]Ms. Aakriti Gupta, Company Secretary, has left the services of the Company w.e.f. 13th November, 2024 and Mr. Ankit Singla has been appointed as a Company Secretary in her place w.e.f. 14th November, 2024.

11. NUMBER OF BOARD MEETINGS:

During the year under review, the Board met Four (4) times and the intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013. The details of Board Meetings are set out in

Corporate Governance Report which forms part of this Annual Report.

12. AUDITORS AND AUDITORS REPORT:

Statutory Auditors:

M/s K.C. Khanna & Co., Chartered Accountants (Registration No. 000481N) were appointed as the Statutory Auditors of the Company for a period of five consecutive years starting from the conclusion of 58th Annual General Meeting till the conclusion of 63rd Annual General Meeting of the Company.

Further, the Statutory Auditors of the Company have submitted Auditors' Report on the accounts of the Company for the accounting year ended 31st March, 2025.

This Auditors' Report is self explanatory and requires no comments

Secretarial Auditor:

M/s. Khanna Ashwani & Associates, Company Secretary in Practice, were appointed as Secretarial Auditors of the Company by the Board of Directors of the Company in its meeting held on 28th May, 2024 for the financial year 2024-25. The Secretarial Auditors of the Company have submitted their Report in Form No. MR-3 as required under Section 204 of the Companies Act, 2013 for the financial year ended 31st March, 2025. This Report is self-explanatory and requires no comments. The Report forms part of this report as **Annexure I**.

Further, pursuant to the amended provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) ("LODR") Regulations, 2015 and Section 204 of the Act read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company, on the recommendation of the Audit Committee, have approved and recommended the appointment of M/s. Khanna Ashwani & Associates, Peer Reviewed Company Secretary in Practice (CP No. 2220) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from the FY 2025-26 to 2029-30, for approval of the Members at ensuing AGM of the Company. Brief resume and other details of M/s. Khanna Ashwani & Associates, Company Secretaries in Practice, are separately disclosed in the Notice of ensuing AGM.

M/s. Khanna Ashwani & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act &

Rules made thereunder and SEBI (LODR) Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations.

Cost Auditors

Under the provisions of Section 148(1) of the Companies Act, 2013, maintenance of cost records is not applicable to the Company.

13. AUDIT COMMITTEE :

Composition of Audit Committee:

The Audit Committee consists of three Independent Directors i.e. Mr. Devendra Bhushan Jain, Mr. Manjul Pahwa and Mrs. Pooja Mehta. Mr. Devendra Bhushan Jain is the Chairman of the Committee and Company Secretary of the Company is the Secretary of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.

Apart from the Audit Committee, the Company has also constituted other Board level Committees as mandated by applicable laws. Details of the Committees, along with their composition, charters and meetings held during the year, are provided in the 'Corporate Governance Report', which forms a part of this Report. Further, during the FY 2024-25, the Board has accepted all the recommendations of its Committees.

14. VIGIL MECHANISM :

Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, the Company has established a "Vigil Mechanism" incorporating Whistle Blower Policy in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for employees and Directors of the Company, for expressing the genuine concerns of unethical behavior, actual or suspected fraud or violation of the codes of conduct by way of direct access to the Chairman/ Chairman of the Audit Committee.

The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns.

The Policy on Vigil Mechanism and Whistle Blower Policy as approved by the Board may be accessed on the Company's website at the link:https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Vigil_Mechanism_and_Whistle_Blower_Policy.pdf

15. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR):

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, BRSR is available on the Company's website at the link: https://www.vardhman.com/Document/Report/Compliances/BRR/Vardhman%20Holdings%20Ltd/BRSR_2024-25.pdf

16. DIVIDEND DISTRIBUTION POLICY (DDP):

As per Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top 1000 listed companies are required to formulate a DDP. Accordingly, a DDP was adopted to set out the parameters and circumstances that will be taken into account by the Board in determining the distribution of dividend to its shareholders and/or retaining profits earned by the Company. The policy is available on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Dividend_Distribution_Policy.pdf

17. CORPORATE GOVERNANCE:

The Company has in place a system of Corporate Governance. Corporate Governance is about maximizing shareholder value legally, ethically and sustainably. A separate report on Corporate Governance forming part of the Annual Report of the Company is annexed hereto. A certificate from the Practising Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the report on Corporate Governance.

18. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Vision & Core areas of CSR: Your Company is committed to and fully aware of its Corporate Social Responsibility (CSR), the guidelines in respect of which were more clearly laid down in the Companies Act, 2013. The Company's vision on CSR is that the Company being a responsible Corporate Citizen would continue to make a serious endeavor for a quality value addition and constructive contribution in building a healthy and better society through its CSR related initiatives and focus on education, environment, health care and other social causes.

CSR Policy: The Corporate Social Responsibility (CSR) Policy of the Company indicating the activities to be undertaken by the Company, as approved by the Board, may be accessed on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/CSR_Policy.pdf

[Information/Policies/Vardhman%20Holdings%20Ltd/Corporate_Social_Resonsibility_Policy.pdf](https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Corporate_Social_Resonsibility_Policy.pdf)

During the year, the Company has spent ₹ 30.32 lakhs on CSR activities. Out of this, an amount of ₹ 21.19 lakhs pertains to the FY 2024-25.

The disclosures related to CSR activities pursuant to Section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies (Accounts) Rules, 2014 and Companies (Corporate Social Responsibility) Rules, 2014 is annexed hereto and forms part of this report as **Annexure II**.

19. RISK MANAGEMENT:

The Risk Management Policy required to be formulated under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been duly formulated and approved by the Board of Directors of the Company. The aim of Risk Management Policy is to maximize opportunities in all activities and to minimize adversity. The policy includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company.

The Risk Management policy may be accessed on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Risk_Management_Policy.pdf

20. INTERNAL FINANCIAL CONTROLS:

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

A report on the Internal Financial Controls under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 as given by the Statutory Auditors of the Company forms part of Independent Auditor's Report on Standalone Financial Statements as **Annexure B** and Independent Auditor's Report on Consolidated Financial Statements as **Annexure A**.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

All contracts/arrangements/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had

not entered into any contract / arrangement/transaction with related parties which could be considered material in accordance with the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link:https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Related_Party_Transactions_Policy.pdf

Your Directors draw attention of the Members to Note no. 26 to the standalone financial statements which sets out related party disclosures.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statements (Please refer to Note no. 6 to the standalone financial statements).

23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars with respect to conservation of energy and other areas as per Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 are not applicable.

24. ANNUAL RETURN

In terms of Section 92(3) and 134(3)(a) of the Companies Act, 2013, the Annual Return of the Company is available on the website of the Company at the link:<https://www.vardhman.com/Investors/Compliances>

25. HUMAN RESOURCES/INDUSTRIAL RELATIONS:

The Company is not carrying on any manufacturing activity and no workers were employed during the year.

26. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES:

The disclosures in respect of managerial remuneration as required under Section 197 (12) read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial

Personnel) Rules, 2014 is annexed hereto and forms part of this report.

A statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed hereto and forms part of this report.

All the above details are provided in **Annexure III**.

Since the Company has no holding or subsidiary Company, no particulars are required to be given pursuant to the provisions of section 197(14) of the Companies Act, 2013.

27. MATERIAL CHANGES AND COMMITMENT, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.

28. DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 134 (5) of the Companies Act, 2013, the Board hereby submits its responsibility statement:-

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- b. appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2025 and of the profit of the Company for the year ended on 31st March, 2025;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts have been prepared on a going concern basis;



- e. the internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

29. GENERAL DISCLOSURES:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transaction on these items during the year under review:

1. Change in nature of Business of the Company.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
4. No fraud has been reported by the Auditors to the Audit Committee or the Board.
5. There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
6. There was no instance of one time settlement with any Bank or Financial Institution.

Further, your Directors state that the Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention,

Prohibition and Redressal) Act, 2013 & there was no case filed under the said Act and applicable Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

In addition to this, all the policies as required under the Act or the SEBI LODR Regulations have been formulated by the Company and are available on the website of the Company, links whereof are provided in the 'Corporate Governance Report', which forms part of this report.

30. ACKNOWLEDGEMENT:

Your Directors are pleased to place on record their sincere gratitude to the Government, Bankers, Business Constituents and Shareholders for their continued and valuable co-operation and support to the Company and look forward to their continued support and co-operation in future too.

They also take this opportunity to express their deep appreciation for the devoted and sincere services rendered by the employees of the Company during the year.

For and on Behalf of the Board

Sd/-

(S.P. Oswal)

Chairman & Managing
Director

Place : Ludhiana

Dated : 23rd May, 2025

INDEX OF ANNEXURES

(FORMING PART OF BOARD REPORT)

Annexure No.	Particulars
I	Secretarial Audit Report in form no. MR-3 for FY 2024-25.
II	CSR Activities – Annual Report FY 2024-25.
III	Particulars of employees and related disclosures.

ANNEXURE-I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2025.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Vardhman Holdings Limited.
Vardhman Premises, Chandigarh Road,
LUDHIANA-141010,
Punjab (India).

We have conducted the secretarial audit compliance of applicable statutory provisions and the adherence to good corporate practices by **Vardhman Holdings Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the **Vardhman Holdings Limited** books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute book, forms and returns filed and other records maintained by the company

for the financial year ended on 31.03.2025 according to the provisions of:

- (i) The **Companies Act, 2013** (the Act) and the rules made thereunder;
- (ii) The **Securities Contracts (Regulation) Act, 1956 ('SCRA')** and the rules made thereunder;
- (iii) The **Depositories Act, 1996** and the Regulations and Bye-laws framed thereunder;
- (iv) **Foreign Exchange Management Act, 1999** and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the **Securities and Exchange Board of India Act, 1992** ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India **(Substantial Acquisition of Shares and Takeovers)** Regulations, 2011;

- (b) The Securities and Exchange Board of India **(Prohibition of Insider Trading)** Regulations, 2015;
- (c) The Securities and Exchange Board of India **(Issue of Capital and Disclosure Requirements)** Regulations, 2018; not applicable to the Company during period of audit.
- (d) The Securities and Exchange Board of India **(Share Based Employee Benefits and Sweat Equity)** Regulations, 2021; not applicable to the Company during period of audit.
- (e) The Securities and Exchange Board of India **(Delisting of Equity Shares)** Regulations, 2021; not applicable to the Company during period of audit.
- (f) The Securities and Exchange Board of India **(Issue and Listing of Non-Convertible Securities)** Regulations, 2021; not applicable to the Company during period of audit.
- (g) The Securities and Exchange Board of India **(Registrar to an Issue and Share Transfer Agents)** Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India **(Buyback of Securities)** Regulations, 2018; not applicable to the Company during period of audit and
- (i) Listing Agreement and SEBI **(Listing Obligations and Disclosure Requirements)** Regulations, 2015 (effective 1st December 2015)
- (vi) **Other Applicable laws** like environmental laws and labour laws; are not applicable during the audit period as the Company is not undertaking any manufacturing process or division. Company is undertaking the business of Non-Banking Financial Company, under the provisions and regulations of master circular issued by the RBI, and the provisions related to NBFC's, to the extent applicable to the NBFC category (NBFC – ML), being applicable to the Company during the audit period.

We have also examined compliance with the applicable clauses of the following:-

- (i) **Secretarial Standards** issued by The Institute of Company Secretaries of India (ICSI) - ICSI had issued Secretarial Standards numbering 1 and 2 corresponding

with reference to the provisions of the **Companies Act, 2013** (effective 1 July 2015) and the Management adheres to them;

- (ii) The **Listing Agreements** entered into by the Company with BSE Limited and National Stock Exchange of India Limited;
- (iii) NBFC Reporting Compliances with regards to filing of various returns as applicable to the company.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of **Executive Directors, Non-Executive Directors and Independent Directors**. The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act.
- **Adequate notice** is given to all directors to schedule the **Board Meetings, Agenda** and detailed **notes on agenda** were sent as required as per the provisions of act, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Khanna Ashwani & Associates
(Peer Reviewed Firm of Company Secretaries)

Sd/-
(Ashwani Kumar Khanna)
FCS No.: 3254
CP No.: 2220
UDIN: F003254G000415996
Peer Review number:
1190/2021

Place : Ludhiana
Dated : 23rd May, 2025

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

ANNEXURE-A

To,
The Members,
Vardhman Holdings Limited.
Vardhman Premises, Chandigarh Road,
LUDHIANA-141010,
Punjab (India).

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc. and we have relied on such representation for giving our report.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with the management has conducted the affairs of the Company.

For Khanna Ashwani & Associates
(Peer Reviewed Firm of Company Secretaries)

Sd/-

(Ashwani Kumar Khanna)

FCS No. 3254

CP No. 2220

UDIN: F003254G000415996

Peer Review number: 1190/2021

Place : Ludhiana
Dated : 23rd May, 2025

ANNEXURE-II

ANNUAL REPORT ON CSR ACTIVITIES FOR THE FINANCIAL YEAR 2024-25

1. Brief outline on CSR Policy of the Company.

Broad contours of CSR Policy of the Company are:-

- 1) Promotion of Education
- 2) Rural Development
- 3) Promoting Healthcare
- 4) Any other project/programme pertaining to activities listed in Schedule-VII of the Companies Act, 2013.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mrs. Suchita Jain	Chairperson, Non- Independent, Non- Executive Director	2	1
2.	Mr. Devendra Bhushan Jain	Member, Independent, Non- Executive Director	2	1
3.	Mr. Vikas Kumar	Member, Non-Independent, Non-Executive Director	2	2

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

Link of Composition:- https://www.vardhman.com/Document/Report/Company%20Information/Board/Vardhman%20Holdings%20Ltd/LIST_OF_COMMITTEES_OF_DIRECTORS.pdf

Link of Policy:- https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Corporate_Social_Resonsibility_Policy.pdf

Link of CSR Projects:- https://www.vardhman.com/Document/Report/Compliances/Miscellaneous/Vardhman%20Holdings%20Ltd/CSR_Project_2025-26.pdf

4. Provide the Executive Summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. NA

5. (a) Average net profit of the Company as per sub-section (5) of Section 135 : ₹ 1,039.36 lakhs
- (b) Two percent of average net profit of the Company as per sub-section (5) of Section 135: ₹ 20.79 lakhs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set off for the financial year, if any: ₹ 3.67 lakhs
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 17.12 lakhs
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 21.19 lakhs
- (b) Amount spent in Administrative Overheads: Nil
- (c) Amount spent on Impact Assessment, if applicable: NA
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: ₹ 21.19 lakhs

(e) CSR amount spent or unspent for the financial year 2024-25:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
2024-25	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 21.19 lakhs	Nil	-	-	-	-

(f) Excess amount for set off, if any

Sl. No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	₹ 20.79 lakhs
(ii)	Total amount spent for the Financial Year	₹ 21.19 lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	₹ 4.07 lakhs*
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	₹ 4.07 lakhs

*after adjusting surplus of ₹ 3.67 lakhs pertaining to previous financial years.

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under subsection (6) of Section 135 (in lakhs)	Balance Amount in Unspent CSR Account under subsection (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in lakhs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1.	2023-24	9.13	-	9.13	-	-	-	-
2	2022-23	Nil	-	Nil	-	-	-	-
3.	2021-22	Nil	-	Nil	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the financial year:

Yes ☐ No ☒

If Yes, enter the number of Capital assets created/acquired: NA

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the financial year:

Details of entity/ Authority/ beneficiary

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if Applicable	Name	Registered address
			NA				

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). NA

Sd/-
S.P. Oswal
(Managing Director)

Sd/-
Suchita Jain
(Chairperson of CSR Committee)

ANNEXURE-III

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

A. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGEMENT PERSONNEL) RULES, 2014.

- The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2024-25 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2024-25 are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/ KMP for Financial Year 2024-25 (Amount in ₹ lakhs)	% Increase/ decrease in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each Director/ KMP to median remuneration of employees
1.	Shri Paul Oswal Chairman & Managing Director	29.76	10.22	1.34
2.	Sachit Jain Non-Executive Non- Independent Director	-	-	-
3.	Suchita Jain Non-Executive Non- Independent Director	-	-	-
4.	Vikas Kumar Non-Executive Non- Independent Director	-	-	-
5.	Devendra Bhushan Jain Non-Executive Independent Director	0.65	-35	0.03
6.	Manjul Pahwa Non-Executive Independent Director	0.35	40	0.02
7.	Pooja Mehta Non-Executive Independent Director	1.075	26.47	0.05
8.	Rajeev Kumar Mittal Non-Executive Independent Director	0.175	-36.36	0.01
9.	Poorva Bhatia* Chief Financial Officer	22.23	N.A.	1
10.	Ankit Singla# Company Secretary	2.74	N.A.	0.12
11.	Aakriti Gupta# Company Secretary	3.72	N.A.	0.17

*Mrs. Poorva Bhatia was appointed as the Chief Financial Officer of the Company with effect from 8th July, 2023

#Ms. Aakriti Gupta, Company Secretary, has left the services of the Company w.e.f. 13th November, 2024 and Mr. Ankit Singla has been appointed as a Company Secretary in her place w.e.f. 14th November, 2024.

- The median remuneration of employees of the Company during the Financial Year was ₹ 22.23 lakhs [previous year ₹ 18.53 lakhs (annualized)]
- In the financial year, there was an increase of 19.97% in the median remuneration of employees.
- There were 3 permanent employees on the rolls of the Company as on March 31, 2025.
- Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year i.e. 2024-25 was 51.02% whereas the increase in the managerial remuneration for the same financial year was 10.22%.
- It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

B. DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- 1. Persons employed throughout the financial year, who were in receipt of remuneration which, in aggregate, was not less than ₹ 1,02,00,000/- per annum: Nil**
- 2. Persons employed for a part of financial year, who were in receipt of remuneration for any part of that year, at a rate which in aggregate, was not less than ₹ 8,50,000/- per month: Nil.**
- 3. A statement showing names of Top 10 Employees in terms of remuneration drawn during the year is as follows:**

S. No. Name, Age, Designation, Gross Remuneration (in ₹ lakhs p.a.), Nature of Employment, Qualifications, Experience (in years), Date of Joining, Previous Employment and Percentage of equity shares held as on 31st March, 2025.

- 1) Shri Paul Oswal, 83, Chairman & Managing Director, 29.76, Regular, M. Com (Gold Medalist), 57, 12.04.1971, Started career with Vardhman, 1.78%. 2) Poorva Bhatia, 36, Senior Manager, 22.23, Regular, B.Com, Chartered Accountant, 14, 08.07.2023, Vardhman Textiles Limited, Nil. 3) Aakriti Gupta, 29, Senior Officer, 3.72, Regular, B.Com, Company Secretary, 2, 14.02.2024, Started career with Vardhman, Nil. (Ceased to be an employee w.e.f. 13th November, 2024) 4) Ankit Singla, 26, Senior Officer, 2.74, Regular, B.Com, Company Secretary, 2, 14.11.2024, M/s OWM Mills Poly Yarn Limited, Nil.

Note: Except Mr. Shri Paul Oswal, none of the above employees is related to any Director of the Company.



Corporate Governance Report

This report on Corporate Governance forms part of the Annual Report. Corporate Governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices that ensure that a Company meets its obligations to optimize shareholder's value and fulfill its responsibilities to the community, customers, employees, Government and other segments of society. Your Company is committed to adopting the best practices of Corporate Governance as manifested in the Company's functioning to achieve the business excellence by enhancing long-term shareholder's value. Efficient conduct of the business of the Company through commitment to transparency and business ethics in discharging its corporate responsibilities is hallmarks of the best practices followed by the Company. This report on Corporate Governance, besides being in compliance of the mandatory SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, gives an insight into the functioning of the Company.

1. VARDHMAN GROUP'S PHILOSOPHY:

- Continued expansion in areas "which we know best".
- Total customer focus in all operational areas.
- Products to be of best available quality for premium market segments through TQM.
- Zero defect implementation.
- Integrated diversification/ product range expansion.
- Global Orientation.
- World class manufacturing facilities with most modern R & D and Process Technology.
- Faith in individual potential and respect for human values.
- Encouraging innovation for constant improvements to achieve excellence in all functional areas.
- Accepting change as a way of life.
- Appreciating our role as a responsible corporate citizen.

2. BOARD OF DIRECTORS/BOARD MEETINGS:

i. Composition as on 31st March, 2025:

The Composition of Board and category of Directors are as follows:-

Category	Name of Directors
Promoter Directors	*Shri Paul Oswal (Chairman & Managing Director) *Sachit Jain (Non- Executive, Non- Independent Director) *Suchita Jain (Non- Executive, Non- Independent Director)
Independent Directors	Manjul Pahwa Pooja Mehta Devendra Bhushan Jain Rajeev Kumar Mittal
Non- Executive Non-Independent Director	Vikas Kumar

Relationship Inter-se:

*Except Mr. Shri Paul Oswal, Mr. Sachit Jain and Mrs. Suchita Jain, none of the Directors of the Company are related to any other Director of the Company.

ii. Board Meetings:

During the Financial Year 2024-25, the Board met 4 times on the following dates:

- 28th May, 2024
- 14th August, 2024
- 13th November, 2024
- 27th January, 2025

III. Attendance of the Directors at the Board Meetings during the year and at last Annual General Meeting of the Company and also the number of other Directorship/Chairmanship in Indian Public Limited Companies and names of other Listed Entities where the person is director and category of directorship therein are as follows:-

Name of Director	No. of Board meetings attended	Attendance at last AGM	Total no. of Directorships in other Companies	Names of other Listed Entities where the person is director	Category of Directorship in other listed entities	No. of Committee memberships in other Companies	Total No. of Board Chairmanship in other Companies	Total No. of Committee Chairmanship in other companies
Shri Paul Oswal	1	No	5	Vardhman Textiles Limited	Executive Director	3	2	3
				Vardhman Acrylics Limited	Non-Executive Director			
Sachit Jain	1	No	8	Vardhman Textiles Limited	Non –Executive Director	1	-	-
				Vardhman Acrylics Limited	Non –Executive Director			
				Vardhman Special Steels Limited	Executive Director			
Suchita Jain	3	Yes	7	Vardhman Textiles Limited	Executive Director	5	-	1
				Vardhman Special Steels Limited	Non-Executive Director			
				Vardhman Acrylics Limited	Non-Executive Director			
Rajeev Kumar Mittal	1	Yes	5	-	-	-	-	-
Vikas Kumar	2	No	3	-	-	1	-	-
Manjul Pahwa	2	No	3	-	-	1	-	-
Devendra Bhushan Jain	2	Yes	-	-	-	-	-	-
Pooja Mehta	4	No	-	-	-	-	-	-

Video conferencing facility was provided to facilitate Directors travelling abroad or present at other locations to participate in the Board meetings.

2. BOARD COMMITTEES:

i. Board Committees, their composition and terms of reference are provided as under:

Name Of Committee	Composition	Terms Of Reference
Audit Committee	Devendra Bhushan Jain (Chairman) Manjul Pahwa Pooja Mehta	<ul style="list-style-type: none"> The role of the Audit Committee is as per Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Nomination and Remuneration Committee	Devendra Bhushan Jain (Chairman) Pooja Mehta Sachit Jain	<ul style="list-style-type: none"> The role of the Nomination and Remuneration Committee is as per Section 178 of the Companies Act, 2013 read with Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Formulated and recommended Nomination and Remuneration Policy. The Nomination & Remuneration Policy includes policy on Director's appointment and remuneration including the criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under Section 178(3) of the Companies Act, 2013.

Name Of Committee	Composition	Terms Of Reference
Corporate Social Responsibility Committee	Suchita Jain (Chairperson) Devendra Bhushan Jain Vikas Kumar	<ul style="list-style-type: none"> Formulated and recommended CSR Policy of the Company indicating CSR activities proposed to be undertaken by the Company pursuant to the provisions of Schedule VII of the Companies Act, 2013 read with CSR Rules, 2014. The CSR policy may be accessed on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Corporate_Social_Resonsibility_Policy.pdf Recommends expenditure to be incurred for CSR activities/ project and ensures effective monitoring of CSR Policy of the Company from time to time. The Annual Report on CSR activities undertaken by the Company forms part of the Board Report as Annexure II.
Stakeholders Relationship Committee	Rajeev Kumar Mittal (Chairman) Vikas Kumar Sachit Jain	<ul style="list-style-type: none"> The Committee reviews and ensures redressal of investor grievances. The Committee noted that during the year the Company had received 3 complaints from Investors and the same had been duly resolved by the Company.
Risk Mangement Committee	Sachit Jain (Chairman) Pooja Mehta Vikas Kumar	<ul style="list-style-type: none"> The Risk Management Policy of the Company aims to maximize the opportunities in all activities and to minimize adversity. The Risk Management framework includes identifying types of risks and its assessment, risk handling, monitoring and reporting, which in the opinion of the Board may threaten the existence of the Company. The Risk Management Policy may be accessed on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Risk_Management_Policy.pdf

Mr. Ankit Singla, Company Secretary and Compliance Officer of the Company is the Secretary of all Board Committees constituted under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

ii. Meetings of Board Committees held during the year and Director's attendance:

Board Committees	Audit	CSR	Nomination & Remuneration	Stakeholders Relationship	Risk Management Committee
Meetings held	4	2	1	1	2
Sachit Jain	N.A.	N.A.	0	0	0
Suchita Jain	N.A.	1	N.A.	N.A.	N.A.
Vikas Kumar	N.A.	2	N.A.	1	2
Rajeev Kumar Mittal	N.A.	N.A.	N.A.	1	N.A.
Manjul Pahwa	2	N.A.	N.A.	N.A.	N.A.
Pooja Mehta	4	N.A.	1	N.A.	2
Devendra Bhushan Jain	3	1	1	N.A.	N.A.
Shri Paul Oswal	N.A.	N.A.	N.A.	N.A.	N.A.

iii. Meeting of Independent Directors:

The meeting of Independent Directors of the Company for the Financial Year 2024-25 was held on 24th March, 2025, to evaluate the performance of Non-Independent Directors of the Company, Chairman of the Company and the Board as a whole.

Performance Evaluation

The performance evaluation of Non-Independent Directors of the Company, Chairman of the Company and

the Board as a whole, was done by Independent Directors by way of discussions on their performance.

A policy on the performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of non- executive directors and executive directors has been formulated by the Company.

Pursuant to the provisions of the Companies Act, 2013, Listing Regulations and as per the Nomination and

Remuneration Policy, the Board of Directors/ Independent Directors/ Nomination & Remuneration Committee ("NRC") (as applicable) had undertaken an evaluation of the Board's own performance, the performance of its Committees and of all the individual Directors including the Chairman of the Board of Directors based on various parameters relating to roles, responsibilities and obligations of the Board, effectiveness of its functioning, contribution of Directors at meetings and the functioning of its Committees.

Familiarisation programme for Independent Directors

The details of the Familiarisation Programme conducted for the Independent Directors of the Company are available on the Company's website at the link: <https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Familisation Program for Board Members.pdf>

iv. Core Skills/ Expertise/ Competencies available with the Board:-

The Board comprises of highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the board and its committees.

The table below summarizes the key attributes and skills matrix considered necessary for effective functioning of the Company and are currently available with Board.

Name of Director	Area of Expertise
Shri Paul Oswal	Strategic Planning Leadership Industry Experience Financial Expertise
Sachit Jain	Strategic Planning Leadership Industry Experience Financial Expertise
Suchita Jain	Strategic Planning Leadership Industry Experience Financial Expertise
Manjul Pahwa	Leadership Strategic Planning Financial Expertise
Pooja Mehta	Leadership Financial Expertise
Devendra Bhushan Jain	Leadership Strategic Planning Financial Expertise

Name of Director	Area of Expertise
Rajeev Kumar Mittal	Strategic Planning Leadership Industry Experience Financial Expertise
Vikas Kumar	Strategic Planning Leadership Industry Experience Financial Expertise

3. DIRECTOR'S REMUNERATION:

i) Chairman & Managing Director:

The Company pays remuneration to Chairman and Managing Director as approved by the Board of Directors and the Members of the Company in the General Meeting.

A detail of remuneration paid to the Managing Director during the year 2024-25 is as given below:

(₹ in Lakhs)

Name	Shri Paul Oswal
Designation	Chairman & Managing Director
Salary	26.75
Perquisites & Allowances	3.01
Retirement Benefit	-
Commission	-
Performance Linked Incentive	-

The tenure of office of Mr. Shri Paul Oswal is 3 (three) years from the date of his appointment and can be terminated by either party by giving three months notice in writing. There is no separate provision for the payment of Severance Fees.

ii) Non-Executive Directors:

Non-Executive Directors have not been paid any remuneration except sitting fees for attending Board and Committee Meetings.

The Non-Executive Directors are paid sitting fees @ ₹ 10,000/- per Board Meeting and @ ₹ 7,500/- per Committee Meeting. The detail of sitting fees paid to the Non-Executive Directors during the Financial Year 2024-25 is given hereunder: -

Sr.no.	Name Of Director	Sitting Fee (₹)
1.	Rajeev Kumar Mittal	17,500
2.	Manjul Pahwa	35,000
3.	Pooja Mehta	1,07,500
4.	Devendra Bhushan Jain	65,000



4. PARTICULARS OF SENIOR MANAGEMENT OF THE COMPANY AS ON 31ST MARCH, 2025:

The particulars of Senior Management of the Company is given as follows:

Name Of The Senior Management Personnel	Designation
Ms. Poorva Bhatia	Chief Financial Officer
Mr. Ankit Singla*	Company Secretary
Ms. Aakriti Gupta#	Company Secretary

*Mr. Ankit Singla was appointed as Company Secretary of the Company with effect from 14th November, 2024.

#Ms. Aakriti Gupta has left the services of the Company with effect from 13th November, 2024.

6. GENERAL BODY MEETINGS:

(i). The details of Annual General Meeting & No. of Special Resolutions passed during last three financial years are as follows:

Meeting	Day, Date and Time of the Meeting	Venue	No. of Special Resolutions
60 th Annual General Meeting for financial year ended 31 st March, 2024	Thursday, 19 th September, 2024 at 12:30 p.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")	-
59 th Annual General Meeting for financial year ended 31 st March, 2023	Saturday, 30 th September, 2023 at 12:30 p.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")	-
58 th Annual General Meeting for financial year ended 31 st March, 2022	Friday, 30 th September, 2022 at 11:15 a.m.	Through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")	5

(ii) Postal Ballot:

During the year, no resolution was passed through postal ballot. There is no immediate proposal for passing any resolution through postal ballot in the financial year 2025-26.

7. DISCLOSURES:

- There was no materially significant related party transaction. The Policy on dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Related_Party_Transactions_Policy.pdf
- There has not been any non-compliance by the Company in respect of which penalties or strictures were imposed by the Stock Exchanges or Securities Exchange Board of India (SEBI) or any other Statutory Authority, on any matter related to capital markets, during the last three years.

5. SHAREHOLDING DETAIL OF DIRECTORS AS ON 31.03.2025:

The shareholding of the Directors in the Equity Share Capital of the Company is given as follows: -

Sr.no.	Name Of Director	Number Of Shares Held
1.	Shri Paul Oswal	56,880
2.	Sachit Jain	2,330
3.	Suchita Jain	28,416

*No other director holds any share in the Equity Share Capital of the Company.

- The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The policy on "Vigil Mechanism and Whistle Blower" may be accessed on the Company's website at the link : https://www.vardhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Vigil_Mechanism_and_Whistle_Blower_Policy.pdf
- The Company has complied with all the applicable requirements specified in Regulation 17 to 27 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The Board of Directors of the Company has adopted (i) the Code of Practices and procedures for Fair Disclosure

- of Unpublished Price Sensitive Information and (ii) the Code of Conduct, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015.
- vi. During the year, no complaint was filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
 - vii. Risk Management Policy as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been duly formulated and approved by the Board of Directors of the Company. The aim of Risk Management Policy is to maximize opportunities in all activities and to minimize adversity.
 - viii. Further, the Company has complied with all mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company may also take up the non-mandatory requirements of the Listing Regulations in due course of time.
 - ix. The Company has no material subsidiary. The policy for determining 'material' subsidiary is available at Company's website at the link: https://www.var dhman.com/Document/Report/Company%20Information/Policies/Vardhman%20Holdings%20Ltd/Policy_for_Determining_Material_Subsi diaries.pdf
 - x. As on March 31, 2025, there was no outstanding GDRs/ ADRs/ Warrants or any convertible instruments.
 - xi. As the Company is an Investment Company, Commodity Price Risk / Foreign Exchange Risk and Hedging is not applicable to the Company.
 - xii. During the year, the Company has not raised any funds through preferential allotment or qualified institutional placement.
 - xiii. A certificate from a Company Secretary in Practice that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority forms part of this report.
 - xiv. There is no such instance where the Board has not accepted any recommendation of any committee of the board which is mandatorily required.
 - xv. Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/entity of which statutory auditor is part is ₹1.38 lakhs.
 - xvi. The Company has not given any loans and advances to firms/companies in which directors are interested.
 - xvii. Pursuant to Clause 5A of para A of Part A of Schedule III, there is no agreement which impacts management or control of the Company or imposes any restriction or creates any liability upon the Company.

8. MEANS OF COMMUNICATION:

The Company communicates with the shareholders at large through its Annual Reports, publication of financial results, press releases in leading newspapers and by filing of various reports and returns with the Statutory Bodies like Stock Exchanges and the Registrar of Companies. The Quarterly Financial Results are published in prominent daily newspapers viz., "Financial Express" and "Desh Sewak". The Financial Results of the Company are also made available at the Company's website www.var dhman.com.

GENERAL INFORMATION FOR SHAREHOLDERS

i) 61st Annual General Meeting:

Date : 24th September, 2025
 Time : 12:45 p.m.
 Venue : through Video Conferencing ("VC")/
 Other Audio Visual Means ("OAVM").

ii) Financial Calendar 2025-26 (Tentative)

First Quarter Results : August, 2025
 Second Quarter Results : November, 2025
 Third Quarter Results : February, 2026
 Annual Results : May, 2026

iii) Record Date: 12th September, 2025

iv) Dividend payment date : within 30 days after declaration

v) Listing :The securities of the Company are listed on the following Stock Exchanges: -

1. BSE Limited, Mumbai (BSE), 1st Floor, New Trading Ring, Rotunda Building, P.J. Towers, Dalal Street, Fort, Mumbai -400 001.
2. National Stock Exchange of India Limited (NSE), "Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai."

Listing fee, as applicable, has been duly paid to both the aforesaid Stock Exchanges.

vi) Information regarding dividend payment:

Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') dividends not encashed / claimed within seven years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF").

Dividends remaining unpaid/unclaimed upto the Financial Year 2016-17 have been transferred to the Investor Education and Protection Fund (IEPF). The unclaimed or unpaid dividend relating to the Financial Year 2017-18 is due for remittance in the month of November, 2025 to IEPF.

The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid/ unclaimed for a continuous period of seven years to the demat account of IEPF Authority. In accordance with the said IEPF Rules, the Company had sent notices to all the Members whose shares were due to be transferred to the IEPF Authority and simultaneously published newspapers advertisement. Thereafter, the shares of these Members were transferred to the IEPF and necessary e-form(s) in this regard were filed with MCA.

The Members whose dividend/ shares are transferred to the IEPF Authority can claim their shares/ dividend from the Authority by following the

required procedure. Members are requested to get in touch with the Nodal Officer/ Compliance Officer for further details on the subject at secretarial.lud@vardhman.com.

vii) Registrar & Transfer Agent:

The work related to Share Transfer Registry in terms of both physical and electronic mode is being dealt with by M/s. Alankit Assignments Limited at the address given below: -

M/s. Alankit Assignments Limited,

205-208, Anarkali Complex, Jhandewalan Extension, New Delhi-110055

Phone: (011) 42541234/42541956,

Fax: (011) 42541201, E-mail: rtat@alankit.com

viii) Share Transfer System:

The Members may note that SEBI has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. 1st April, 2019. Further, in terms of Regulations 39 and 40(1) of SEBI Listing Regulations, as amended from time to time, and SEBI Circular dated 25th January, 2022, it has been made mandatory for the listed entities to issue shares/ securities, within the prescribed time, in demat mode only while processing any investor service requests viz. issue of duplicate share certificates, exchange/ sub-division/ splitting/ consolidation of securities, transmission/ transposition of securities etc. Accordingly, shareholders are advised to open their demat account with any Depository Participants (DPs) having registration with SEBI.

The Company has delegated the power of approval of transfer, transmission, transposition, dematerialization and other related matters to M/s. Alankit Assignments Limited, the Registrar and Share Transfer Agent of the Company, subject to approval by the Share Transfer Committee of the Board of Directors of the Company. Further, transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

ix) Distribution of Shareholding as on 31st March, 2025:

Range No. of Shares	Shareholders		Shares	
	Numbers of Total Holders	% to Total Holders	Numbers of shares Held	% to Total Shares
Upto-500	11,206	98.90	2,72,312	8.53
501-1000	51	0.45	35,871	1.13
1001-2000	36	0.32	51,713	1.62
2001-3000	8	0.07	18,949	0.59
3001-4000	2	0.02	6616	0.21
4001-5000	1	0.01	4244	0.13
5001-10000	9	0.08	65,438	2.05
10001-above	17	0.15	27,36,393	85.74
Total	11,330	100.00	31,91,536	100.00

x) Dematerialisation of shares:

As on 31st March, 2025, 99.20% of the capital comprising 31,66,098 shares, out of total of 31,91,536 shares, was dematerialized.

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DP).

xi) Address for correspondence:

Registered office: Vardhman Premises, Chandigarh Road, Ludhiana-141010

Tel : 0161-2228943-48

E-mail : secretarial.lud@vardhman.com

(Exclusively for redressal of investors' grievances)

xii) List of credit ratings:

The Company has not obtained rating from any credit rating agency during the financial year 2024-25 as the Company has not taken any Long term/ Short term borrowings.

Chairman & Managing Director's Declaration

- A. I, S.P. Oswal, Chairman & Managing Director of Vardhman Holdings Limited declare that all Board Members and Senior Management Personnel have affirmed compliance with 'Code of Conduct for Board & Senior Management Personnel' for the year ended 31st March, 2025.

Date: 23rd May, 2025

Place: Ludhiana

Sd/-

(S.P. Oswal)

Chairman and Managing Director

- B. I, S.P. Oswal, Chairman & Managing Director of Vardhman Holdings Limited, on behalf of the Board of Directors of the Company, hereby confirm that the Independent Directors of the Company fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management.

Date: 23rd May, 2025

Place: Ludhiana

Sd/-

(S.P. Oswal)

Chairman and Managing Director



CERTIFICATE FROM PRACTISING COMPANY SECRETARIES

This is to certify that on the basis of documents verified by us and explanations given to us by the Company, we hereby certify that none of the following directors on the Board of Vardhman Holdings Limited ('the Company') have been debarred or disqualified from being appointed or continuing as Directors of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any other Statutory Authority:

Sr. No.	Director Identification Number	Name of the Directors
1.	00121737	Mr. Shri Paul Oswal
2.	00746409	Mr. Sachit Jain
3.	00746471	Mrs. Suchita Jain
4.	07650988	Mr. Vikas Kumar
5.	06911676	Mr. Devendrabhushan Jain
6.	08249236	Mr. Manjul Pahwa
7.	07808149	Mrs. Pooja Mehta
8.	00765697	Mr. Rajeev Kumar Mittal

This certificate is issued pursuant to Clause 10 (i) of Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Ashok K Singla & Associates**
Company Secretaries,

Sd/-

Ashok Singla

Proprietor

Membership No. 2004

Certificate of Practice No. 1942

UDIN: F002004G000415857

Date: 23rd May, 2025

Place: Ludhiana

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To,
The Members of
Vardhman Holdings Limited

We have examined the compliance of conditions of Corporate Governance by Vardhman Holdings Limited (hereinafter referred "the Company"), for the year ended on 31st March, 2025 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

We further state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Ludhiana
Date: 23rd May, 2025
UDIN: F003254G000416018

For **Khanna Ashwani & Associates**
(Company Secretaries)

Sd/-
Ashwani Kumar Khanna
(Practising Company Secretary)
(B.Com, FCS, CAIIB)
M.No. F3254
CP No. 2220
Peer Review Number: 1190/2021

Financial Statements



Independent Auditors' Report

To the Members of

Vardhman Holdings Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Vardhman Holdings Limited ('the Company'), which comprise the Balance Sheet as at 31st March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash flows, the Standalone Statement of Changes in Equity, for the year then ended and notes to the standalone financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the Standalone financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, and the Profit and total comprehensive income, cash flows and changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements 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 Standalone Financial statements under the provisions of the Act and the Rules made 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 is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the Standalone Financial Statements for the year ended 31st March, 2025. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key audit matter	Auditor's Response
Existence and Valuation of investments The existence and valuation of investments is considered as a key audit matter since investments form the significant component of the balance sheet.	We performed the following procedures in relation to existence and valuation of investments: <ul style="list-style-type: none">➤ Obtained an understanding of the internal control structure and operating effectiveness of key controls surrounding valuation and existence of investments.➤ Tested the existence of the investments by obtaining and reconciling the direct confirmations of the holdings as at the end of the year.➤ Evaluated the methodologies, inputs, judgments made and assumptions used by management in determining fair values.➤ Assessed the appropriateness and adequacy of valuation of investments along with disclosures made in the financial statements in accordance with the applicable accounting standards.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report including annexures to the Board's Report, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Board of Directors for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, 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 management 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 Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are 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 these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, 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 controls 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 standalone financial statement 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 management.
- Conclude on the appropriateness of management'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 standalone financial statements 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 financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2.(A) As required by Section 143(3) of the Act, based on our audit, we report, that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance sheet, the Standalone Statement of profit and loss including other comprehensive income, Standalone statement of changes in equity and the Standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of directors, none of the directors is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of the company.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- (a) The company has disclosed the impact of pending litigations on its financial position in its standalone financial statements. Refer Note 27 to the standalone financial statements.
 - (b) The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - (d)(i) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in aggregate) have been received by the Company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.
 - (e) The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
 - (f) Based on our examination, which included test check and according to the information and explanations given to us, the accounting software used by the Company for maintaining its books of account for the year ended March 31, 2025 has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year. For all relevant transactions recorded in the software systems.
- Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the Statutory requirements for record retention.
- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

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

(M M KHANNA)
Partner

Place: Ludhiana
Date: May 23, 2025

M. No. 007517
UDIN: 25007517BOENZR2299

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Vardhman Holding Limited of even date)

To the best of our information and according to the explanations provided to us by the company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - (a)(A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company does not have any intangible assets. Accordingly, clause 3(i)(a)(B) of the order is not applicable.
 - (b) According to the information and explanations given to us, the Property, Plant and Equipment have been physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties disclosed in the standalone financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
 - (d) The Company has not revalued any of its Property, Plant and Equipment during the year.
 - (e) Based on the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.(a) The Company is an investment company primarily engaged in acquisition, sale, divest or otherwise dealing in securities, shares, stocks, equity linked securities, debentures, bonds etc. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from bank or financial institutions on the basis of the security of current assets at any point of time during the year. Accordingly, clause 3(ii) (b) of the Order is not applicable to the Company
- iii. According to the information and explanation given to us and the records examined by us, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties, hence reporting under clauses 3 (iii) (a), (c), (d), (e) and (f) is not applicable.

In our opinion, the investments made during the year are, prima facie, not prejudicial to the interest of the Company.
- iv. According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has not provided any loan, guarantee or security in respect of which provisions of sections 185 and 186 of the Act are applicable. In our opinion and according to the information and explanations given to us, the Company, being an NBFC registered with the RBI and engaged in the business of investments in ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act with respect to investments.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Act and the Rules framed thereunder. Hence reporting under clause 3(v) of the order is not applicable.
- vi. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Accordingly, the reporting under clause 3 (vi) of the Order is not applicable.

vii. In respect of statutory dues:

- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues, including goods and services tax, income tax, and other statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of goods and service tax, income tax, and other

applicable statutory dues as at 31st March, 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of records of the Company examined by us, the details of statutory dues referred to in sub-clause (a) above which have not been deposited as on 31st March, 2025 on account of disputes are given below

S. No	Name of Statute	Nature of Dues	Amount unpaid (₹ in Lakhs)	Period to which the amount relates (Financial year)	Forum where the dispute is pending
1	Income Tax Act, 1961	Income Tax	46.14	2022-23	Rectification filed under Section 154

- viii. According to the information and explanations given to us and records of the company examined, there are no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

- ix. The Company has not taken any loan or other borrowings during the financial year. Accordingly, the reporting under clause 3 (ix)(a) to (f) of the Order is not applicable.

- x.(a) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.

- (b) The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally convertible) during the year and hence reporting under clause 3(x)(b) of the Order is not applicable.

- xi.(a) According to the information and explanations given to us and based on our examination of records, no fraud by the Company and no fraud on the Company has been noticed or reported during the year

- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

- (c) The company has not received whistle blower complaints during the year. Therefore the clause 3 (xi)(c) of the order is not applicable to the company.

- xii. According to the information and explanation given to us, the Company is not a Nidhi Company. Therefore, clause 3(xii) of the Order is not applicable to the Company.

- xiii. In our opinion and according to the information and explanations given to us and based on our examination of records, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- xiv.(a) We have been informed by the company that it has its own internal audit department which conducts the internal audit on regular basis. Based on information and explanations provided to us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

- xv. According to information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or person connected with them. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.

- xvi.(a) According to the information and explanations given to us and audit procedures performed by us, the Company is required to be registered and has obtained the requisite registration under Section 45-IA of the Reserve Bank of India Act, 1934.

- (b) According to the information and explanations given to us and audit procedures performed by us, we report that the Company has not conducted any Non-Banking Financial

or Housing Finance activities without a valid Certificate of Registration (CoR) from Reserve Bank of India as per the Reserve Bank of India Act 1934.

- (c) According to the information and explanations given to us and audit procedures performed by us, we report that the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The company has not incurred cash losses in the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is

based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx.(a) In respect of other than ongoing projects, there are no unspent amounts towards Corporate Social Responsibility (CSR) requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the order is not applicable for the year.
- (b) In respect of on-going projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.
- xxi. The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial Statements. Accordingly, no comment in respect of the said clause has been included in report.

For K C Khanna & Co.

Chartered Accountants
Firm Reg. No. 000481N

(M M KHANNA)

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

UDIN: 25007517BOENZR2299

Annexure – “B” TO THE INDEPENDENT AUDITORS REPORT

(Referred to in paragraph 2(A)(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the members of Vardhman Holdings Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial control over financial reporting of Vardhman Holdings Limited (“the Company”) as of 31st March 2025 in conjunction with our audit of standalone financial statements of company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For K C Khanna & Co.

Chartered Accountants

Firm Reg. No. 000481N

(M M KHANNA)

Partner

M. No. 007517

UDIN: 25007517BOENZR2299

Place: Ludhiana

Date: May 23, 2025



Standalone Balance Sheet

As at March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	As at March 31, 2025	As at March 31, 2024
ASSETS			
(1) Financial Assets			
(a) Cash and Cash Equivalents	3	49.18	284.70
(b) Bank Balances other than (a) above	4	102.77	98.22
(c) Receivables			
(I) Trade Receivables		-	-
(II) Other Receivables	5	199.46	252.58
(d) Investments	6	92,774.36	89,338.27
(e) Other Financial assets	7	41.66	227.74
		93,167.43	90,201.51
(2) Non Financial Assets			
(a) Current tax assets (Net)	8	373.39	533.01
(b) Deferred tax assets (Net)	9	223.85	1,098.40
(c) Property, Plant and Equipment	10	318.74	319.46
(d) Other non-financial assets	11	10.94	10.09
		926.92	1,960.96
TOTAL ASSETS		94,094.35	92,162.47
Liabilities and Equity			
Liabilities			
(1) Financial Liabilities			
(a) Payables		-	-
(I) Trade Payables	12A	-	-
(i) total outstanding dues of micro enterprises and small enterprises		-	-
(ii) total outstanding dues of creditors other than of micro and small enterprises		-	-
(b) Other financial liabilities	12B	7.00	16.60
		7.00	16.60
(2) Non Financial Liabilities			
(a) Provisions	13	6.75	3.11
(b) Other non-financial liabilities	14	39.10	40.09
		45.85	43.20
(3) EQUITY			
(a) Equity Share Capital	15	319.24	319.24
(b) Other Equity	16	93,722.26	91,783.43
		94,041.50	92,102.67
TOTAL LIABILITIES AND EQUITY		94,094.35	92,162.47

See accompanying notes to the standalone financial statements

As per our report of even
date attached

For K C Khanna & Co.

Chartered Accountants
Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors

Standalone Statement Of Profit And Loss

for the year ended 31 March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Note no.	For the year ended March 31, 2025	For the year ended March 31, 2024
(I) Revenue from operations			
(i) Interest Income	17	119.48	102.87
(ii) Dividend Income	18	3,559.04	3,137.11
(iii) Net gain on fair value changes	19	1,932.81	1,158.21
Total Revenue from operations		5,611.33	4,398.19
II Other income	20	185.66	247.22
III Total Income (I + II)		5,796.99	4,645.41
IV Expenses			
Employee benefits expenses	21	62.01	48.36
Depreciation and amortization expense	10	0.72	0.72
Other expenses	22	556.24	385.57
Total Expenses		618.97	434.65
V Profit/(Loss) before exceptional Items and Tax (III-IV)		5,178.02	4,210.76
VI Exceptional Items		-	-
VII Profit before tax (V-VI)		5,178.02	4,210.76
- Current Tax (including adjustment relating to previous years)		1,014.20	761.19
- Deferred tax		482.82	174.77
IX Profit for the year (VII - VIII)		3,680.99	3,274.80
X Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
- Remeasurements of the defined benefits plans		(0.27)	(0.78)
- Gain/(loss) on Fair Valuation of Equity instruments carried at Fair value through other comprehensive income		(1,351.19)	1,464.15
(ii) Income tax relating to items that will not be reclassified to profit or loss	23	(231.12)	(165.89)
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other comprehensive Income for the year		(1,582.58)	1,297.48
XI Total Comprehensive income for the year (IX+X) (Comprising Profit and other Comprehensive Income for the year)		2,098.41	4,572.28
XII Earnings per equity share			
[Equity share having face value of ₹10/- each]	29		
Basic (Amount in ₹)		115.34	102.61
Diluted (Amount in ₹)		115.34	102.61

See accompanying notes to the standalone financial statements

As per our report of even date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors



Standalone Statement Of Cash Flows

for the year ended 31 March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March, 2025		For the year ended 31 March, 2024	
A. CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		5,178.02		4,210.76
Adjustments for non-cash and non-operating transactions:				
Depreciation and amortization expense	0.72		0.72	
Net(Profit)/Loss on sale/fair valuation of Investments measured at fair value through Profit & Loss	(1,932.81)		(1,158.21)	
Provision for Expected Credit Losses (ECL)	13.89		-	
Excess Income Written Off	181.97		46.23	
Provisions no longer required written Back	(0.97)		(4.62)	
		(1,737.20)		(1,115.88)
Operating profit before working capital changes		3,440.82		3,094.88
Adjustments for :				
(Increase)/Decrease in financial assets	43.34		181.15	
(Increase)/Decrease in non financial assets	(0.85)		1.79	
Increase/(Decrease) in financial liabilities	(8.63)		7.76	
Increase/(Decrease) in non financial liabilities	3.26		(53.40)	
		37.12		137.30
Cash Generation from Operations		3,477.94		3,232.18
Taxes Paid		(693.98)		(613.24)
Net Cash flows from / (used in) Operating activities (A)		2,783.96		2,618.94
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Investments of associate	(1,245.50)		(3,038.30)	
Purchase of Investments (other than associate)	(12,227.71)		(10,597.06)	
Sale of Investments	10,618.74		11,158.80	
(Increase)/Decrease in Bank Balances not considered as cash and cash equivalents	(4.55)		7.80	
Net Cash flows from / (used in) investing activities (B)		(2,859.02)		(2,468.76)
C. CASH FLOWS FROM FINANCING ACTIVITIES				
Dividend Paid	(160.46)		(160.22)	
Net Cash flows from / (used in) Financing Activities (C)		(160.46)		(160.22)
Net Increase in cash and cash equivalents (A+B+C)		(235.52)		(10.04)
Cash and cash equivalents as at the beginning of the year		284.70		294.74
Cash and cash equivalents as at the end of the year		49.18		284.70

Refer Note 3 for components of Cash and cash equivalents

See accompanying notes to the standalone financial statements

As per our report of even date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors

Standalone Statement of Changes in Equity

for the year ended 31 March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

A Equity Share Capital

Particulars	Amounts
Balance as at 1st April 2023	319.24
Changes in Equity Share Capital during the year	-
Balance as at 31st March 2024	319.24
Changes in Equity Share Capital during the year	-
Balance as at 31st March 2025	319.24

B Other Equity

Financial year ended March 31, 2025

Particulars	Reserves & Surplus					Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45 IC of RBI Act, 1934)	Retained Earnings	
Balance as of April ,1 2024	0.11	70.00	781.28	9,659.72	12,589.54	49,534.58	91,783.43
Profit for the year						3,680.99	3,680.99
Other Comprehensive Income for the year						(0.27)	(1,582.31)
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934		-	-		736.20	(736.20)	-
Final Dividend @ ₹5/- per equity share for financial year ended March 31, 2024						(159.58)	(159.58)
Balance as of March 31, 2025	0.11	70.00	781.28	9,659.72	13,325.74	52,319.52	93,722.26

See accompanying notes to the standalone financial statements

Standalone Statement of Changes in Equity

for the year ended 31 March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

B Other Equity(Contd..)

Financial year ended March 31, 2024

Particulars	Reserves & Surplus						Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Equity instruments through other comprehensive income	
Balance as of April ,1 2023	0.11	70.00	781.28	9,659.72	11,934.58	47,075.10	17,849.94	87,370.73
Profit for the year	-	-	-	-	-	3,274.80	-	3,274.80
Other Comprehensive Income for the year	-	-	-	-	-	(0.78)	1,298.26	1,297.48
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934	-	-	-	-	654.96	(654.96)	-	-
Final Dividend @ ₹5/- per equity share for financial year ended March 31, 2023	-	-	-	-	-	(159.58)	-	(159.58)
Balance as of March 31, 2024	0.11	70.00	781.28	9,659.72	12,589.54	49,534.58	19,148.20	91,783.43

See accompanying notes to the standalone financial statements

As per our report of even date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

1 CORPORATE INFORMATION

Vardhman Holdings Limited ('the company') is registered as a Non-Banking Financial Company ('NBFC') as defined under section 45-IA of the Reserve Bank of India ('RBI') Act, 1934 incorporated and domiciled in India. The company is principally engaged in investing activities. The Registered Office of the company is located at Chandigarh Road, Ludhiana (Punjab). The Company is listed on two stock exchanges i.e. at National Stock Exchange and at Bombay Stock Exchange. The standalone financial statements were approved for issue in accordance with a resolution of the Board of Directors dated May 23, 2025.

2.1 STATEMENT OF COMPLIANCE

These standalone financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), and the provisions of the Companies Act, 2013 ('the Act'). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.2 BASIS OF PREPARATION AND PRESENTATION

- (i) The standalone financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as required under Ind AS.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

For financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair

value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
 - Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
 - Level 3 inputs are unobservable inputs for the asset or liability.
- (ii) Accounting policies have been consistently applied except where in newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
- (iii) The functional and presentation currency of the Company is Indian rupees (INR) and all values are rounded to the nearest lakhs and two decimals thereof, except if otherwise stated.

2.3 MATERIAL ACCOUNTING POLICIES

2.3.1 Revenue recognition

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recognised using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

Dividend Income

Dividend income from investments measured at fair value through profit or loss as well as measured at fair value through other comprehensive income is recognized in the statement of profit and loss, when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and amount of dividend can be measured reliably.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Gain/Loss on sale of investments

Gain/loss on sale of investments is recognised on settlement date basis. Gain/loss on sale of investments is determined on the basis of weighted average cost method. On disposal of an investment, the difference between its carrying amount and net proceeds is charged or credited to the Statement of Profit and Loss.

Receipt against License Agreement:

Revenue in respect of receipt against License Agreement is recognized on accrual basis in accordance with the terms of the relevant agreement.

Rent and Other income

Rent and other income is recognized on accrual basis when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

2.3.2 Employee benefits

(a) Retirement and termination benefits

Defined Benefit Plans:

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment, based on the respective employee's salary and the tenure of employment with the Company in terms of the provisions of the Payment of Gratuity Act, 1972.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The company contributes ascertained liabilities to the a separate trust established by the Company. Trustees administer contributions made to the trust and the contributions are invested in the schemes as permitted by Law.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability.

Remeasurements comprising of actuarial gains and losses, and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability/asset) are recognized in Other Comprehensive Income which are not reclassified to profit or loss in subsequent periods and are reflected immediately in retained earnings.

(b) Short-term and other long-term employee benefits

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, annual leaves etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service.

Other long-term employee benefits- Compensated absences entitlements

Compensated absences entitlements, which are not expected to occur within twelve months after the end of the period in which the employee renders the related service, are recognised at the present value of the obligation based on actuarial valuation as on the reporting date, performed by an independent actuary using projected unit credit method. The service cost, interest cost and re-measurement gains and losses are recognised in the statement of profit and loss.

2.3.3 Income taxes

Income tax expense comprises the current tax and deferred tax.

Current tax

The current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to income tax refund is included in other income.

Current income tax assets/liabilities are recognized at the amount expected to be paid to and/or recoverable from the tax authorities.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income-tax liability, is considered as deferred tax asset if there is convincing evidence that the Company will pay normal income-tax. Accordingly, MAT Credit is recognised as asset when it is probable that future economic benefit associated with it will flow to the Company.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis.

Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

2.3.4 Property, plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost or deemed cost applied on transition to Ind AS, less accumulated depreciation and accumulated impairment losses, if any.

The Cost of an item of Property, plant and equipment comprises:

- a. its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates
- b. any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- c. the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or retirement of the assets or when no future economic benefits are expected from its use. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the assets costing ₹5000/- or below on which depreciation is charged @ 100%. Depreciation is calculated on pro-rata basis.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

2.3.5 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of Property plant and equipment and other non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

2.3.6 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When some or all of economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and amount of the receivable can be measured reliably.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.3.7 Leases

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized in the statement of profit and loss on a straight line basis or another systematic basis over the term of the relevant lease. The respective leased assets are presented in the balance sheet based on their nature.

2.3.8 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial recognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value except for trade receivable which is initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(ii) Subsequent measurement

A. Financial assets

(a) Financial assets measured at amortized cost

Financial instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- a. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- b. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The carrying amounts of financial assets that are subsequently measured at amortised cost are determined based on the effective interest method less any impairment losses.

Interest income for such instruments is recognised in profit or loss using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount.

(b) Financial assets measured at fair value through other comprehensive income

Financial instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- a. the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- b. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income for such instruments is recognised in profit or loss using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount.

Fair value changes on such assets are recognised in the other comprehensive income (OCI) until the financial asset is derecognised. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified to the statement of profit and loss.

(c) Financial assets measured at fair value through profit or loss (FVTPL)

All other financial assets are subsequently measured at fair value through profit or loss, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Dividend income from such instruments is recognized in the statement of profit and loss, when the right to receive the payment is established.

Fair value changes on such assets are recognised in the statement of profit and loss. Any gain or loss arising on de-recognition of such assets is recognised in the statement of profit and loss in the period in which it arises.

(d) Investments in equity instruments measured at fair value through other comprehensive income (FVTOCI)

This includes the investment in equity instruments not held for trading where the Company, on initial recognition, has made an irrevocable election to present the subsequent changes in fair value in other comprehensive income pertaining to such investments in equity instruments.

Dividend income from such instruments is recognized in the statement of profit and loss, when the right to receive the payment is established.

Fair value changes on such investments are recognised in the other comprehensive income (OCI) and are never reclassified to Statement of Profit and Loss.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(e) Investment in associates

Interest in associates are recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments. The Company assesses at the end of each reporting period, if there are any indications that the said investments may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost.

Dividend income from such instruments is recognized in the statement of profit and loss, when the right to receive the payment is established.

B. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

(a) Financial liabilities at fair value through profit and loss (FVTPL)

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

(b) Financial liabilities measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

C. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received. Incremental costs directly attributable to the issuance of equity instruments and buy back of equity instruments are recognized as a deduction from equity, net of any tax effects.

(iii) Impairment of financial assets

Financial assets that are carried at amortised cost and fair value through other comprehensive income (FVOCI) are assessed for possible impairments basis expected credit losses taking into account the past history of recovery, risk of default of the counterparty, existing market conditions etc. The impairment methodology applied depends on

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

whether there has been a significant increase in credit risk since initial recognition.

Expected Credit Losses are measured through a loss allowance at an amount equal to:

12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments).

For trade receivables or any contractual right to receive cash or another financial asset that result from transaction that are within the scope of Ind AS 115 and Ind AS 116, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

(iv) De-recognition of financial instruments

(a) Derecognition of financial assets

The Company derecognises a financial asset (or, a part of a financial asset) when:

- (i) The contractual right to the cash flows from the financial asset expires, or
- (ii) The company transfers its right to receive cash flow from the financial assets and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received/receivable is recognised in the profit or loss.

(b) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange

between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability.

On derecognition of a financial liability, the difference between the carrying amount of the financial liability derecognised and the consideration paid/payable is recognised in profit or loss.

(v) Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

(vi) Write off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

2.3.9 Earnings per share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.3.10 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, unrestricted balances with banks and short-term investments with the original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

2.3.11 Dividend

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend are recorded as a liability on the date of declaration by the company's Board of Directors.

2.3.12 Statement of Cash flows

The statement of cash flows is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

2.4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company accounting policies, the management of the Company is required to make judgements, estimates and assumptions that affect the reported amount of income, expenses, assets and liabilities and disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. The effect of revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the standalone financial statements:

(a) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future, salary increases, mortality rates and future pension

increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(b) Useful lives of depreciable tangible assets

The estimated useful lives of property plant and equipment and intangible assets are based on a number of factors including the effects of obsolescence, internal assessment of user experience and other economic factors (such as the known technological advancements, commercial obsolescence of the asset etc.). The useful life of property plant and equipment and intangible assets is reviewed on an ongoing basis.

(c) Fair Value measurements and valuation processes

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques, including the discounted cash flow model, underlying asset model, comparable companies multiple method and comparable transaction method which involve various judgements and assumptions.

(d) Provisions/ Contingent Liabilities

In ordinary course of business, the Company faces claims by various parties. The Company annually assesses such claims and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. Significant judgement is required for estimating the possible outflow of resources, if any, in respect of claims/litigations against the Company which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount etc.

2.5 APPLICABILITY OF NEW AND REVISED IND AS

Ministry of corporate affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has not notified any new standards or amendment to the existing standards applicable to the company as at March 31, 2025.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

3 Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Cash and cash equivalents		
a) Cash on hand	0.05	0.05
b) Balances with banks		
- In current accounts	49.13	284.65
	49.18	284.70

4 Bank Balances other than Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Other Bank Balances		
- Unpaid dividend accounts	8.35	9.23
- Others	94.42	88.99
	102.77	98.22

5 Receivables-Other Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Receivables considered good - Unsecured	199.46	252.58
	199.46	252.58

There is no amount due from directors or other Officer of the company or any of them either severally or jointly with any other person or the firm (including limited liability partnership) or private company respectively in which any director is a partner or a director or a member.

The above receivables are not due as at March 31, 2025 and March 31, 2024

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

6 Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets carried at cost		
Investment in equity instruments of Associates		
a. (Quoted)		
8,34,37,034 (31 March 2024: 8,31,70,317) Equity Shares of ₹2/- each fully paid up of Vardhman Textiles Limited	44,661.68	43,416.18
b. (Unquoted)		
25,000 (31 March 2024: 25,000) Equity Shares of ₹10/- each fully paid up of Vardhman Spinning & General Mills Limited	2.50	2.50
Financial assets designated to be measured at fair value through other comprehensive income		
a. Investment in equity instruments (Quoted)		
733,762 (31 March 2024: 733,762) Equity Shares of ₹10/- each fully paid up of Vardhman Acrylics Limited	295.41	374.22
1,04,37,908 (31 March 2024: 1,04,37,908) Equity Shares of ₹10/- each fully paid up of Vardhman Special Steels Limited	20,866.42	22,138.80
Financial assets measured at fair value through profit and loss		
a. Investment in equity/preference instruments (quoted)		
10,07,110 (31 March 2024: 10,20,011) Equity Shares of ₹1/- each of Welspun India Limited	1,360.81	1,403.54
112 (31 March 2024: 112) Equity shares of ₹10/- each fully paid-up of Garware Nylon Ltd.	-	-
50 (31 March 2024: 50) Equity shares of ₹10/- each fully paid-up of Vinod Paper Mills Limited	-	-
1,150 (31 March 2024: 1,150) Equity shares of ₹1/- each fully paid-up of Hindustan Unilever Ltd.	25.97	26.04
8,000 (31 March 2024: 8,000) Preference shares of ₹10000/- each fully paid-up of Infrastructure Leasing & Financial Services Limited #	-	-
19,280 (31 March 2024 : 19,280) Equity shares of ₹2/- each fully paid up of One Mobikwik Systems Limited	58.62	218.31
b. Investment in Equity instruments (Unquoted)		
*NIL (31 March 2024: 7,870) Equity Shares of ₹10/- each fully paid up of Ambojini Property Developers Private Limited	-	1.55
c. Investment in Debentures (Unquoted)		
*NIL (31 March 2024: 72,261) 10% Convertible Debentures of ₹100 each of Ambojini Property Developers Private Limited	-	142.16
*NIL (31 March 2024: 80) Units of ₹100,000/- each of Sutlej Housing Pvt. Ltd.	-	60.00
*33.79 (31 March 2024: 35) Units of ₹100,000/- each of Midcity Infrastructure Pvt. Ltd.	25.34	26.25
*NIL (31 March 2024: 62) Units of ₹100,000/- each of Gulam Mustafa Enterprises Pvt. Ltd.	-	28.77
d. Investment in mutual funds (quoted)		
Fixed maturity plans		
2,474.77 Units (31 March 2024: 1,704.26) Units of ₹1000/- each of SBI Liquid Fund Direct Plan Growth	100.38	64.41
1,43,00,617.114 units (31 March 24: 61,36,934.61) of Kotak Equity arbitrage fund of ₹10 each	5,627.68	2,233.00

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
NIL (31 March 2024 : 5,12,801.52) units of ₹10/- each L&T arbitrage opportunities fund direct growth	-	95.05
1,71,29,310.01 units (31 March 2024: 1,64,87,049.89) Units of ₹10/- each of SBI Arbitrage Opportunities Direct Plan-Growth	6,048.87	5,396.84
4,80,03,898.23 Units (31 March 2024 : 4,80,03,898.23) Units of ₹10 each of SBI CPSE BP SDL SEP 2026 50:50 Index Fund- Direct - Growth	5,784.37	5,360.84
2,32,88,229.598 (31 March 2024 : 2,32,88,229.598) units of ₹10 each of Edelweiss Nifty PSU Bond Plus SDL Apr 2026 50:50 Index Fund - Direct Plan Growth	2,979.92	2,764.90
e. Investment in Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds (Unquoted)		
4,499,733.887 Units (31 March 2024: 4,499,775.01) Units of ₹10/- each of INDIA Housing Fund Series -4	570.19	605.11
2,025,509.10 (31 March 2024: 2,162,776.60) Units of ₹10/- each of Zodius Technology Fund	42.19	65.23
2,55,083.93 (31 March 2024: 2,55,083.93) Units of ₹100/- each of IVY Cap Venture Fund-II	612.43	555.67
3,901,115.43 (31 March 2024: 39,05,499.21) Units of ₹10/- each of IIFL Seed Venture Fund 1	624.22	668.43
1,06,384 (31 March 2024: 2,45,432) Units of ₹100/- each of ICICI Prudential Real Estate fund AIF-I	46.39	152.73
* 1,168.48 Units (31 March 2024: 1,553.43) Units of ₹100,000/- each of ASK Real Estate Fund	1,315.62	1,774.81
335.05 Units (31 March 2024: 574.59) Units of ₹100,000/- each of Baring Private Equity India AIF	1,309.35	1,312.61
398.99 Units (March 31, 2024: 450) units of ₹100,000/- each of INVESTEC Emerging India Credit Opportunities fund	416.00	450.32
Total	92,774.36	89,338.27

Notes:

1. Aggregate amount of quoted investments	87,810.13	83,273.80
2. Aggregate amount of unquoted investments	4,964.23	6,064.47
3. Market value of quoted investments	3,72,849.89	4,07,719.94

*Investments are purchased through Portfolio Management Services

#Investment in preference shares of IL&FS group companies aggregating to ₹539 Lakhs. In view of the uncertainty prevailing with respect to recovery of the investment value from the IL&FS group, the Management has measured such investments at ₹NIL (March 31, 2024 ₹ NIL) and recorded such adjustment as FVTPL.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Classification of Investments

As at March 31, 2025

Investments	Amortised Cost	At Fair Value					Others (investments in associates measured at cost)	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through Other Comprehensive Income	Designated at fair value through profit or loss	Sub-total		
	(1)	(2)	(3)	(4)	(5)	(6)=(2)+(3)+(4)+(5)	(7)	(8)=(1)+(6)+(7)
Equity instruments	-	-	1,445.40	21,161.83	-	22,607.24	44,664.18	67,271.41
Preference instruments	-	-	-	-	-	-	-	-
Mutual Funds	-	-	20,541.22	-	-	20,541.22	-	20,541.22
Debentures	-	-	25.34	-	-	25.34	-	25.34
Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds	-	-	4,936.39	-	-	4,936.39	-	4,936.39
Gross Total (A)	-	-	26,948.35	21,161.83	-	48,110.18	44,664.18	92,774.36
(i) Investments outside india	-	-	-	-	-	-	-	-
(ii) Investments in India	-	-	26,948.35	21,161.83	-	48,110.18	44,664.18	92,774.36
Total (B) (to tally with (A))	-	-	26,948.35	21,161.83	-	48,110.18	44,664.18	92,774.36
Allowance for Impairment loss (C)	-	-	-	-	-	-	-	-
Net D=(A)-(C)	-	-	26,948.35	21,161.83	-	48,110.18	44,664.18	92,774.36

As at March 31, 2024

Investments	Amortised Cost	At Fair Value					Others (investments in associates measured at cost)	Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through Other Comprehensive Income	Designated at fair value through profit or loss	Sub-total		
	(1)	(2)	(3)	(4)	(5)	(6)=(2)+(3)+(4)+(5)	(7)	(8)=(1)+(6)+(7)
Equity instruments	-	-	1,649.43	22,513.02	-	24,162.45	43,418.68	67,581.13
Preference instruments	-	-	-	-	-	-	-	-
Mutual Funds	-	-	15,915.03	-	-	15,915.03	-	15,915.03
Debentures	-	-	257.18	-	-	257.18	-	257.18
Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds	-	-	5,584.93	-	-	5,584.93	-	5,584.93
Gross Total (A)	-	-	23,406.58	22,513.02	-	45,919.60	43,418.68	89,338.27
(i) Investments outside india	-	-	-	-	-	-	-	-
(ii) Investments in India	-	-	23,406.58	22,513.02	-	45,919.60	43,418.68	89,338.27
Total (B) (to tally with (A))	-	-	23,406.58	22,513.02	-	45,919.60	43,418.68	89,338.27
Allowance for Impairment loss (C)	-	-	-	-	-	-	-	-
Net D=(A)-(C)	-	-	23,406.58	22,513.02	-	45,919.60	43,418.68	89,338.27

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

7 Other Financial assets

PARTICULARS	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Interest Receivable	41.66	227.74
	41.66	227.74

8 Current Tax assets (Net)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Current tax asset (net of provision for taxation)	373.39	533.01
	373.39	533.01

9 Deferred tax (liabilities)/assets (net)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Deferred tax liabilities		
Unrealised gain on investments carried at fair value through profit or loss / other comprehensive income	2,305.02	1,591.58
Gross deferred tax liabilities (A)	2,305.02	1,591.58
Deferred tax assets		
Difference between carrying value of Property plant and equipment as per books of account and tax base	0.09	0.09
Provision for employee benefits	0.27	0.78
Gross deferred tax assets (B)	0.36	0.87
Mat Credit Recoverable (C)	2,528.51	2,689.11
Deferred tax (liabilities)/assets (Net) (B+C-A)	223.85	1,098.40

(Also refer note 23)

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

10 PROPERTY, PLANT & EQUIPMENT

Financial year ended March 31, 2025

Particulars	Gross carrying value			Accumulated depreciation			Net carrying value	
	Balance as at 01.04.2024	Additions/ Adjustments	Disposal	Balance as at 31.03.2025	Balance as at 01.04.2024	Depreciation during the year	Eliminated on disposal of assets	Balance as at 31.03.2025
1. Freehold land	284.33	-	-	284.33	-	-	-	284.33
2. Buildings	40.14	-	-	40.14	5.05	0.72	-	34.37
3. Office Equipment	0.73	-	-	0.73	0.69	-	-	0.04
Total	325.20	-	-	325.20	5.74	0.72	-	318.74

Financial year ended March 31, 2024

Particulars	Gross carrying value			Accumulated depreciation			Net carrying value	
	Balance as at 01.04.2023	Additions/ Adjustments	Disposal	Balance as at 31.03.2024	Balance as at 01.04.2023	Depreciation during the year	Eliminated on disposal of assets	Balance as at 31.03.2024
1. Freehold land	284.33	-	-	284.33	-	-	-	284.33
2. Buildings	40.14	-	-	40.14	4.33	0.72	-	35.09
3. Office Equipment	0.73	-	-	0.73	0.69	-	-	0.04
Total	325.20	-	-	325.20	5.02	0.72	-	319.46

Note:

- Refer note no. 27 for detail of contractual Commitment towards purchase of Property, Plant and Equipment.
- The Company has not revalued any of its property, plant and equipment during the year.
- The title deeds of all the immovable properties are held in the name of the Company.
- The Company has given a flat, situated at Bangalore, on lease for short term period. The gross carrying amount and accumulated depreciation in respect of such flat is ₹ 40.14 Lakhs and ₹ 5.77 Lakhs respectively (March 31, 2024; ₹ 40.14 Lakhs and ₹ 5.05 Lakhs respectively). The depreciation for the year in respect of such flat is ₹ 0.72 Lakhs (March 31, 2024; ₹ 0.72 Lakhs). The rental income recorded for the year ended March 31, 2025 is ₹ 1.80 Lakhs (March 31, 2024 ₹ 1.80 Lakhs). Such flat has not been classfied as investment property as the same has been given on lease on temporary basis only and shall be used by the Company for its own use.
- The aggregate depreciation has been included under depreciation and amortization expense in the statement of Profit and Loss.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

11 Other non-financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
(unsecured, considered good)		
Prepaid Expenses	6.49	3.61
Security Deposit	4.25	4.19
Advances To Suppliers(Other than Capital Advances)	0.20	2.29
	10.94	10.09

12A Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

12B Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Other Payables:-		
- Expenses Payables *	1.55	12.33
- Dues to Employees	4.40	4.27
- Retention money	1.05	-
	7.00	16.60

*including unspent CSR Expense amounting to ₹NIL (FY 2023-24 : 9.13 Lacs), also refer note 31.

13 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits :		
- Gratuity	2.39	0.44
- Compensated absences	4.36	2.67
	6.75	3.11

(Also refer note 25)

14 Other non- financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Remittances	30.75	30.86
Unpaid dividends#	8.35	9.23
	39.10	40.09

#unpaid dividends do not include any amount due and outstanding required to be credited to the Investors' Education and Protection Fund



Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

15 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised share capital:		
3,00,00,000 (March 31, 2024: 3,00,00,000) equity shares of ₹10 each	3,000.00	3,000.00
1,00,00,000 (March 31, 2024: 1,00,00,000) redeemable cumulative preference shares of ₹10 each	1,000.00	1,000.00
	4,000.00	4,000.00
Issued up share capital comprises:		
31,91,536 (March 31, 2024: 31,91,536) equity shares of ₹10 each	319.15	319.15
	319.15	319.15
Subscribed and fully paid up share capital comprises:		
31,91,536 (March 31, 2024: 31,91,536) equity shares of ₹10 each	319.15	319.15
Add: Forfeited Shares (Amount originally paid-up)	0.09	0.09
	319.24	319.24

15.1 Rights, preference and restriction attached to equity shares

The Company has one class of equity shares having a par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15.2 Rights, preference and restriction attached to preference shares

The rate of dividend on preference shares will be decided by the Board of Directors as and when issued. Preferential shares as and when issued shall have the cumulative right to receive dividend as and when declared and shall have preferential right of repayment on amount of capital.

15.3 Reconciliation of number of shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year	31,91,536	319.24	31,91,536	319.24
Add:- Shares Issued during year	-	-	-	-
Balance as at the end of the year	31,91,536	319.24	31,91,536	319.24

15.4 Details of shares held by the holding Company

There is no Holding / Ultimate Holding Company of the Company.

15.5 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Adishwar Enterprises LLP	10,48,770	32.86%	10,48,770	32.86%
Devakar Investment & Trading Company Private Limited	10,94,330	34.29%	10,94,330	34.29%

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

15.6 Details of Shares held by promoters at the end of the year

Name of Promoter	Year ended March,31 2025			Year ended March,31 2024		
	Shares held by promoters at the end of the year		% change during the year	Shares held by promoters at the end of the year		% change during the year
	Number of shares	% holding		Number of shares	% holding	
Adishwar Enterprises LLP	10,48,770	32.86%	0%	10,48,770	32.86%	0%
Devakar Investment & Trading Company Private Limited	10,94,330	34.29%	0%	10,94,330	34.29%	0%
Shri Paul Oswal	56,880	1.78%	0%	56,880	1.78%	0%
Flamingo Finance & Investment Company Limited	50,671	1.59%	0%	50,671	1.59%	0%
Ramaniya Finance & Investment Company Limited	29,343	0.92%	0%	29,343	0.92%	0%
Suchita Jain	28,416	0.89%	0%	28,416	0.89%	0%
Shakun Oswal	19,084	0.60%	0%	19,084	0.60%	0%
Northern Trading Company	13,760	0.43%	0%	13,760	0.43%	0%
Santon Finance & Investment Company Limited	12,266	0.38%	0%	12,266	0.38%	0%
Mahavir Spinning Mills Private Limited	10,332	0.32%	0%	10,332	0.32%	0%
Eastern Trading Company	9,840	0.31%	0%	9,840	0.31%	0%
Paras Syndicate	7,610	0.24%	0%	7,610	0.24%	0%
Amber Syndicate	6,689	0.21%	0%	6,689	0.21%	0%
Sachit Jain	2,330	0.07%	0%	2,330	0.07%	0%
Soumya Jain	80	0.00%	0%	80	0.00%	0%
Sagrika Jain	40	0.00%	0%	40	0.00%	0%
SP Oswal Trust (Shri Paul Oswal, Trustee)	-	0.00%	0%	-	0.00%	0%
Mrs. Shakun Oswal Trust (Shri Paul Oswal, Trustee)	-	0.00%	0%	-	0.00%	0%

15.7. No equity shares have been issued for consideration other than cash, allotted by way of bonus shares during the period of five years immediately preceding the reporting date. Further, no shares have been bought back during the period of five years immediately preceding the reporting date.

16 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Reserves & Surplus		
Capital Reserve	0.11	0.11
Capital Redemption Reserve	70.00	70.00
Securities Premium	781.28	781.28
General reserve	9,659.72	9,659.72
Statutory Reserve (u/s 45-IC of RBI Act, 1934)	13,325.74	12,589.54
Retained Earnings	52,319.52	49,534.58
Items of other comprehensive income		
Gain/(loss) on Equity instruments measured at fair value through other comprehensive income	17,565.89	19,148.20
Total	93,722.26	91,783.43

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Movement in Other Equity during the year

Financial year ended March 31, 2025

Particulars	Reserves & Surplus						Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Equity instruments measured at fair value through OCI	
Balance as of April 1, 2024	0.11	70.00	781.28	9,659.72	12,589.54	49,534.58	19,148.20	91,783.43
Profit for the year						3,680.99		3,680.99
Other Comprehensive Income for the year						(0.27)	(1,582.31)	(1,582.58)
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934		-	-		736.20	(736.20)		-
Dividend @ ₹5/Share for financial year 2023-24						(159.58)		(159.58)
Balance as of March 31, 2025	0.11	70.00	781.28	9,659.72	13,325.74	52,319.52	17,565.89	93,722.26

Financial year ended March 31, 2024

Particulars	Reserves & Surplus						Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Equity instruments measured at fair value through OCI	
Balance as of April 1, 2023	0.11	70.00	781.28	9,659.72	11,934.58	47,075.10	17,849.94	87,370.73
Profit for the year						3,274.80		3,274.80
Other Comprehensive Income for the year						(0.78)	1,298.26	1,297.48
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934		-	-		654.96	(654.96)		-
Dividend @ ₹5/Share for financial year 2022-23						(159.58)		(159.58)
Balance as of March 31, 2024	0.11	70.00	781.28	9,659.72	12,589.54	49,534.58	19,148.20	91,783.43

Nature and Purposes of Reserves

a. Capital reserve

Capital reserve represents reserve recognised on amalgamation being the difference between consideration amount and net assets of the transferee Company.

b. Capital redemption reserve

Capital Redemption reserve is a statutory, non-distributable reserve into which amounts are transferred following the redemption or purchase of a Company's own shares.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

c. Securities premium

Securities premium represents amount of premium recognised on issue of shares to shareholders at a price more than its face value. The reserve can be utilised only for limited purposes in accordance section 52 and other provisions of the Companies Act, 2013.

d. General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013.

e. Statutory Reserve (u/s 45-IC of RBI Act, 1934)

Statutory Reserve is mandatory reserve to created by NBFC Companies u/s 45-IC of RBI Act, 1934 every year @ 20% of net profit after tax during the year.

f. Retained earnings

Retained earnings are the profits earned till date after transfers to general/other reserves, dividends or other distributions paid to the shareholders. The amount is available for distribution to its equity shareholders.

g. Equity instrument through other comprehensive income

Reserve for equity instruments through other comprehensive income represents the cumulative gains and losses arising on the fair valuation of certain equity instruments which the Company has elected to measured at fair value through other comprehensive income. The amount from this reserve is transferred to retained earnings when such equity instruments are derecognised.

17 Interest Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
From financial assets measured at fair value through profit or loss:		
- Interest Income from investments	100.17	97.07
- Interest Income from others	19.31	-
From financial assets measured at amortized cost:		
- Interest Income from bank deposits	-	5.80
	119.48	102.87

18 Dividend Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividend Income from investments:		
- measured at fair value through profit or loss	1.90	1.94
- designated at fair value through other comprehensive income held at the end of the reporting period	223.43	227.10
- measured at cost (i.e. investments in associates)	3,333.71	2,908.06
	3,559.04	3,137.11

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

19 Net gain on fair value changes

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(A) Net gain on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investments *	1,932.81	1,158.21
Total	1,932.81	1,158.21
Fair Value changes		
- Realised	976.79	519.92
- Unrealised	956.02	638.29
Total	1,932.81	1,158.21

*Includes distribution from Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds

20 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Receipt against License agreement	182.89	176.90
Rent received	1.80	1.80
Provision no longer required written back	0.97	4.62
Miscellaneous	-	63.90
	185.66	247.22

21 Employee Benefits Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	62.01	48.36
	62.01	48.36

(Also refer note 25)

22 Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rates and taxes	2.07	1.78
Printing and stationery	0.64	1.39
Other Financial Charges	0.25	0.07
Directors' sitting fees and incidental expenses	2.33	2.95
Payment to auditors		
- As audit fee	1.00	1.00
- As reimbursement of expenses	-	0.22
Legal and Professional charges	308.83	252.37
Insurance	3.63	4.01
Expenditure towards CSR activities (also refer Note No. 31)	21.19	45.05

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Charity & Donation	11.51	23.00
Excess Income Written Off	181.97	46.23
Provision for Expected Credit Losses (ECL)	13.89	-
Miscellaneous [#]	8.93	7.49
	556.24	385.57

[#]does not include any item of expenditure with a value of more than 1% of revenue from operations

23 Tax Expense

23.1 Deferred tax (liabilities)/Assets (Net)

Financial year ended March 31, 2025

Particulars	Opening Balance	Mat Credit Adjustment	Recognised in profit or loss	Recognised in OCI	Closing Balance
Deferred tax liabilities					
Unrealised gain on investments carried at fair value through profit or loss / other comprehensive income	1,591.58	-	482.31	231.12	2,305.02
Gross deferred tax liabilities (A)	1,591.58	-	482.31	231.12	2,305.02
Deferred tax assets					
Difference between carrying value of Property plant and equipment as per books of account and tax base	0.09	-	-	-	0.09
Provision for employee benefits	0.78	-	(0.51)	-	0.27
MAT credit recoverable	2,689.11	(160.60)	-	-	2,528.51
Gross deferred tax assets (B)	2,689.98	(160.60)	(0.51)	-	2,528.87
Deferred tax (liabilities)/assets (Net) (B+C-A)	1,098.40	(160.60)	(482.82)	(231.12)	223.85

Financial year ended March 31, 2024

Particulars	Opening Balance	Mat Credit Adjustment	Recognised in profit or loss	Recognised in OCI	Closing Balance
Deferred tax liabilities					
Unrealised gain on investments carried at fair value through profit or loss / other comprehensive income	1,251.76	-	173.93	165.89	1,591.58
Gross deferred tax liabilities (A)	1,251.76	-	173.93	165.89	1,591.58
Deferred tax assets					
Difference between carrying value of Property plant and equipment as per books of account and tax base	0.10	-	(0.01)	-	0.09
Provision for employee benefits	1.61	-	(0.83)	-	0.78
MAT credit recoverable	3,063.30	(374.19)	-	-	2,689.11
Gross deferred tax assets (B)	3,065.01	(374.19)	(0.84)	-	2,689.98
Deferred tax (liabilities)/assets (Net) (B+C-A)	1,813.25	(374.19)	(174.77)	(165.89)	1,098.40

Note: Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.



Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

23.2.1 Tax expense recognised in profit or loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax		-
- Relating to current year	1,014.20	986.39
- relating to previous year	-	(225.20)
Deferred tax	482.82	174.77
	1,497.02	935.96

23.2.2 Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	5,178.02	4,210.76
Tax at the Indian Tax Rate of 29.12%	1,507.84	1,226.17
Effect of income that is taxable at lower rates	(145.16)	(34.16)
Effect of expenses that are non-deductible in determining taxable profit	38.66	114.83
Differential tax rate on capital gain on sale of investments/mark to market gain on investment	343.40	-
Effect of income that is exempt from taxation	(105.76)	(278.08)
Effect of deductions claimed as per Income tax laws	(46.47)	(58.16)
Effect of long term loss carried forward	(95.48)	190.57
Tax adjustment relating to previous year	-	(225.20)
Total tax expense recognised in profit or loss	1,497.02	935.96

23.3 Tax expense recognised in other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Remeasurement of defined benefit obligation	-	-
Gain/(loss) on Fair Valuation of Equity instruments carried at FVOCI	231.12	165.89
Total tax expense recognised in other comprehensive income	231.12	165.89

24 Financial Instruments and Financial Risk Management

24.1 Classification of Financial instruments

Particulars	At Amortised Cost #	At fair value through profit or loss		At fair value through Other comprehensive income		Total carrying value/ Fair Value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory	
As at March 31, 2025						
Financial Assets						
Cash and cash equivalents	49.18		-		-	49.18
Bank balances other than Cash and cash equivalents	102.77		-		-	102.77

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	At Amortised Cost #	At fair value through profit or loss		At fair value through Other comprehensive income		Total carrying value/ Fair Value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory	
Other Receivables	199.46		-			199.46
Investments*	-		26,948.35	21,161.83	-	48,110.18
Other Financial Assets	41.66		-		-	41.66
Total	393.07	-	26,948.35	21,161.83	-	48,503.25
Financial Liabilities						
Trade Payables	-	-	-	-	-	-
Other financial liabilities	7.00	-	-	-	-	7.00
Total	7.00	-	-	-	-	7.00
As at March 31, 2024						
Financial Assets						
Cash and cash equivalents	284.70		-	-	-	284.70
Bank balances other than Cash and cash equivalents	98.22		-	-	-	98.22
Other Receivables	252.58		-	-	-	252.58
Investments*	-		23,406.57	22,513.02	-	45,919.59
Other Financial Assets	227.74		-	-	-	227.74
Total	863.24	-	23,406.57	22,513.02	-	46,782.83
Financial Liabilities						
Trade Payables	-	-	-	-	-	-
Other financial liabilities	16.60	-	-	-	-	16.60
Total	16.60	-	-	-	-	16.60

*Carrying value of the financial assets and financial liabilities designated at amortised cost approximates its fair value largely due to short-term nature of these instruments.

*Investment value excludes investment in Associates of ₹ 44,664.18 Lakhs (March 31, 2024: ₹ 43,418.68 lakhs) which are carried at cost as per Ind AS 27 "Separate Financial Statements".

24.2 Fair value hierarchy

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

Level 1:

Quoted prices in an active market: This level of hierarchy includes financial instruments that are measured by reference to quoted prices (unadjusted) in active markets for identical instruments.

Level 2:

Valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

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for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Level 3:

Valuation techniques with unobservable inputs: This level of hierarchy includes instruments measured using inputs that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data.

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2025				
Financial Assets				
Investments in quoted equity instruments	22,607.23	-	-	22,607.23
Investments in unquoted equity instruments	-	-	-	-
Investments in quoted mutual funds	20,541.22	-	-	20,541.22
Investments in unquoted debentures/other funds	-	-	4,961.73	4,961.73
	43,148.45	-	4,961.73	48,110.18
As at March 31, 2024				
Financial Assets				
Investments in quoted equity instruments	23,942.60	-	-	23,942.60
Investments in unquoted equity instruments	-	-	219.86	219.86
Investments in quoted mutual funds	15,915.03	-	-	15,915.03
Investments in unquoted debentures/other funds	-	-	5,842.10	5,842.10
	39,857.63	-	6,061.96	45,919.59

The following methods and assumptions were used to estimate the fair values:

Quoted equity investments: Fair value is derived from quoted market prices in active markets.

Unquoted equity investments: Fair value is derived on the basis of net asset value approach, in this approach the net asset value is used to capture the fair value of these investments.

Quoted mutual funds: Fair value is determined by reference to quotes from the financial institutions, i.e. net asset value (NAV) for mutual fund declared by mutual fund house.

Unquoted debentures/other funds: Fair value is determined by reference to quotes from fund houses/portfolio management services companies.

Reconciliation of Level 3 fair value measurements is given below:

Particulars	Unquoted equity instruments	Unquoted debentures/ other funds	Total
As at April 01, 2023	219.86	8,468.89	8,688.75
Additions during the year	-	467.47	467.47
Sales during the year	-	(2,044.29)	(2,044.29)
Gain/(loss) recognised in profit and loss on fair value changes	-	(1,049.97)	(1,049.97)
As at March 31, 2024	219.86	5,842.10	6,061.96
Additions during the year	-	-	-
Sales during the year / Re-classified to Quoted Investments	(219.86)	(937.13)	(1,156.99)
Gain/(loss) recognised in profit and loss on fair value changes	-	56.76	56.76
As at March 31, 2025	-	4,961.73	4,961.73

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

24.3 Financial Risk Management

This note explains the risk which company is exposed to and policies and framework adopted by the company to manage these risks.

The Company's activities expose it mainly to the market risk, credit risk and liquidity risk.

The monitoring and management of such risks is undertaken by the senior management of the Company. There are appropriate policies and procedures in place through which such financial risks are identified, measured and managed by the Company. The Audit Committee and the Board are regularly apprised of these risks and measures used to mitigation these risks.

a. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse changes in market rates and prices such as currency risk, interest rate risk, other price risk etc.

(i) Currency Risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk

(ii) Interest rate risk

Since the Company does not have any significant financial assets or financial liabilities bearing floating interest rates, any change in interest rates would not have any significant impact on the financial statements of the Company.

(iii) Price Risk

The company is exposed to price risk arising from investments held by the company and classified in the balance sheet either as at fair value through profit or loss or at fair value through other comprehensive income.

To manage its price risk arising from investments, the company diversifies its portfolio in equity, debt, money market and other instruments (including through funds). The Company also has strategic asset allocation benchmarks and risk limits.

Sensitivity analysis

The table below summaries the impact of increase/decrease in the prices of investments held at the end of the year on the company's profit and other comprehensive income for the year. The analysis is based on the assumption that prices of investments are increased or decreased by 5% with all other variables held constant:

- (i) In respect of investments measured at fair value through profit of loss, profit for the year ended March 31, 2025 would have been increased/decreased by ₹ 1,347.42 Lakhs (March 31, 2024 by ₹ 1,170.83 Lakhs) as a result of the changes in prices of investments.
- (ii) In respect of investments measured at fair value through other comprehensive income, other comprehensive income for the year ended March 31, 2024 would have been increased/decreased by ₹1,058.09 Lakhs (March 31, 2024: 1,125.65 Lakhs) as a result of the changes in prices of investments.

b. Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counter-party fails to meet its contractual obligations.

Financial instruments that are subject to concentrations of credit risk principally consist of receivables, cash and cash equivalents, bank deposits, investments in debentures, mutual funds & other funds and other financial assets.



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for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

The maximum exposure to credit risk was ₹25,896.02 Lakhs and ₹22,620.39 Lakhs, as at March 31, 2025 and March 31, 2024 respectively, being the total carrying value of trade receivables, cash and cash equivalents, balances with bank, investments (excluding equity investments) and other financial assets.

Credit risk with respect to receivables is limited, since the receivables amount is immaterial. To manage the credit risk, the credit worthiness of the receivables is evaluated on an ongoing basis and investment is made only after considering counterparty risks based on multiple criteria including Tier I capital, Capital Adequacy Ratio, Credit Rating, Profitability, NPA levels and deposit base of banks and financial institutions etc. These risks are monitored regularly as per its risk management program.

As at the end of the reporting period, all the investments have been fair valued and receivables, bank balances and other financial assets are considered to be good.

c. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they become due.

The Company has no borrowings. Further, other financial liabilities of the Company are negligible amounting to ₹ 7.00 Lakhs and ₹16.60 Lakhs as at March 31, 2025 and March 31, 2024 respectively.

The Company's principal sources of liquidity are cash and cash equivalents and cash flows that are generated from operations. Additionally, the Company has invested its surplus funds in such instruments ensuring availability of liquidity as and when required. Hence, the Company carries a negligible liquidity risk.

25 Employee Benefits

25.1 Defined Contribution plans

The Company has not incurred any expense on account of defined contribution plans during the year ended March 31, 2025 and March 31, 2024.

25.2 Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees in terms of the provisions of the Payment of Gratuity Act, 1972. This defined benefit plan of gratuity is administered by a separate trust that is legally separate from the entity. The Company makes annual contributions to the trust and trust is responsible for investments with regard to the assets of the trust. The Company accounts for the liability for gratuity benefits payable in the future based on actuarial valuation using projected unit credit method. Each year, the Company review the level of funding. Such a review includes the asset-liability matching strategy and assessment of the investment risk. The Company decides its contribution based on the results of this annual review.

These plans typically expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment Risk

The actual return on plan assets below the expected return will create plan deficit.

Salary Risk

The present value of defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Interest Risk

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in value of the liability.

Longevity Risk

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plans liability.

The principal assumption used for the purpose of the actuarial valuation were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.99%	7.22%
Salary increase	6.00%	6.00%
Expected average remaining working life	9.70	9.69
Mortality Rates	100% of IALM (2012-14)	100% of IALM (2012-14)
Method used	Project unit credit method	Project unit credit method

Amounts recognised in statement of profit and loss:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current Service cost	1.65	1.34
Net interest cost	0.03	0.40
	1.68	1.74

The current service cost, past service cost and the net interest expenses for the year are included in Note 21 "Employee Benefits Expenses" under the head "Salaries and Wages".

Amounts recognised in Other Comprehensive Income:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial gain/(losses) arising from changes in financial assumptions	(0.02)	-
Actuarial gain/(losses) arising from changes in experience adjustments	(0.27)	(0.69)
Actuarial gain/(losses) arising from changes in Demographic Assumption	-	-
Actuarial gain/(losses) arising on Asset	0.02	(0.09)
	(0.27)	(0.78)

Amount recognized in Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of funded defined benefit obligation (a)	11.60	9.01
Fair Value of Plan Assets (b)	9.21	8.57
Net assets / (liability) (b-a)	(2.39)	(0.44)
Net assets / (liability)	(2.39)	(0.44)

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for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Movements in the present value of defined benefit obligation are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Defined benefit obligation as at the beginning of the year	9.01	8.44
Current Service Cost	1.65	1.34
Interest Cost	0.65	0.62
Actuarial (gain)/losses arising from changes in experience adjustments	0.29	0.69
Benefits Paid	-	(2.08)
Defined benefit obligation as at the end of the year	11.60	9.01

Movements in the fair value of plan assets are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Fair value of plan assets as at the beginning of the year	8.57	3.03
Interest Income	0.64	0.13
Employer contribution	-	5.41
Benefits paid	-	-
Fair value of plan assets as at the end of the year	9.21	8.57

Plan assets comprises of mutual fund, Government of India securities and bank balances. The average duration of the defined benefit obligation is 9.16 years (2024: 9.13 years). The Company expects to make a contribution of ₹ 0.89 lacs (March 31, 2024: ₹ 0.57 lacs) to the defined benefit plans during the next financial year.

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant. There is no change from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Impact of the change in discount rate		
Impact due to increase of 0.50%	(0.04)	(0.01)
Impact due to decrease of 0.50%	0.05	0.01
(ii) Impact of the change in salary increase		
Impact due to increase of 0.50%	0.05	0.01
Impact due to decrease of 0.50%	(0.04)	(0.01)

Maturity Profile of Defined Benefit Obligation

Year	As at March 31, 2025	As at March 31, 2024
a) 0 to 1 Year	10.97	8.82
b) 1 to 5 Years	0.07	0.03
c) More than 5 years	0.55	0.16

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for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

25.3 Other long term employee benefits-Compensated absences

Amount recognized in Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Liability at the end of year	4.36	2.67

The amounts recognized in Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total Service Cost	0.85	0.50
Net Interest Cost	0.19	0.01
Net actuarial (gain) / loss recognized in the period	0.65	2.81
Expense/(Income) recognized in the statement of profit and loss #	1.69	3.32

#The expense is included in Note 21 "Employee Benefits Expenses" under the head "Salaries and Wages" in the statement of profit & loss. Further, the income is included in Note 20 "Other Income" under the head "Provision no longer required written back" in the statement of profit & loss.

26 Related Party Transactions

(i) Description of related parties

Associates

Vardhman Textiles Limited

Vardhman Spinning and General Mills Limited

Enterprises over which KMP have significant influence:

Vardhman Acrylics Limited

Post Employment Benefit Plans Trust

VSGM Gratuity Fund Trust

Key management personnel (KMP)

Mr. S.P. Oswal (Chairman and Managing Director)

Mrs. Poorva Bhatia (Chief Financial Officer) (w.e.f. 08.07.2023)

Ms. Swati Mangla (Company Secretary) (Upto 16.11.2023)

Ms. Aakriti Gupta (Company Secretary) (w.e.f 14.02.2024 & Upto 13.11.24)

Mr. Ankit Singla (Company Secretary) (w.e.f. 14.11.24)

Mrs. Shakun Oswal (Non-Executive Director) (Upto 30.09.2023)

Mr. Sachit Jain (Non-Executive Director)

Mrs. Suchita Jain (Non-Executive Director)

Mr. Vikas Kumar (Non-Executive Director)

Mr. Rajeev Kumar Mittal (Independent Director)

Mr. Sanjeev Jain (Independent Director) (upto 12.11.2023)

Mr. Devendra Bhushan Jain (Independent Director)

Mr. Manjul Pahwa (Independent Director)

Dr. Pooja Mehta (Independent Director)

Notes to standalone financial statements

for the year ended March 31, 2025

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(ii) Transactions with related parties

Nature of Transaction	Nature of relationship	For the year ended March 31, 2025	For the year ended March 31, 2024
Receipt against licence agreement (including indirect taxes)	Associates	169.83	164.59
	Enterprises over which KMP have significant influence	14.75	14.75
Rent Received (including indirect taxes)	Associates	2.12	2.12
Managerial Remuneration			
- Short term employee benefits	Key Managerial Personnel	57.55	45.51
- Post employment benefits (including amount recognized in OCI)	Key Managerial Personnel	1.95	3.62
- Other long term employee benefits	Key Managerial Personnel	1.69	3.32
Directors' sitting fee	Key Managerial Personnel	2.33	2.95
Dividend received	Associates	3,333.71	2,908.06
	Enterprises over which KMP have significant influence	14.67	18.34
Contribution during the year	Post Employment Benefit Plans Trust	-	5.41
Dividend Paid	Key Managerial Personnel	4.38	5.34

(iii) Outstanding balances

Nature of Outstanding balance	Nature of relationship	As at March 31, 2025	As at March 31, 2024
Receivables			
Other Receivables (included in note no. 5)	Associates	157.38	152.58
	Enterprises over which KMP have significant influence	13.50	13.50
Payables			
Directors' sitting fee (Included in Note no 12B)	Key Managerial Personnel	0.20	0.07
Managerial Remuneration (Included in Note no 12B)	Key Managerial Personnel	3.88	3.88

Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

There have been no guarantees provided or received for any related party. For the year ended 31st March, 2025, the Company has not recorded any impairment in respect of any bad or doubtful debts due from related parties (March 31, 2024: Nil).

27 Contingent Liabilities and Commitments

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Contingent Liabilities		
Related to Income-tax matters	360.20	314.75
(ii) Commitments	Nil	Nil

Notes to standalone financial statements

for the year ended March 31, 2025

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28 Segment Information

The Company is primarily in the Investment business. The Chairman and Managing Director of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicators of the Company as a single unit. Therefore, there is only one reportable segment for the Company.

29 Earnings Per Share

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Basic earnings per share		
Profit attributable to the equity holders of the Company used in calculating basic earnings per share (a)	3,680.99	3,274.80
Weighted average number of equity shares for the purpose of basic earnings per share (numbers) (b)	31,91,536	31,91,536
Basic earnings per share (Amount in ₹) (a/b)	115.34	102.61
2. Diluted earnings per share		
Profit attributable to the equity holders of the Company used in calculating diluted earnings per share (a)	3,680.99	3,274.80
Weighted average number of equity shares for the purpose of diluted earnings per share (numbers) (b)	31,91,536	31,91,536
Diluted earnings per share (Amount in ₹) (a/b)	115.34	102.61

30 Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Amount remaining unpaid to suppliers as at the end of year	-	-
- Principal amount	-	-
- Interest due thereon	-	-
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note: The amounts have been determined to the extent micro and small enterprises have been identified on the basis of information available with the company.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

31 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The detail of expenditure incurred on CSR activities by the Company is as below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Amount required to be spent by the company during the year	20.79	32.63
b. Amount of expenditure incurred:		
(i) Construction / acquisition of any asset	-	-
(ii) on purposes other than construction / acquisition of any asset *	21.19	35.92
c. Shortfall at the end of the year**	-	9.13
d. Total of previous years shortfall	-	-
e. Reason for shortfall	Not applicable	Not applicable
f. Nature of CSR activities	Promoting Education, Promoting Healthcare including Preventive Healthcare, Rural Development, Promotion of Art & Culture, Measures for the benefit of armed forces veterans, Promotion of Nationally Recognized Sports.	
g. details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
h. where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	Not applicable	Not applicable

*The amount spent is on account of expense incurred by the Company in respect of the unspent CSR amount which is not mandatorily required to be spent by the company as per Frequently Asked Questions on Corporate Social Responsibility issued by Ministry of Corporate Affairs vide Circular No. 14 /2021 dated 25th August, 2021, details are CSR Expense in respect of (FY 2014-18 ₹10.77 lacs), for (FY 2020-21 ₹1.65 lacs) and for (FY 2023-24 23.50 lacs).

**Amount of ₹9.13 lacs deposited in previous year 2023-24 in CSR unspent account which has been spent in current FY 2024-25.

32 Details of loans given, investments made and guarantee given covered u/s 186(4) of the Companies Act, 2013

The Company, being an NBFC registered with the RBI and engaged in the business of investments in ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act with respect to investments. Accordingly, the disclosures required under the said section in respect of investments made are not applicable. Further, the Company has not given any loan to any person during the year

33 Capital Management

For the purposes of the Company's capital management, capital includes equity share capital, securities premium and all other reserves attributable to the equity shareholders.

The primary objective of the Company's Capital Management is to maximize the return to shareholders and also maintain an optimal capital structure to reduce cost of capital.

The Company's policy is to maintain a strong capital base so as to maintain investors', creditors' and market confidence and to sustain future development of the business.

In the absence of any debt, the maintenance of debt equity ratio etc. is having no relevance to the Company.

The Company is not subject to any externally imposed capital requirements.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

34 Maturity pattern of assets and liabilities

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
(1) Financial Assets						
(a) Cash and Cash Equivalents	49.18	-	49.18	284.70	-	284.70
(b) Bank Balances other than (a) above	102.77	-	102.77	98.22	-	98.22
(c) Receivables						
(I) Trade Receivables	-	-	-	-	-	-
(II) Other Receivables	199.46	-	199.46	252.58	-	252.58
(d) Investments	11,776.93	80,997.43	92,774.36	7,789.30	81,548.97	89,338.27
(e) Other Financial assets	41.66	-	41.66	227.74	-	227.74
	12,170.00	80,997.43	93,167.43	8,652.54	81,548.97	90,201.51
(2) Non Financial Assets						
(a) Current tax assets (Net)	373.39	-	373.39	533.01	-	533.01
(b) Deferred tax assets (Net)	-	223.85	223.85	-	1,098.40	1,098.40
(c) Property, Plant and Equipment	-	318.74	318.74	-	319.46	319.46
(d) Other non-financial assets	10.94	-	10.94	10.09	-	10.09
	384.33	542.59	926.92	543.10	1,417.86	1,960.96
TOTAL ASSETS	12,554.32	81,540.02	94,094.35	9,195.64	82,966.83	92,162.47
LIABILITIES						
(1) Financial Liabilities						
(a) Payables						
(I) Trade Payables						
(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	7.00	-	7.00	16.60	-	16.60
	7.00	-	7.00	16.60	-	16.60
(2) Non Financial Liabilities						
(a) Provisions	6.75	-	6.75	3.11	-	3.11
(b) Other non-financial liabilities	39.10	-	39.10	40.09	-	40.09
	45.85	-	45.85	43.20	-	43.20
TOTAL LIABILITIES	52.85	-	52.85	59.80	-	59.80

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

35 Disclosures required Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

35.1 Schedule of a non-deposit taking non-banking financial company

[as required in terms of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023]

Liabilities side

Particulars	Current Year		Previous Year	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(1) Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid :				
(a) Debentures				
Secured	-	-	-	-
Unsecured (other than falling within the meaning of public deposits)	-	-	-	-
(b) Deferred Credits	-	-	-	-
(c) Term Loans	-	-	-	-
(d) Inter-corporate loans and borrowing	-	-	-	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposits*	-	-	-	-
(g) Other Loans (specify nature)	-	-	-	-
*Please see Note 1 below				
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-

* Please see Note 1 below

Asset side

Particulars	Amount outstanding	
	Current Year	Previous Year
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
(a) Secured	-	-
(b) Unsecured	-	-
(4) Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Amount outstanding	
	Current Year	Previous Year
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards asset financing activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(5) Break-up of Investments		
Current Investments		
1. Quoted		
(i) Shares		
(a) Equity		
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	11,776.93	7,789.30
(iv) Government Securities	-	-
(v) Others (please specify)		
2. Unquoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
Long Term investments		
1. Quoted		
(i) Share		
(a) Equity	67,210.29	67,358.77
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	8,764.29	8,125.73
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted		
(i) Shares		
(a) Equity	61.12	222.36
(b) Preference	-	-
(ii) Debentures and Bonds	25.34	257.18
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds	4,936.39	5,584.93

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(6) Borrower group-wise classification of assets financed as in (3) and (4) above :

(Please see Note 2 below)

Current Year			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-
Previous Year			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

(Please see Note 2 below)

Category	Current Year		Previous Year	
	Market Value / Break up or fair value or NAV	Amount overdue Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	2,65,477.14	65,826.01	3,90,377.83	65,931.70
(c) Other related parties	-	-	-	-
2. Other than related parties	26,948.34	26,948.34	23,406.57	23,406.57
Total	2,92,425.48	92,774.36	4,13,784.40	89,338.27

**As per Ind AS (Please see Note 3)

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(8) Other Information

Particulars	Current Year	Previous Year
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-

Notes:

- As defined in paragraph 5.1.26 of the Directions.
- Provisioning norms shall be applicable as prescribed in these Directions
- All notified Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (fair value in the case of Ind AS) in (5) above.

35.2 Other Disclosures, being Non-Banking Financial Company

(as required in terms of Annex XXII Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023)

(1) Capital

S. No	Particulars	As at March 31, 2025	As at March 31, 2024
1	Capital to risk-weighted assets ratio (CRAR) (%)	50.91	39.50
2	CRAR-Tier I Capital (%)	50.91	39.50
3	CRAR-Tier II Capital (%) *	NA	NA
4	Amount of subordinated debt raised as Tier-II capital	-	-
5	Amount raised by issue of Perpetual Debt Instruments	-	-

*Company has no Tier II Capital funds.

(2) Investments

S. No	Particulars	As at March 31, 2025	As at March 31, 2024
1	Value of Investments		
	Gross Value of Investments		
	(a) In India	92,774.36	89,338.27
	(b) Outside India	-	-
	Provisions for Depreciation		
	(a) In India	-	-
	(b) Outside India	-	-
	Net Value of Investments		
	(a) In India	92,774.36	89,338.27
	(b) Outside India	-	-

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

S. No	Particulars	As at March 31, 2025	As at March 31, 2024
2	Movement of provisions held towards depreciation on investments		
(a)	Opening balance	-	-
(b)	Add: Provisions made during the year	-	-
(c)	Less:- Write off/ write back of excess provisions during the year	-	-
(d)	Closing balance	-	-

(3) Exposures

a. Exposure to Real Estate Sector

S. No	Category	As at March 31, 2025	As at March 31, 2024
(A)	Direct exposure		
(i)	Residential mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented: (Individual housing loans up to ₹15 lakh may be shown separately)	-	-
(ii)	Commercial real estate - Lending secured by mortgages on commercial real estate (office building, retail space, multipurpose commercial premises, multi-family residential buildings, multitenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits	-	-
(iii)	Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
(a)	Residential	-	-
(b)	Commercial real estate	-	-
(B)	Indirect Exposure		
	Fund based and non-fund-based exposures on		
	National Housing Bank and Housing Finance Companies.		
	Total Exposure to Real Estate Sector		

b. Exposure to Capital Market

S. No	Category	As at March 31, 2025	As at March 31, 2024
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	87,837.97	83,753.33
(ii)	Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ESOPs), convertible bonds, convertible debentures and units of equity-oriented mutual funds;	-	-
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/convertible bonds/ convertible debentures/units of equity oriented mutual funds does not fully cover the advances;	-	-

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

S. No	Category	As at March 31, 2025	As at March 31, 2024
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	-	-
(vi)	Loans sanctioned to corporates against the security of shares/bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii)	Bridge loans to companies against expected equity flows/issues;	-	-
(viii)	Underwriting commitments taken up by the NBFCs in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds		
(ix)	Financing to stockbrokers for margin trading		
(x)	All exposures to Alternative Investment Funds: (i) Category I (ii) Category II (iii) Category III"		
(xi)	All exposures to Venture Capital Funds (both registered and unregistered)	4,936.39	5,584.93
Total Exposure to Capital Market		92,774.36	89,338.27

(4) Break up of 'Provisions and Contingencies' shown under the head expenditure in Profit & Loss Account

S. No	Particulars	Year ended March 31, 2025	Year ended March 31, 2024
1	Provisions for depreciation on investment.	-	-
2	Provision towards NPA	-	-
3	Provision made towards income-tax (including adjustment related to previous year)	1,014.20	761.19
4	Other provision and contingencies	-	-
5	Provision for standard assets	-	-

(5) Asset Liability Management Maturity pattern of certain items of Assets and Liabilities

As at March 31, 2025

Particulars	1 to 7 days	8 to 14 days	15 to 30 days	Over 1 month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities											
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Assets											
Advances	-	-	-	-	-	-	-	-	-	-	-
Investments	-			-	100.38	11,676.55	-	6,407.13	8,764.29	65,826.01	92,774.36

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

As at March 31, 2024

Particulars	1 to 7 days	8 to 14 days	15 to 30 days	Over 1 month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities											
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Assets											
Advances	-	-	-	-	-	-	-	-	-	-	-
Investments	-	-	-	-	64.41	7,724.89	-	7,491.53	8,125.73	65,931.71	89,338.27

(6) Other disclosures

a) Registration obtained from other financial sector regulators

Apart from RBI, Company is also governed by SEBI and MCA.

b) Disclosure of penalties imposed by RBI and other regulators

No penalty has been imposed by RBI or other regulators during the year ended March 31, 2025 and March 31, 2024.

c) Ratings assigned by credit rating agencies and migration of ratings during the year

Not applicable

Note:

The below disclosures as required in terms of Annex XVI of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 are not applicable to the Company:

- Derivatives
- Details of financing of parent company products
- Details of Single Borrower Limit (SBL) / Group Borrower Limite (GBL) exceeded by the NBFC
- Unsecured advances
- Concentration of deposits, advances, exposures and NPAs
- Overseas assets (for those with joint ventures and subsidiaries abroad)
- Off-balance sheet SPVs sponsored
- Disclosure of customer complaints

36 Ratios:

Particulars	Numerator	Denominator	As at and Year ended March 31, 2025	As at and Year ended March 31, 2024	% Variance	Reason for variance (if above 25%)
(a) Capital to risk-weighted assets ratio (CRAR) (%)	Total capital fund (Tier I plus Tier II)	Risk weighted assets	50.91%	39.50%	28.89%	Note:1
(b) Tier I CRAR (%)	Tier I Capital Fund	Risk weighted assets	50.91%	39.50%	28.89%	Note:1
(c) Tier II CRAR (%)*	Tier I Capital Fund	Risk weighted assets	NA	NA	NA	
(d) Liquidity Coverage Ratio (times)	Current Asets	Current Liabilities	264.00	153.77	71.69%	Note:1

*Company has no Tier II Capital funds.

Note: 1 - This ratio has been increased due to increase in short term investment.

Notes to standalone financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

37 Events after the Reporting Period

The Board of directors have recommended the payment of Final dividend of ₹5/- per equity share (previous year ₹5/- per equity share) which is subject to the approval of Shareholders in the Annual General meeting.

38 Following are the additional disclosures required as per Schedule III to the Companies Act, 2013

- a. No proceeding have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- b. The company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- c. The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- d. There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- e. No funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- f. No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("funding party") with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entities in any manner whatsoever by or on behalf of the funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g. During the financial year, the Company has not traded or invested in Crypto currency or Virtual Currency.
- h. The company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

As per our report of even
date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

For and on behalf of the board of directors

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737



Independent Auditors' Report

To the Members of
Vardhman Holdings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Vardhman Holdings Limited ('the Company') and its associates, which comprise the consolidated Balance Sheet as at 31st March 2025, the consolidated Statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Cash flows, the consolidated Statement of Changes in Equity, for the year then ended and notes to consolidated financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the reports of other auditors as referred in the Other Matters paragraph, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the company and its associates as at 31st March 2025, and the consolidated Profit, consolidated total comprehensive income, the consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements 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 (ICAI) together with the ethical requirements that are relevant to our audit of the Consolidated Financial statements under the provisions of the Act and the Rules made 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 is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

Key Audit Matters

Key Audit Matters are those matters that in our professional judgment were of most significance in our audit of the consolidated financial statements for the year ended 31st March, 2025. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the Key Audit Matters to be communicated in our report.

Key audit matter	Auditor's Response
Existence and Valuation of investments The existence and valuation of investments is considered as a key audit matter since investments form the significant component of the balance sheet.	We performed the following procedures in relation to existence and valuation of investments: <ul style="list-style-type: none">➤ Obtained an understanding of the internal control structure and operating effectiveness of key controls surrounding valuation and existence of investments.➤ Tested the existence of the investments by obtaining and reconciling the direct confirmations of the holdings as at the end of the year.➤ Evaluated the methodologies, inputs, judgments made and assumptions used by management in determining fair values.➤ Assessed the appropriateness and adequacy of valuation of investments along with disclosures made in the financial statements in accordance with the applicable accounting standards.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in Board's Report including annexures to the Board's Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with Governance for the Consolidated Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of the consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the company including its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The 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 the assets 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 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 statements by the Board of Directors of the Company.

In preparing the consolidated financial statements, the respective management of the company and of 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 management either intends to liquidate the company and of its associates or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are 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 these consolidated financial statements.

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 consolidated financial statements, 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 controls 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 and its associate companies which are incorporated in India, has adequate internal financial controls system 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 management.
- Conclude on the appropriateness of management'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 ability of company and its associates 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 consolidated financial statements 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the company and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, 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 consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements 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 consolidated Financial statements.

We communicate with those charged with governance of the company and such other entities included in the consolidated financial statements 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The consolidated financial Statement includes Company's share of profit after tax of ₹ 25452.50 Lakhs and company's share of other comprehensive income of ₹ 25.11 Lakhs for the year ended 31st March, 2025 in respect of two associates, whose financial statements have been audited by the other auditors whose reports have been furnished to us by the management. Our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these associates and our report in terms of sub-section (3) of Section 143 of the Act including report on Other Information, in so far as it relates to the these associates, is solely based on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

1. As required by paragraph 3(xxi) of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub section (11) of section 143 of the Act, we report that there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the associate companies included in the consolidated financial statements.

2.(A) As required by Section 143(3) of the Act, based on our audit, we report, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of aforesaid consolidated financial statements have been kept by the company and its associates including relevant records so far as it appears from our examination of those books and reports of the other auditors except for in relation to compliance with its requirement of audit trail refer paragraph 2(B)(f) below.
- (c) The consolidated balance sheet, the consolidated statement of profit and loss including other comprehensive income, the consolidated statement of cash flows and the consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- (e) On the basis of the written representations received from the directors as on 31st March 2025 taken on record by the Board of directors of the company and the reports of the statutory auditors of its associate companies incorporated in India, none of the directors of the company and its associate companies incorporated in India is disqualified as on 31st March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) The modification relating to the maintenance of accounts and other matters connected therewith, is as stated in paragraph (b) above.
- (g) With respect to the adequacy of the internal financial controls over financial reporting of the company and its associates incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; which is based on the auditor's reports of the company and its associate companies incorporated in India. Our report

expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls with reference to consolidated financial statements of the company.

- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us and reports of the other auditors:
 - (a) The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the company and its associates. Refer Note 27 to the consolidated financial statements.
 - (b) The company and its associates did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - (c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its associate companies incorporated in India.
 - (d) (i) The respective management of the Company and its associates incorporated in India have represented to their respective auditors that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or its associates to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or its associates ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (ii) The respective management of the Company and its associates incorporated in India have represented to their respective auditors that, no funds have been received by the Company or its associates from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or its associates shall, whether, directly or indirectly, lend or invest in other persons or entities identified

in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (iii) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) contain any material misstatement.

- (e) The dividend declared and paid during the year by the Company or its associates is in compliance with Section 123 of the Act.

- (f) Based on our examination, which included test check and according to the information and explanations given to us and based on the audit reports of other auditors, the accounting software used by the Company and its associate companies (including subsidiaries and associates of associate companies) for maintaining its books of account for the year ended March 31, 2025 has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year, except for the instances mentioned below:

- (a) In respect of associate of the company namely Vardhman Spinning and General Mills Limited ("VSGM"), the other auditors have reported that the company has not maintained its books of accounts/ records in electronic mode by using an accounting software.

- (b) In respect of another associate of the company namely Vardhman Textiles Limited ("VTXL"), the other auditor has reported that accounting software used for maintenance of purchase, production & sales records, audit trail log was not enabled at the data base level to log any direct changes during the period from April 1, 2024 to September 28, 2024; further the software did not have a feature to log the enabling /disabling of the audit trail (edit log) feature at the application level, accordingly we are unable to comment whether the audit log feature was enabled and operated throughout the year for all relevant transactions and whether there were any instances of audit trail feature tampered with.

- (c) In respect of the subsidiary of VTXL, the other auditor reported that the subsidiary has used accounting software for maintaining its books

of accounts for the financial year ended March 31, 2025 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transaction recorded in the software except below:

- (i) The audit trail facility has not been enabled at the database level to log any direct changes made in the software "Now" which is used for maintaining quantitative record inventories from April 01, 2024 to September 16, 2024.

- (ii) The audit trail facility in the software "NOW" has been designed in such a way that it is not possible to verify whether such facility had been disabled at any point in time during the year.

Further except as mentioned above, during the course of audit, we did not come across any instance of audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

- (d) In respect of an associate of VTXL, the other auditor has reported that the associate has used the accounting softwares for maintaining its book of account which have a feature of recording audit trail (edit log) facility. The feature of recording audit trail (edit log) facility for one of the accounting software has operated throughout the year except for certain tables/ fields relating to financial reporting and payroll where the same were enabled from 1 May 2024. In addition, the feature of audit trail has been enabled at database layer for the said software with effect from 16 September 2024 except for one database user. For the period where audit trail (edit log) facility was enabled and operated we did not come across any instance of audit trail feature being tampered with. In respect of one other accounting software, used for maintenance of purchase, production & sales records, the said software did not have a feature to log the enabling/disabling of the audit trail (edit log) feature at the application level and database layer. Accordingly, we are unable to comment whether the audit log feature was enabled and operated throughout the year for all relevant transaction recorded in this software & whether there were any instances of the audit trail feature

being tampered with. Additionally, except for the instances where audit trail was not enabled in prior year for one of the software, the audit trail has been preserved by the Company as per statutory requirements for record retention.

- (e) In respect of another associate of VTXL, the other auditors has reported that except for the instances disclosed in note 50B of the consolidated financial statements of the VTXL, associate has used accounting software for maintaining its books of accounts which has a feature of recording audit trail (edit log) facility and the same has not operated throughout the year for all relevant transactions recorded in the software. Further, during the course of audit, associate's auditor did not come across any instances of the audit trail feature being tampered with except that associate's auditor are unable to comment whether there were any instances of the audit trail feature being tampered with as explained in the aforesaid note.

Further, during the course of audit, we and respective other auditors, whose reports have been furnished to us by the Management of the Company, have not come across any

instance of the audit trail feature being tampered with for the period for which the audit trail feature was operating, have been preserved as per statutory requirements for record retention except as reported above.

- (C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us and reports of the other auditors, the remuneration paid by the Company and its associates to their directors during the year is in accordance with the provisions of section 197 read with schedule V of the Act.

For K C Khanna & Co.

Chartered Accountants

Firm Reg. No. 000481N

(M M KHANNA)

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

UDIN: 25007517BOENZS3655

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Vardhman Holdings Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial control over financial reporting of Vardhman Holdings Limited ("the Company") and its associate companies incorporated in India as of 31st March 2025 in conjunction with our audit of consolidated financial statements of company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective management of the Company and its associates incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanation given to us and based on the reports of other auditors as referred in other matters paragraph, the company and its associate companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the respective companies

considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Other Matter

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements in so far as it relates to separate financial statements of two associate companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For K C Khanna & Co.

Chartered Accountants
Firm Reg. No. 000481N

(M M KHANNA)

Partner

Place: Ludhiana

Date: May 23, 2025

M. No. 007517

UDIN: 25007517BOENZS3655



Consolidated Balance Sheet

As at 31st March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Note No.	As at 31 st March, 2025	As at 31 st March, 2024
ASSETS			
(1) Financial Assets			
(a) Cash and Cash Equivalents	3	49.18	284.70
(b) Bank Balances other than (a) above	4	102.77	98.22
(c) Receivables			
(I) Trade Receivables		-	-
(II) Other Receivables	5	199.46	252.58
(d) Investments in associates accounted for using the equity method	6A	3,04,669.13	2,81,033.31
(e) Other Investments	6B	48,110.18	45,919.59
(f) Other Financial assets	7	41.66	227.74
		3,53,172.38	3,27,816.14
(2) Non Financial Assets			
(a) Current tax assets (Net)	8	373.39	533.01
(b) Deferred tax assets (Net)	9	223.85	1,098.40
(c) Property, Plant and Equipment	10	318.74	319.46
(d) Other non-financial assets	11	10.94	10.09
		926.92	1,960.96
TOTAL ASSETS		3,54,099.30	3,29,777.10
Liabilities and Equity			
Liabilities			
(1) Financial Liabilities			
(a) Payables		-	-
(I) Trade Payables	12A	-	-
(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	12B	7.00	16.60
		7.00	16.60
(2) Non Financial Liabilities			
(a) Provisions	13	6.75	3.11
(b) Other non-financial liabilities	14	39.10	40.09
		45.85	43.20
(3) EQUITY			
(a) Equity Share Capital	15	319.24	319.24
(b) Other Equity	16	3,53,727.21	3,29,398.06
		3,54,046.45	3,29,717.30
TOTAL LIABILITIES AND EQUITY		3,54,099.30	3,29,777.10

See accompanying notes to the consolidated financial statements

As per our report of even date attached

For K C Khanna & Co.

Chartered Accountants
Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors

Consolidated Statement Of Profit And Loss

for the year ended 31st March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Note no.	For the year ended 31 st March, 2025	For the year ended 31 st March, 2024
I Revenue from operations			
(i) Interest Income	17	119.48	102.87
(ii) Dividend Income	18	225.33	229.05
(iii) Net gain on fair value changes	19	1,932.81	1,158.21
Total Revenue from operations		2,277.62	1,490.13
II Other income	20	185.66	247.22
III Total Income (I + II)		2,463.28	1,737.35
IV Expenses			
Employee benefits expenses	21	62.01	48.36
Depreciation and amortization expense	10	0.72	0.72
Other expenses	22	556.24	385.57
Total Expenses		618.97	434.65
V Profit before Share of profit of Associates, Exceptional Items and tax (III-IV)		1,844.31	1,302.70
VI Share of Profit of Associates		25,453.08	18,121.32
VII Profit before exceptional Items and Tax (V+VI)		27,297.39	19,424.02
VIII Exceptional Items		-	-
IX Profit before tax (VII-VIII)		27,297.39	19,424.02
X Tax expense :	23		
- Current Tax (including adjustment for previous years)		1,014.20	761.19
- Deferred tax		482.82	174.77
XI Profit for the year (IX - X)		25,800.37	18,488.06
XII Other Comprehensive Income			
(A) (i) Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefits plans		(0.27)	(0.78)
- Gain/(loss) on Fair Valuation of Equity instruments carried at Fair value through other comprehensive income		(1,351.19)	1,464.15
(ii) Income tax relating to items that will not be reclassified to profit or loss	23	(231.12)	(165.89)
- Share of other comprehensive income from associates, to the extent not to be reclassified to profit and loss		25.11	110.33
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other comprehensive Income for the year		(1,557.47)	1,407.81
XIII Total Comprehensive income for the year (XI+XII) (Comprising Profit and other Comprehensive Income for the year)		24,242.90	19,895.86
XIV Earnings per equity share	29		
[Equity share having face value of ₹10/- each]			
Basic (Amount in ₹)		808.40	579.28
Diluted (Amount in ₹)		808.40	579.28

See accompanying notes to the consolidated financial statements

As per our report of even date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors



Consolidated Statement Of Cash Flows

for the year ended 31st March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	For the year ended 31 st March, 2025		For the year ended 31 st March, 2024	
A. CASH FLOWS FROM OPERATING ACTIVITIES				
Profit before tax		27,297.39		19,424.02
Income from associates		(25,453.08)		(18,121.32)
Adjustments for non-cash and non-operating transactions:				
Depreciation and amortization expense	0.72		0.72	
Net(Profit)/Loss on sale/fair valuation of Investments measured at fair value through Profit & Loss	(1,932.81)		(1,158.21)	
Provision for Expected Credit Losses (ECL)	13.89		-	
Excess Income Written Off	181.97		46.23	
Provisions no longer required written Back	(0.97)		(4.62)	
		(1,737.20)		(1,115.88)
Operating profit before working capital changes		107.11		186.82
Adjustments for :				
(Increase)/Decrease in financial assets	43.34		181.15	
(Increase)/Decrease in non financial assets	(0.85)		1.79	
Increase/(Decrease) in financial liabilities	(8.63)		7.76	
Increase/(Decrease) in non financial liabilities	3.30		(53.40)	
		37.16		137.30
Cash Generation from Operations		144.27		324.12
Taxes Paid		(694.01)		(613.24)
Net Cash flows from / (used in) Operating activities (A)		(549.74)		(289.12)
B. CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Investments of Associates	(1,245.50)		(3,038.30)	
Purchase of Investments (other than associate)	(12,227.71)		(10,597.06)	
Sale of Investments	10,618.74		11,158.80	
Dividend received during the year from associate	3,333.70		2,908.06	
(Increase)/Decrease in Bank Balances not considered as cash and cash equivalents	(4.55)		7.80	
Net Cash flows from / (used in) investing activities (B)		474.68		439.30
C. CASH FLOWS FROM FINANCING ACTIVITIES				
Dividend Paid	(160.46)		(160.22)	
Net Cash flows from / (used in) Financing Activities (C)		(160.46)		(160.22)
Net Increase in cash and cash equivalents (A+B+C)		(235.52)		(10.04)
Cash and cash equivalents as at the beginning of the year		284.70		294.74
Cash and cash equivalents as at the end of the year		49.18		284.70

Refer Note 3 for components of Cash and cash equivalents

See accompanying notes to the consolidated financial statements

As per our report of even
date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

A Equity Share Capital

Particulars	Amounts
Balance as at 1st April 2023	319.24
Changes in Equity Share Capital during the year	-
Balance as at 31st March 2024	319.24
Changes in Equity Share Capital during the year	-
Balance as at 31st March 2025	319.24

B Other Equity

Financial year ended March 31, 2025

Particulars	Reserves & Surplus						Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45 IC of RBI Act, 1934)	Retained Earnings	Equity instruments through other comprehensive income	
Balance as of April , 1 2024	0.11	70.00	781.28	9,659.72	12,589.54	2,87,139.71	19,157.70	3,29,398.06
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934	-	-	-	-	736.20	(736.20)	-	-
Profit for the year (including share of associates)	-	-	-	-	-	25,800.37	-	25,800.37
Other Comprehensive Income for the year (including share of associates)	-	-	-	-	-	24.84	(1,582.31)	(1,557.47)
Final Dividend @ ₹5/- per equity share for financial year ended March 31, 2024	-	-	-	-	-	(159.58)	-	(159.58)
Impact of adjustment in other equity of associates	-	-	-	-	-	245.83	-	245.83
Balance as of 31 March 2025	0.11	70.00	781.28	9,659.72	13,325.74	3,12,314.98	17,575.39	3,53,727.21

Consolidated Statement of Changes in Equity

for the year ended 31st March, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

B Other Equity

Financial year ended March 31, 2024

Particulars	Reserves & Surplus					Items of other comprehensive income		Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45 IC of RBI Act, 1934)	Retained Earnings	Equity instruments through other comprehensive income	
Balance as of April, 1 2023	0.11	70.00	781.28	9,659.72	11,934.58	2,69,335.36	17,859.44	3,09,640.49
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934	-	-	-	-	654.96	(654.96)	-	-
Profit for the year (including share of associates)	-	-	-	-	-	18,488.06	-	18,488.06
Other Comprehensive Income for the year (including share of associates)	-	-	-	-	-	109.55	1,298.26	1,407.81
Final Dividend @ ₹5/- per equity share for financial year ended March 31, 2023	-	-	-	-	-	(159.58)	-	(159.58)
Impact of adjustment in other equity of associates	-	-	-	-	-	21.28	-	21.28
Balance as of 31 March 2024	0.11	70.00	781.28	9,659.72	12,589.54	2,87,139.71	19,157.70	3,29,398.06

See accompanying notes to the consolidated financial statements

As per our report of even date attached

For K C Khanna & Co.

Chartered Accountants
Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

DIN:00746471

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

For and on behalf of the board of directors

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

1 CORPORATE INFORMATION

Vardhman Holdings Limited ('the company') is registered as a Non-Banking Financial Company ('NBFC') as defined under section 45-IA of the Reserve Bank of India ('RBI') Act, 1934 incorporated and domiciled in India. The company is principally engaged in investing activities. The Registered Office of the company is located at Chandigarh Road, Ludhiana (Punjab). The Company is listed on two stock exchanges i.e. at National Stock Exchange and at Bombay Stock Exchange. The consolidated financial statements were approved for issue in accordance with a resolution of the Board of Directors dated May 23, 2025.

2.1 Statement of compliance

These consolidated financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), and the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

2.2 Basis of preparation & presentation

- (i) The consolidated financial statements have been prepared under the historical cost convention on the accrual basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as required under Ind AS.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

For financial reporting purposes, fair value measurements are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair

value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

- (ii) Accounting policies have been consistently applied except where in newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.
- (iii) The functional and presentation currency of the Company is Indian rupees (INR) and all values are rounded to the nearest lakhs and two decimals thereof, except if otherwise stated.

2.3 Basis of consolidation

The consolidated financial statements relate to the Company and its associates. An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. The consolidated financial statements have been prepared on the following basis:-

- a. Interest in associates is consolidated using equity method as per IND AS 28 – 'Investment in Associates and Joint Ventures'. Under the equity method, an investment in an associate is initially recognized in the consolidated financial statements at cost and adjusted thereafter to recognize Company's share of profit or loss and other comprehensive income of the associate. Distributions received from an associate reduced from the carrying amount of the investment
- b. When there has been a change recognized directly in the equity of the associate, the Company recognizes its share of any changes, when applicable, in the statement of changes in equity. Unrealized gains and losses resulting from transactions between the Company and the associate are eliminated to the extent of interest in the associate.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

- c. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's standalone financial statements.

The aggregate of Company's share of profit or loss and other comprehensive income of the associates is shown on the face of the Statement of Profit and Loss.

2.4 MATERIAL ACCOUNTING POLICIES

2.4.1 Revenue recognition

Interest income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is recognised using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses

Dividend income

Dividend income from investments measured at fair value through profit or loss as well as measured at fair value through other comprehensive income is recognized in the statement of profit and loss, when the right to receive the payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and amount of dividend can be measured reliably.

Gain/Loss on sale of investments

Gain/loss on sale of investments is recognised on settlement date basis. Gain/loss on sale of investments is determined on the basis of weighted average cost method. On disposal of an investment, the difference between its carrying amount and net proceeds is charged or credited to the Statement of Profit and Loss.

Receipt against License Agreement

Revenue in respect of receipt against License Agreement is recognized on accrual basis in accordance with the terms of the relevant agreement.

Rent and Other income

Rent and other income is recognized on accrual basis when no significant uncertainty exists with regard to the amount to be realized and the ultimate collection thereof.

2.4.2 Employee benefits

(a) Retirement and termination benefits

Defined Benefit Plans:

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The Gratuity Plan provides a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment, based on the respective employee's salary and the tenure of employment with the Company in terms of the provisions of the Payment of Gratuity Act, 1972. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method. The company contributes ascertained liabilities to the a separate trust established by the Company. Trustees administer contributions made to the trust and the contributions are invested in the schemes as permitted by Law. The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Remeasurements comprising of actuarial gains and losses, and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability/asset) are recognized in Other Comprehensive Income which are not reclassified to profit or loss in subsequent periods and are reflected immediately in retained earnings.

(b) Short-term and other long-term employee benefits

Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, annual leaves etc., are recognised as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the employee renders the related service

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Other long-term employee benefits- Compensated absences entitlements

Compensated absences entitlements, which are not expected to occur within twelve months after the end of the period in which the employee renders the related service, are recognised at the present value of the obligation based on actuarial valuation as on the reporting date, performed by an independent actuary using projected unit credit method. The service cost, interest cost and re-measurement gains and losses are recognised in the statement of profit and loss.

2.4.3 Income taxes

Income tax expense comprises the current tax and deferred tax.

Current tax

The current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Interest expenses and penalties, if any, related to income tax are included in finance cost and other expenses respectively. Interest Income, if any, related to income tax refund is included in other income.

Current income tax assets/liabilities are recognized at the amount expected to be paid to and/or recoverable from the tax authorities.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business

combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income-tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income-tax. Accordingly, MAT Credit is recognised as asset in the Balance Sheet when it is probable that future economic benefit associated with it will flow to the Company.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority.

2.4.4 Property, plant and equipment

Freehold land is carried at cost. All other items of property, plant and equipment are stated at cost or deemed cost applied on transition to Ind AS, less accumulated depreciation and accumulated impairment losses, if any.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

The Cost of an item of Property, plant and equipment comprises:

- a. its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates
- b. any attributable expenditure directly attributable for bringing an asset to the location and the working condition for its intended use and
- c. the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located, the obligation for which an entity incurs either when the item is acquired or as a consequence of having used the item during a particular period for purposes other than to produce inventories during that period.

Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or retirement of the assets or when no future economic benefits are expected from its use. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

Depreciation is provided on Straight Line Method on the basis of useful lives of such assets specified in Schedule II to the Companies Act, 2013 except the assets costing ₹ 5000/- or below on which depreciation is charged @ 100%. Depreciation is calculated on pro-rata basis.

2.4.5 Impairment of non-financial assets

At the end of each reporting period, the Company reviews the carrying amounts of Property plant and equipment and other non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). For the purpose of impairment testing, the recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases,

the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

2.4.6 Provisions and contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When some or all of economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursements will be received and amount of the receivable can be measured reliably.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

2.4.7 Leases

Leases for which the company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. For operating leases, rental income is recognized in the statement of profit and loss on a straight line basis or another systematic basis over the term of the relevant lease. The respective leased assets are presented in the balance sheet based on their nature.

2.4.8 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Initial recognition

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value except for trade receivable which is initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(ii) Subsequent measurement

(A) Financial assets

(a) Financial assets measured at amortized cost

Financial instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- a. the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- b. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The carrying amounts of financial assets that are subsequently measured at amortised cost are determined based on the effective interest method less any impairment losses.

Interest income for such instruments is recognised in profit or loss using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount.

(b) Financial assets measured at fair value through other comprehensive income

Financial instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- a. the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- b. the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income for such instruments is recognised in profit or loss using the effective interest rate (EIR) method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's gross carrying amount. Fair value changes on such assets are recognised in the other comprehensive income (OCI) until the financial asset is derecognised. On de-recognition, cumulative gain or loss previously recognised in OCI is reclassified to the statement of profit and loss.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(c) Financial assets measured at fair value through profit or loss (FVTPL)

All other financial assets are subsequently measured at fair value through profit or loss, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Dividend income from such instruments is recognized in the statement of profit and loss, when the right to receive the payment is established.

Fair value changes on such assets are recognised in the statement of profit and loss. Any gain or loss arising on de-recognition of such assets is recognised in the statement of profit and loss in the period in which it arises.

(d) Investments in equity instruments measured at fair value through other comprehensive income (FVTOCI)

This includes the investment in equity instruments not held for trading where the Company, on initial recognition, has made an irrevocable election to present the subsequent changes in fair value in other comprehensive income pertaining to such investments in equity instruments. Dividend income from such instruments is recognized in the statement of profit and loss, when the right to receive the payment is established. Fair value changes on such investments are recognised in the other comprehensive income (OCI) and are never reclassified to Statement of Profit and Loss.

(e) Investment in associates

Interest in associates are recognised at cost and not adjusted to fair value at the end of each reporting period. Cost represents amount paid for acquisition of the said investments. The Company assesses at the end of each reporting period, if there are any indications that the said investments may be impaired. If so, the Company estimates the recoverable value/amount of the investment and provides for impairment, if any i.e. the deficit in the recoverable value over cost. Dividend income from such instruments is recognized

in the statement of profit and loss, when the right to receive the payment is established.

B. Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

(a) Financial liabilities at fair value through profit and loss (FVTPL)

Financial liabilities are classified as at FVTPL when the financial liability is either contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies or is held for trading or it is designated as at FVTPL.

A financial liability is classified as held for trading if:

- it has been incurred principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is part of a portfolio of identified financial instruments that the Company manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

A financial liability other than a financial liability held for trading or contingent consideration recognised by the Company as an acquirer in a business combination to which Ind AS 103 applies, may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise;
- the financial liability forms part of group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Company's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

- c. it forms part of a contract containing one or more embedded derivatives, and Ind AS 109 permits the entire combined contract to be designated as at FVTPL in accordance with Ind AS 109.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in profit or loss.

(b) Financial liabilities measured at amortised cost

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method.

C. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received. Incremental costs directly attributable to the issuance of equity instruments and buy back of equity instruments are recognized as a deduction from equity, net of any tax effects.

(iii) Impairment of financial assets

Financial assets that are carried at amortised cost and fair value through other comprehensive income (FVOCI) are assessed for possible impairments basis expected credit losses taking into account the past history of recovery, risk of default of the counterparty, existing market conditions etc. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition.

Expected Credit Losses are measured through a loss allowance at an amount equal to:

- 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- Lifetime expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments).

For trade receivables or any contractual right to receive cash or another financial asset that result from transaction that are within the scope of Ind AS 115 and Ind AS 116, the Company always measures the loss allowance at an amount equal to lifetime expected credit losses.

For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

(iv) De-recognition of financial instruments

(a) Derecognition of financial assets

The Company derecognises a financial asset (or, a part of a financial asset) when:

- (i) The contractual right to the cash flows from the financial asset expires, or
- (ii) The company transfers its right to receive cash flow from the financial assets and substantially all the risks and rewards of ownership of the asset to another party. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received/receivable is recognised in the profit or loss.

(b) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. An exchange between with a lender of debt instruments with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the terms of an existing financial liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. On derecognition of a financial liability, the difference between the carrying amount of the financial liability derecognised and the consideration paid/payable is recognised in profit or loss.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(v) Offsetting financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle them on a net basis or to realise the assets and settle the liabilities simultaneously.

(vi) Write off

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering the financial asset in its entirety or a portion thereof.

2.4.9 Earnings per share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

2.4.10 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, unrestricted balances with banks and short-term investments with the original maturity of three months or less, which are subject to an insignificant risk of changes in value.

2.4.11 Dividend

Final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividend are recorded as a liability on the date of declaration by the company's Board of Directors.

2.4.12 Statement of Cash flows

The statement of cash flows is prepared in accordance with the Indian Accounting Standard (Ind AS) - 7 "Statement of Cash flows" using the indirect method for operating activities whereby profit or loss is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows.

2.5 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

In the application of the Company accounting policies, the management of the Company is required to make judgements, estimates and assumptions that affect the reported amount of income, expenses, assets and liabilities and disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. The effect of revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the standalone financial statements:

(a) Defined benefit plans

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future, salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

(b) Useful lives of depreciable tangible assets

The estimated useful lives of property plant and equipment and intangible assets are based on a number of factors including the effects of obsolescence, internal assessment of user experience and other economic factors (such as the known technological advancements, commercial obsolescence of the asset etc.). The useful life of property plant and equipment and intangible assets is reviewed on an ongoing basis.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

(c) Fair Value measurements and valuation processes

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair values are measured using valuation techniques, including the discounted cash flow model, underlying asset model, comparable companies multiple method and comparable transaction method which involve various judgements and assumptions.

(d) Provisions/ Contingent Liabilities

In ordinary course of business, the Company faces claims by various parties. The Company annually assesses such claims and monitors the legal environment on an ongoing basis, with the assistance of external legal counsel, wherever necessary. Significant judgement is required for estimating the possible outflow of resources, if any, in respect of claims/litigations against the Company which involves judgements around estimating the ultimate outcome of such past events and measurement of the obligation amount etc.

2.6 Applicability of new and revised IND AS

Ministry of corporate affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. MCA has not notified any new standards or amendment to the existing standards applicable to the company as at March 31, 2025.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

3 Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Cash and cash equivalents		
a) Cash on hand	0.05	0.05
b) Balances with banks		
- In current accounts	49.13	284.65
	49.18	284.70

4 Bank Balances other than Cash and Cash Equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Other Bank Balances		
- Unpaid dividend accounts	8.35	9.23
- Others	94.42	88.99
	102.77	98.22

5 Receivables-Other Receivables

Particulars	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Receivables considered good - Unsecured	199.46	252.58
	199.46	252.58

There is no amount due from directors or other Officer of the company or any of them either severally or jointly with any other person or the firm (including limited liability partnership) or private company respectively in which any director is a partner or a director or a member.

The above receivables are not due as at March 31, 2025 and March 31, 2024

6A Investments in associates accounted for using the equity method

Particulars	As at March 31, 2025	As at March 31, 2024
Investment in equity instruments of Associates		
a. (Quoted)		
8,34,37,034 (31 March 2024: 8,31,70,317) Equity Shares of ₹2/- each fully paid up of Vardhman Textiles Limited	44,661.68	43,416.18
Add: Accumulated income from associate as at beginning of the year	2,37,609.53	2,22,264.43
Add: Share of Profit and other comprehensive income from associate during the year	25,480.35	18,231.88
Add/(less): Impact of adjustment in other equity of associate during the year	245.83	21.28
Less: Dividend received during the year from associate	(3,333.70)	(2,908.06)
	3,04,663.69	2,81,025.71

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
b. (Unquoted)		
25,000 (31 March 2024: 25,000) Equity Shares of ₹10/- each fully paid up of Vardhman Spinning & General Mills Limited	2.50	2.50
Add: Accumulated income from associate as at beginning of the year	5.10	5.33
Add: Share of Profit and other comprehensive income from associate during the year	(2.16)	(0.23)
Less: Dividend received during the year from associate	-	-
	5.44	7.60
	3,04,669.13	2,81,033.31
Notes:		
1. Aggregate amount of quoted investments (Gross)	3,04,663.69	2,81,025.71
2. Aggregate amount of unquoted investments (Gross)	5.44	7.60
3. Market value of quoted investments	3,29,701.44	3,67,862.31

6B Other Investments

Particulars	As at March 31, 2025	As at March 31, 2024
Financial assets designated to be measured at fair value through other comprehensive income		
a. Investment in equity instruments (Quoted)		
733,762 (31 March 2024: 733,762) Equity Shares of ₹10/- each fully paid up of Vardhman Acrylics Limited	295.41	374.22
1,04,37,908 (31 March 2024: 1,04,37,908) Equity Shares of ₹10/- each fully paid up of Vardhman Special Steels Limited	20,866.42	22,138.80
Financial assets measured at fair value through profit and loss		
a. Investment in equity/preference instruments (Quoted)		
112 (31 March 2024: 112) Equity shares of ₹10/- each fully paid-up of Garware Nylon Ltd.	-	-
1,150 (31 March 2024: 1,150) Equity shares of ₹1/- each fully paid-up of Hindustan Unilever Ltd.	25.97	26.04
50 (31 March 2024: 50) Equity shares of ₹10/- each fully paid-up of Vinod Paper Mills Limited	-	-
10,07,110 (31 March 2024: 10,20,011) Equity Shares of ₹1/- each of Welspun India Limited	1,360.81	1,403.54
19,280 (31 March 2024 : 19,280) Equity shares of ₹2/- each fully paid up of One Mobikwik Systems Limited	58.62	218.31
8,000 (31 March 2024: 8,000) Preference shares of ₹10000/- each fully paid-up of Infrastructure Leasing & Financial Services Limited #	-	-
Investment in Equity instruments (Unquoted)		
*NIL (31 March 2024: 7,870) Equity Shares of ₹10/- each fully paid up of Ambojini Property Developers Private Limited	-	1.55
Investment in Debentures (Unquoted)		
*NIL (31 March 2024: 72,261) 10% Convertible Debentures of ₹100 each of Ambojini Property Developers Private Limited	-	142.16
*NIL (31 March 2024: 80) Units of ₹100,000/- each of Sutlej Housing Pvt. Ltd.	-	60.00
*33.79 (31 March 2024: 35) Units of ₹100,000/- each of Midcity Infrastructure Pvt. Ltd.	25.34	26.25
*NIL (31 March 2024: 62) Units of ₹100,000/- each of Gulam Mustafa Enterprises Pvt.Ltd.	-	28.77

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
b. Investment in mutual funds (Quoted)		
2474.77 (31 March 2024: 1,704.26) Units of ₹1,000/- each of SBI Liquid Fund Direct Plan Growth	100.38	64.41
1,43,00,617.114 units (31 March 24: 61,36,934.61) of Kotak Equity arbitrage fund of ₹10 each	5,627.68	2,233.01
1,71,29,310.01 units (31 March 2024: 1,64,87,049.89) Units of ₹10/- each of SBI Arbitrage Opportunities Direct Plan-Growth	6,048.87	5,396.84
4,80,03,898.23 (31 March 2024 : 4,80,03,898.23) Units of ₹10 each of SBI CPSE BP SDL SEP 2026 50:50 Index Fund- Direct - Growth	5784.37	5,360.84
2,32,88,229.598 (31 March 2024 : 2,32,88,229.598) units of ₹10 each of Edelweiss Nifty PSU Bond Plus SDL Apr 2026 50:50 Index Fund - Direct Plan Growth	2,979.92	2,764.90
NIL (31 March 2024 : 5,12,801.52) units of ₹10/- each L&T arbitrage opportunities fund direct growth	-	95.05
Investment in Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/ Other Funds (Unquoted)		
4,499,733.887 (31 March 2024: 44,99,775.01) Units of ₹10/- each of INDIA Housing Fund Series -4	570.19	605.11
2,025,509.10 (31 March 2024: 21,62,776.60) Units of ₹10/- each of Zodius Technology Fund	42.19	65.23
2,55,083.93 (31 March 2024: 2,55,083.93) Units of ₹100/- each of IVY Cap Venture Fund-II	612.43	555.67
3,901,115.43 (31 March 2024: 39,05,499.21) Units of ₹10/- each of IIFL Seed Venture Fund 1	624.22	668.43
1,06,384 (31 March 2024: 2,45,432) Units of ₹100/- each of ICICI Prudential Real Estate fund AIF-I	46.39	152.73
1,168.48 (31 March 2024: 1,553.43) Units of ₹100,000/- each of ASK Real Estate Fund	1,315.62	1,774.82
398.99 (March 31, 2024: 450) units of ₹100,000/- each of INVESTEC Emerging India Credit Opportunities fund	4,16.00	4,50.32
335.05 (31 March 2024:574.59) Units of ₹100,000/- each of Baring Private Equity India AIF	1,309.35	1,312.62
	48,110.18	45,919.59
Notes:		
1. Aggregate amount of quoted investments (Gross)	43,148.45	39,857.63
2. Aggregate amount of unquoted investments (Gross)	4,961.73	6,061.97
3. Market value of quoted investments	43,148.45	39,857.63

#Investment in preference shares of IL&FS group companies aggregating to ₹539 Lakhs. In view of the uncertainty prevailing with respect to recovery of the investment value from the IL&FS group, the Management has measured such investments at ₹NIL (March 31, 2024 ₹NIL) and recorded such adjustment as FVTPL .

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

6C Classification of Investments (other than investments in associates accounted for using the equity method)

As at March 31, 2025

Investments	Amortised Cost	At Fair Value					Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through Other Comprehensive Income	Designated at fair value through profit or loss	Sub-total	
	(1)	(2)	(3)	(4)	(5)	(6)=(2)+(3)+(4)+(5)	(8)=(1)+(6)+(7)
Equity instruments	-	-	1,445.40	21,161.83	-	22,607.23	22,607.23
Preference instruments	-	-	-	-	-	-	-
Mutual Funds	-	-	20,541.22	-	-	20,541.22	20,541.22
Debentures	-	-	25.34	-	-	25.34	25.34
Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds	-	-	4,936.39	-	-	4,936.39	4,936.39
Gross Total (A)	-	-	26,948.35	21,161.83	-	48,110.18	48,110.18
(i) Investments outside india	-	-	-	-	-	-	-
(ii) Investments in India	-	-	26,948.35	21,161.83	-	48,110.18	48,110.18
Total (B) (to tally with (A))	-	-	26,948.35	21,161.83	-	48,110.18	48,110.18
Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Net D=(A)-(C)	-	-	26,948.35	21,161.83	-	48,110.18	48,110.18

As at March 31, 2024

Investments	Amortised Cost	At Fair Value					Total
		Through Other Comprehensive Income	Through profit or loss	Designated at fair value through Other Comprehensive Income	Designated at fair value through profit or loss	Sub-total	
	(1)	(2)	(3)	(4)	(5)	(6)=(2)+(3)+(4)+(5)	(8)=(1)+(6)+(7)
Equity instruments	-	-	1,649.43	22,513.02	-	24,162.45	24,162.45
Preference instruments	-	-	-	-	-	-	-
Mutual Funds	-	-	15,915.03	-	-	15,915.03	15,915.03
Debentures	-	-	257.18	-	-	257.18	257.18
Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds	-	-	5,584.93	-	-	5,584.93	5,584.93
Total Gross (A)	-	-	23,406.57	22,513.02	-	45,919.59	45,919.59
(i) Investments outside india	-	-	-	-	-	-	-
(ii) Investments in India	-	-	23,406.57	22,513.02	-	45,919.59	45,919.59
Total (B) (to tally with (A))	-	-	23,406.57	22,513.02	-	45,919.59	45,919.59
Allowance for Impairment loss (C)	-	-	-	-	-	-	-
Net D=(A)-(C)	-	-	23,406.57	22,513.02	-	45,919.59	45,919.59

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

7 Other Financial assets

PARTICULARS	As at March 31, 2025	As at March 31, 2024
at Amortized Cost		
Interest Receivable	41.66	227.74
	41.66	227.74

8 Current Tax assets (Net)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Current tax asset (net of provision for taxation)	373.39	533.01
	373.39	533.01

9 Deferred tax (liabilities)/assets (net)

PARTICULARS	As at March 31, 2025	As at March 31, 2024
Deferred tax liabilities		
Unrealised gain on investments carried at fair value through profit or loss / other comprehensive income	2,305.02	1,591.58
Gross deferred tax liabilities (A)	2,305.02	1,591.58
Deferred tax assets		
Difference between carrying value of Property plant and equipment as per books of account and tax base	0.09	0.09
Provision for employee benefits	0.27	0.78
Gross deferred tax assets (B)	0.36	0.87
Mat Credit Recoverable (C)	2,528.51	2,689.11
Deferred tax Assets/(Liabilities) (Net) (B+C-A)	223.85	1,098.40

10 Property, Plant & Equipment

Financial year ended March 31, 2025

Particulars	Gross carrying value				Accumulated depreciation				Net carrying value	
	Balance as at April 01, 2024	Additions/ Adjustments	Disposal	Balance as at March 31, 2025	Balance as at April 01, 2024	Depreciation during the year	Eliminated on disposal of assets	Balance as at March 31, 2025	Balance as at March 31, 2025	Balance as at March 31, 2024
1. Freehold land	284.33	-	-	284.33	-	-	-	-	284.33	284.33
2. Buildings	40.14	-	-	40.14	5.05	0.72	-	5.77	34.37	35.09
3. Office Equipment	0.73	-	-	0.73	0.69	-	-	0.69	0.04	0.04
Current Year	325.20	-	-	325.20	5.74	0.72	-	6.46	318.74	319.46

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Financial year ended March 31, 2024

Particulars	Gross carrying value			Accumulated depreciation				Net carrying value		
	Balance as at April 01, 2023	Additions/ Adjustments	Disposal	Balance as at March 31, 2024	Balance as at April 01, 2023	Depreciation during the year	Eliminated on disposal of assets	Balance as at March 31, 2024	Balance as at March 31, 2024	Balance as at March 31, 2023
1. Freehold land	284.33	-	-	284.33	-	-	-	-	284.33	284.33
2. Buildings	40.14	-	-	40.14	4.33	0.72	-	5.05	35.09	35.81
3. Office Equipment	0.73	-	-	0.73	0.69	-	-	0.69	0.04	0.04
Current Year	325.20	-	-	325.20	5.02	0.72	-	5.74	319.46	320.18

Note:

- Refer note no. 27 for detail of contractual Commitment towards purchase of Property, Plant and Equipment.
- The Company has not revalued any of its property, plant and equipment during the year.
- The title deeds of all the immovable properties are held in the name of the Company.
- The Company has given a flat, situated at Bangalore, on lease for short term period. The gross carrying amount and accumulated depreciation in respect of such flat is ₹40.14 Lakhs and ₹5.77 Lakhs respectively (March 31, 2024: ₹40.14 Lakhs and ₹5.05 Lakhs respectively). The depreciation for the year in respect of such flat is ₹0.72 Lakhs (March 31, 2024: ₹0.72 Lakhs). The rental income recorded for the year ended March 31, 2025 is ₹1.80 Lakhs (March 31, 2024 ₹1.80 Lakhs). Such flat has not been classified as investment property as the same has been given on lease on temporary basis only and shall be used by the Company for its own use.
- The aggregate depreciation has been included under depreciation and amortization expense in the statement of Profit and Loss.

11 Other non-financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
(unsecured, considered good)		
Other loans and advances		
Prepaid Expenses	6.49	3.61
Advances To Suppliers(Other Than Capital Advances)	0.20	2.29
Security Deposit	4.25	4.19
	10.94	10.09

12A Trade Payables

Particulars	As at March 31, 2025	As at March 31, 2024
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
	-	-

12B Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Other Payables:-		
- Expenses Payables *	1.55	12.33
- Dues to Employees	4.40	4.27
- Other Liabilities	1.05	-
	7.00	16.60

*including unspent CSR Expense amounting to ₹NIL (FY 2023-24 : 9.13), also refer note 31



Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

13 Provisions

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for employee benefits :		
- Gratuity	2.39	0.44
- Leave encashment	4.36	2.67
	6.75	3.11

(Also refer note 25)

14 Other non- financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Remittances	30.75	30.86
Unpaid dividends#	8.35	9.23
	39.10	40.09

#unpaid dividends do not include any amount due and outstanding required to be credited to the Investors' Education and Protection Fund

15 Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
Authorised share capital:		
3,00,00,000 (March 31, 2024: 3,00,00,000) equity shares of ₹10 each	3,000.00	3,000.00
1,00,00,000 (March 31, 2024: 1,00,00,000) redeemable cumulative preference shares of ₹10 each	1,000.00	1,000.00
	4,000.00	4,000.00
Issued up share capital comprises:		
31,91,536 (March 31, 2024: 31,91,536) equity shares of ₹10 each	319.15	319.15
	319.15	319.15
Subscribed and fully paid up share capital comprises:		
31,91,536 (March 31, 2024: 31,91,536) equity shares of ₹10 each	319.15	319.15
Add: Forfeited Shares (Amount originally paid-up)	0.09	0.09
	319.24	319.24

15.1 Rights, preference and restriction attached to equity shares

The Company has one class of equity shares having a par value of ₹10/- each. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15.2 Rights, preference and restriction attached to preference shares

The rate of dividend on preference shares will be decided by the Board of Directors as and when issued. Preferential shares as and when issued shall have the cumulative right to receive dividend as and when declared and shall have preferential right of repayment on amount of capital.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

15.3 Reconciliation of number of shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Balance as at the beginning of the year	31,91,536	319.24	31,91,536	319.24
Add:- Shares Issued during year	-	-	-	-
Balance as at the end of the year	31,91,536	319.24	31,91,536	319.24

15.4 Details of shares held by the holding Company

There is no Holding / Ultimate Holding Company of the Company.

15.5 Details of shares held by each shareholder holding more than 5% shares

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Adishwar Enterprises LLP	10,48,770	32.86%	10,48,770	32.86%
Devakar Investment & Trading Company Private Limited	10,94,330	34.29%	10,94,330	34.29%

15.6 Details of Shares held by promoters at the end of the year

Name of Promoter	Year ended March,31 2025			Year ended March,31 2024		
	Shares held by promoters at the end of the year		% change during the year	Shares held by promoters at the end of the year		% change during the year
	Number of shares	% holding		Number of shares	% holding	
Adishwar Enterprises LLP	10,48,770	32.86%	0%	10,48,770	32.86%	0%
Devakar Investment & Trading Company (P) Limited	10,94,330	34.29%	0%	10,94,330	34.29%	0%
Shri Paul Oswal	56,880	1.78%	0%	56,880	1.78%	0%
Flamingo Finance & Investment Company Limited	50,671	1.59%	0%	50,671	1.59%	0%
Ramaniya Finance & Investment Company Limited	29,343	0.92%	0%	29,343	0.92%	0%
Suchita Jain	28,416	0.89%	0%	28,416	0.89%	0%
Shakun Oswal	19,084	0.60%	0%	19,084	0.60%	0%
Northern Trading Company	13,760	0.43%	0%	13,760	0.43%	0%
Santon Finance & Investment Company Limited	12,266	0.38%	0%	12,266	0.38%	0%
Mahavir Spinning Mills Private Limited	10,332	0.32%	0%	10,332	0.32%	0%
Eastern Trading Company	9,840	0.31%	0%	9,840	0.31%	0%
Paras Syndicate	7,610	0.24%	0%	7,610	0.24%	0%
Amber Syndicate	6,689	0.21%	0%	6,689	0.21%	0%
Sachit Jain	2,330	0.07%	0%	2,330	0.07%	0%
Soumya Jain	80	0.00%	0%	80	0.00%	0%
Sagrika Jain	40	0.00%	0%	40	0.00%	0%
SP Oswal Trust (Shri Paul Oswal Trustee)	-	0.00%	0%	-	0.00%	0%
Mrs. Shakun Oswal Trust (Shri Paul Oswal, Trustee)	-	0.00%	0%	-	0.00%	0%

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

15.7. No equity shares have been issued for consideration other than cash, allotted by way of bonus shares during the period of five years immediately preceding the reporting date. Further, no shares have been bought back during the period of five years immediately preceding the reporting date.

16 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Reserves & Surplus		
Capital Reserve	0.11	0.11
Capital Redemption Reserve	70.00	70.00
Securities Premium	781.28	781.28
General reserve	9,659.72	9,659.72
Statutory Reserve (u/s 45-IC of RBI Act, 1934)	13,325.74	12,589.54
Retained Earnings	3,12,314.97	2,87,139.71
Items of other comprehensive income		
Gain/(loss) on Equity instruments measured at fair value through other comprehensive income	17,575.39	19,157.70
Total	3,53,727.21	3,29,398.06

Movement in Other Equity during the year

Financial year ended March 31, 2025

Particulars	Reserves & Surplus						Items of other com- prehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Equity instruments measured at fair value through OCI	
Balance as of April 1, 2024	0.11	70.00	781.28	9,659.72	12,589.54	2,87,139.71	19,157.70	3,29,398.06
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934	-	-	-	-	736.20	(736.20)	-	-
Profit for the year (including share of associates)	-	-	-	-	-	25,800.37	-	25,800.37
Other Comprehensive Income for the year (including share of associates)	-	-	-	-	-	24.84	(1,582.31)	(1,557.47)
Final Dividend @ ₹5/- per equity share for financial year ended March 31, 2024	-	-	-	-	-	(159.58)	-	(159.58)
Impact of adjutment in other equity of associates	-	-	-	-	-	245.83	-	245.83
Balance as of March 31, 2025	0.11	70.00	781.28	9,659.72	13,325.74	3,12,314.97	17,575.39	3,53,727.21

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Financial year ended March 31, 2024

Particulars	Reserves & Surplus						Items of other comprehensive income	Total
	Capital Reserve	Capital Redemption Reserve	Securities Premium	General reserve	Statutory Reserve (u/s 45-IC of RBI Act, 1934)	Retained Earnings	Equity instruments measured at fair value through OCI	
Balance as of April 1, 2023	0.11	70.00	781.28	9,659.72	11,934.58	2,69,335.36	17,859.44	3,09,640.49
Transfer to statutory Reserve u/s 45-IC of RBI Act, 1934	-	-	-	-	654.96	(654.96)	-	-
Profit for the year (including share of associates)	-	-	-	-	-	18,488.06	-	18,488.06
Other Comprehensive Income for the year (including share of associates)	-	-	-	-	-	109.55	1,298.26	1,407.81
Final Dividend @ ₹5/- per equity share for financial year ended March 31, 2023	-	-	-	-	-	(159.58)	-	(159.58)
Impact of adjutment in other equity of associates	-	-	-	-	-	21.28	-	21.28
Balance as of March 31, 2024	0.11	70.00	781.28	9,659.72	12,589.54	2,87,139.71	19,157.70	3,29,398.06

Nature and Purposes of Reserves

a. Capital reserve

Capital reserve represents reserve recognised on amalgamation being the difference between consideration amount and net assets of the transferee Company.

b. Capital redemption reserve

Capital Redemption reserve is a statutory, non-distributable reserve into which amounts are transferred following the redemption or purchase of a Company's own shares.

c. Securities premium

Securities premium represents amount of premium recognised on issue of shares to shareholders at a price more than its face value. The reserve can be utilised only for limited purposes in accordance section 52 and other provisions of the Companies Act, 2013.

d. General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. General reserve is free reserve available for distribution as recommended by Board in accordance with requirements of the Companies Act, 2013.

e. Statutory Reserve (u/s 45-IC of RBI Act, 1934)

Statutory Reserve is mandatory reserve to created by NBFC Companies u/s 45-IC of RBI Act, 1934 every year @ 20% of net profit after tax during the year.

f. Retained earnings

Retained earnings are the profits earned till date after transfers to general/other reserves, dividends or other distributions paid to the shareholders. The amount is available for distribution to its equity shareholders.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

g. Equity instrument through other comprehensive income

Reserve for equity instruments through other comprehensive income represents the cumulative gains and losses arising on the fair valuation of certain equity instruments which the Company has elected to measured at fair value through other comprehensive income. The amount from this reserve is transferred to retained earnings when such equity instruments are derecognised.

17 Interest Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
From financial assets measured at fair value through profit or loss:		
- Interest Income from investments	100.17	97.07
- Interest Income from others	19.31	-
From financial assets measured at amortized cost:		
- Interest Income from bank deposits	-	5.80
	119.48	102.87

18 Dividend Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Dividend Income from investments:		
- measured at fair value through profit or loss	1.90	1.94
- designated at fair value through other comprehensive income held at the end of the reporting period	223.43	227.10
	225.33	229.05

19 Net gain on fair value changes

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(A). Net gain on financial instruments at fair value through profit or loss		
On trading portfolio		
- Investments *	1,932.81	1,158.21
Total	1,932.81	1,158.21
Fair Value changes		
- Realised	976.79	519.92
- Unrealised	956.02	638.29
Total	1,932.81	1,158.21

* Includes distribution from Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds

20 Other Income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Receipt against License agreement	182.89	176.90
Rent received	1.80	1.80
Provision no longer required written back	0.97	4.62
Miscellaneous	-	63.90
	185.66	247.22

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

21 Employee Benefits Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries and wages	62.01	48.36
	62.01	48.36

22 Other Expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rates and taxes	2.07	1.78
Printing and stationery	0.64	1.39
Other Financial Charges	0.25	0.07
Director's sitting fees and incidental expenses	2.33	2.95
Payment to auditor		
- As audit fee	1.00	1.00
- As Reimbursement of expenses	-	0.22
Legal and Professional charges	308.83	252.37
Insurance	3.63	4.01
Expenditure towards Corporate Social Responsibility (CSR) activities (also refer Note No. 31)	21.19	45.05
Charity & Donation	11.51	23.00
Excess Income Written Off	181.97	46.23
Provision for Expected Credit Losses (ECL)	13.89	-
Miscellaneous [#]	8.93	7.49
	556.24	385.57

[#]does not include any item of expenditure with a value of more than 1% of revenue from operations

23 Tax Expense

23.1 Deferred tax (liabilities)/Assets (Net)

Financial year ended March 31, 2025

Particulars	Opening Balance	Mat Credit Adjustment	Recognised in profit or loss	Recognised in OCI	Closing Balance
Deferred tax liabilities					
Unrealised gain on investments carried at fair value through profit or loss / other comprehensive income	1,591.58	-	482.31	231.12	2,305.02
Gross deferred tax liabilities (A)	1,591.58	-	482.31	231.12	2,305.02
Deferred tax assets					
Difference between carrying value of Property plant and equipment as per books of account and tax base	0.09	-	-	-	0.09
Provision for employee benefits	0.78	-	(0.51)		0.27
MAT credit recoverable	2,689.11	(160.60)	-	-	2,528.51
Gross deferred tax assets (B)	2,689.98	(160.60)	(0.51)	-	2,528.87
Deferred tax (liabilities)/assets (Net) (B-A)	1,098.40	(160.60)	(482.82)	(231.12)	223.85

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Financial year ended March 31, 2024

Particulars	Opening Balance	Mat Credit Adjustment	Recognised in profit or loss	Recognised in OCI	Closing Balance
Deferred tax liabilities					
Unrealised gain on investments carried at fair value through profit or loss / other comprehensive income	1,251.76	-	173.93	165.89	1,591.58
Gross deferred tax liabilities (A)	1,251.76	-	173.93	165.89	1,591.58
Deferred tax assets					
Difference between carrying value of Property plant and equipment as per books of account and tax base	0.10	-	(0.01)	-	0.09
Provision for Employee Benefits	1.61	-	(0.83)	-	0.78
MAT credit recoverable	3,063.30	(374.19)	-	-	2,689.11
Gross deferred tax assets (B)	3,065.01	(374.19)	(0.84)	-	2,689.98
Deferred tax (liabilities)/assets (Net) (B-A)	1,813.25	(374.19)	(174.77)	(165.89)	1,098.40

Note: Deferred tax assets and deferred tax liabilities have been offset as they are governed by the same taxation laws.

23.2.1 Tax expense recognised in profit or loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax		
- Relating to current year	1,014.20	986.39
- relating to previous year	-	(225.20)
Deferred tax	482.82	174.77
	1,497.02	935.96

23.2.2 Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit before tax	27,297.39	19,424.02
Less : Income from Associates	25,453.08	18,121.32
Profit before tax & share of profit of associates	1,844.31	1,302.70
Tax at the Indian Tax Rate of 29.12%	1,507.84	1,226.17
Effect of income that is taxable at lower rates	(145.16)	(34.16)
Effect of expenses that are non-deductible in determining taxable profit	38.66	114.83
Differential tax rate on capital gain on sale of investments/mark to market gain on investment	343.40	-
Effect of income that is exempt from taxation	(105.76)	(278.08)
Effect of deduction's claimed as per Income tax laws	(46.47)	(58.16)
Effect of long term loss carried forward	(95.48)	190.57
Tax adjustment relating to previous year	-	(225.20)
Total tax expense recognised in profit or loss	1,497.02	935.96

23.3 Tax expense recognised in other comprehensive income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Remeasurement of defined benefit obligation	-	-
Gain/(loss) on Fair Valuation of Equity instruments carried at FVOCI	231.12	165.89
Total tax expense recognised in other comprehensive income	231.12	165.89

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

24 Financial Instruments and Financial Risk Management

24.1 Classification of Financial instruments

Particulars	At Amortised Cost [#]	At fair value through profit or loss		At fair value through Other comprehensive income		Total carrying value/ Fair Value
		Designated upon initial recognition	Mandatory	Equity instruments designated upon initial recognition	Mandatory	
As at March 31, 2025						
Financial Assets						
Cash and cash equivalents	49.18	-	-	-	-	49.18
Bank balances other than Cash and cash equivalents	102.77	-	-	-	-	102.77
Other Receivables	199.46	-	-	-	-	199.46
Investments*	-	-	26,948.33	21,161.84	-	48,110.18
Other Financial Assets	41.66	-	-	-	-	41.66
Total	393.07	-	26,948.33	21,161.84	-	48,503.25
Financial Liabilities						
Trade Payables	-	-	-	-	-	-
Other financial liabilities	7.00	-	-	-	-	7.00
Total	7.00	-	-	-	-	7.00
As at March 31, 2024						
Financial Assets						
Cash and cash equivalents	284.70			-	-	284.70
Bank balances other than Cash and cash equivalents	98.22			-	-	98.22
Other Receivables	252.58			-	-	252.58
Investments*	-		23,406.57	22,513.02	-	45,919.59
Other Financial Assets	227.74		-	-	-	227.74
Total	863.24	-	23,406.57	22,513.02	-	46,782.83
Financial Liabilities						
Trade Payables	-	-	-	-	-	-
Other financial liabilities	16.60	-	-	-	-	16.60
Total	16.60	-	-	-	-	16.60

*Carrying value of the financial assets and financial liabilities designated at amortised cost approximates its fair value largely due to short-term nature of these instruments.

*Investment value excludes investment in Associates of ₹3,04,669.13 Lacs (March 31, 2024: ₹2,81,033.31 lacs) accounted for using the equity method as per Ind AS 28.

24.2 Fair value hierarchy

The fair value of financial instruments have been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements)

Level 1:

Quoted prices in an active market: This level of hierarchy includes financial instruments that are measured by reference to quoted prices (unadjusted) in active markets for identical instruments.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Level 2:

Valuation techniques with observable inputs: This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3:

Valuation techniques with unobservable inputs: This level of hierarchy includes instruments measured using inputs that are not based on observable market data (unobservable inputs). Fair value is determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instruments nor based on available market data.

The following table provides an analysis of financial instruments that are measured at fair value and have been grouped into Level 1, Level 2 and Level 3 below:

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2025				
Financial Assets				
Investments in quoted equity instruments	22,607.23	-	-	22,607.23
Investments in unquoted equity instruments	-	-	-	-
Investments in quoted mutual funds	20,541.22	-	-	20,541.22
Investments in unquoted debentures/other funds	-	-	4,961.73	4,961.73
	43,148.45	-	4,961.73	48,110.18

Particulars	Level 1	Level 2	Level 3	Total
As at March 31, 2024				
Financial Assets				
Investments in mutual funds/bonds/preference shares	23,942.60	-	-	23,942.60
Investments in quoted equity instruments	-	-	219.86	219.86
Investments in unquoted equity instruments	15,915.03	-	-	15,915.03
Investments in unquoted debentures/other funds	-	-	5,842.10	5,842.10
	39,857.63	-	6,061.96	45,919.59

The following methods and assumptions were used to estimate the fair values:

Quoted equity investments: Fair value is derived from quoted market prices in active markets.

Unquoted equity investments: Fair value is derived on the basis of net asset value approach, in this approach the net asset value is used to capture the fair value of these investments.

Quoted mutual funds: Fair value is determined by reference to quotes from the financial institutions, i.e. net asset value (NAV) for mutual fund declared by mutual fund house.

Unquoted debentures/other funds: Fair value is determined by reference to quotes from fund houses/portfolio management services companies.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Reconciliation of Level 3 fair value measurements is given below:

Particulars	Unquoted equity instruments	Unquoted debentures/ other funds	Total
As at March 31, 2023	219.86	8,468.89	8,688.75
Additions during the year	-	467.47	467.47
Sales during the year	-	(2,044.29)	(2,044.29)
Gain/(loss) recognised in profit and loss on fair value changes		(1,049.97)	(1,049.97)
As at March 31, 2024	219.86	5,842.10	6,061.96
Additions during the year	-	-	-
Sales during the year / Re-classified to Quoted Investments	(219.86)	(937.13)	(1,156.99)
Gain/(loss) recognised in profit and loss on fair value changes	-	56.76	56.76
As at March 31, 2025	-	4,961.73	4,961.73

24.3 Financial Risk Management

This note explains the risk which company is exposed to and policies and framework adopted by the company to manage these risks.

The Company's activities expose it mainly to the market risk, credit risk and liquidity risk.

The monitoring and management of such risks is undertaken by the senior management of the Company. There are appropriate policies and procedures in place through which such financial risks are identified, measured and managed by the Company. The Audit Committee and the Board are regularly apprised of these risks and measures used to mitigation these risks.

a. Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of adverse changes in market rates and prices such as currency risk, interest rate risk, other price risk etc.

(i) Currency Risk

Currently company does not have transaction in foreign currencies and hence the company is not exposed to currency risk.

(ii) Interest rate risk

Since the Company does not have any significant financial assets or financial liabilities bearing floating interest rates, any change in interest rates would not have any significant impact on the financial statements of the Company.

(iii) Price Risk

The company is exposed to price risk arising from investments held by the company and classified in the balance sheet either as at fair value through profit or loss or at fair value through other comprehensive income. To manage its price risk arising from investments, the company diversifies its portfolio in equity, debt, money market and other instruments (including through funds). The Company also has strategic asset allocation benchmarks and risk limits.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Sensitivity analysis

The table below summaries the impact of increase/decrease in the prices of investments held at the end of the year on the company's profit and other comprehensive income for the year. The analysis is based on the assumption that prices of investments are increased or decreased by 5% with all other variables held constant:

- (i) In respect of investments measured at fair value through profit of loss, profit for the year ended March 31, 2025 would have been increased/decreased by ₹1,347.42 Lakhs (March 31, 2024 by ₹1,170.33 Lakhs) as a result of the changes in prices of investments.
- (ii) In respect of investments measured at fair value through other comprehensive income, other comprehensive income for the year ended March 31, 2025 would have been increased/decreased by ₹1,058.09 Lakhs (March 31, 2024: 1,125.65 Lakhs) as a result of the changes in prices of investments.

b. Credit Risk

Credit risk is the risk of financial loss to the company if a customer or counter-party fails to meet its contractual obligations.

Financial instruments that are subject to concentrations of credit risk principally consist of receivables, cash and cash equivalents, bank deposits, investments in debentures, mutual funds & other funds and other financial assets.

The maximum exposure to credit risk was ₹ 25,896.01 Lakhs and ₹22,620.40 Lakhs, as at March 31, 2025 and March 31, 2024 respectively, being the total carrying value of trade receivables, cash and cash equivalents, balances with bank, investments (excluding equity investments) and other financial assets.

Credit risk with respect to receivables is limited, since the receivables amount is immaterial. To manage the credit risk, the credit worthiness of the receivables is evaluated on an ongoing basis and investment is made only after considering counterparty risks based on multiple criteria including Tier I capital, Capital Adequacy Ratio, Credit Rating, Profitability, NPA levels and deposit base of banks and financial institutions etc. These risks are monitored regularly as per its risk management program.

As at the end of the reporting period, all the investments have been fair valued and receivables, bank balances and other financial assets are considered to be good.

c. Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when they become due.

The Company has no borrowings. Further, other financial liabilities of the Company are negligible amounting to ₹7.00 Lakhs and ₹16.60 Lakhs as at March 31, 2025 and March 31, 2024 respectively.

The Company's principal sources of liquidity are cash and cash equivalents and cash flows that are generated from operations. Additionally, the Company has invested its surplus funds in such instruments ensuring availability of liquidity as and when required. Hence, the Company carries a negligible liquidity risk.

25 Employee Benefits

25.1 Defined Contribution plans

The Company has not incurred any expense on account of defined contribution plans during the year ended March 31, 2025 and March 31, 2024.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

25.2 Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees in terms of the provisions of the Payment of Gratuity Act, 1972. This defined benefit plan of gratuity is administered by a separate trust that is legally separate from the entity. The Company makes annual contributions to the trust and trust is responsible for investments with regard to the assets of the trust. The Company accounts for the liability for gratuity benefits payable in the future based on actuarial valuation using projected unit credit method. Each year, the Company review the level of funding. Such a review includes the asset-liability matching strategy and assessment of the investment risk. The Company decides its contribution based on the results of this annual review.

These plans typically expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment Risk

The actual return on plan assets below the expected return will create plan deficit.

Salary Risk

The present value of defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in rate of increase in salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

Interest Risk

The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in value of the liability.

Longevity Risk

The present value of defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after employment. An increase in the life expectancy of the plan participants will increase the plans liability.

The principal assumption used for the purpose of the actuarial valuation were as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.99%	7.22%
Salary increase	6.00%	6.00%
Expected average remaining working life	9.70	9.69
Mortality Rates	100% of IALM (2012-14)	100% of IALM (2012-14)
Method used	Project unit credit method	Project unit credit method

Amounts recognised in statement of profit and loss:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current Service cost	1.65	1.34
Net interest cost	0.03	0.40
	1.68	1.74

The current service cost, past service cost and the net interest expenses for the year are included in Note 21 "Employee Benefits Expenses" under the head "Salaries and Wages".

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Amounts recognised in Other Comprehensive Income:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial gain/(losses) arising from changes in financial assumptions	(0.02)	-
Actuarial gain/(losses) arising from changes in experience adjustments	(0.27)	(0.69)
Actuarial gain/(losses) arising from changes in Demographic Assumption	-	-
Actuarial gain/(losses) arising on Asset	0.02	(0.09)
	(0.27)	(0.78)

Amount recognized in Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of funded defined benefit obligation (a)	11.60	9.01
Fair Value of Plan Assets (b)	9.21	8.57
Net assets / (liability) (b-a)	(2.39)	(0.45)

Movements in the present value of defined benefit obligation are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Defined benefit obligation as at the beginning of the year	9.01	8.44
Current Service Cost	1.65	1.34
Interest Cost	0.65	0.62
Actuarial (gain)/losses arising from changes in experience adjustments	0.29	0.69
Benefits Paid	-	(2.08)
Defined benefit obligation as at the end of the year	11.60	9.01

Movements in the fair value of plan assets are as follows:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Fair value of plan assets as at the beginning of the year	8.57	3.03
Interest Income	0.64	0.14
Employer contribution	-	5.41
Benefits paid	-	-
Fair value of plan assets as at the end of the year	9.21	8.58

Plan assets comprises of mutual fund, Government of India securities and bank balances. The average duration of the defined benefit obligation is 9.16 years (2024: 9.13 years). The Company expects to make a contribution of ₹0.89 lacs (March 31, 2024: ₹0.57 lacs) to the defined benefit plans during the next financial year.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of reporting period, while holding all other assumptions constant. There is no change from the previous period in the methods and assumptions used in preparing the sensitivity analysis.

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Impact of the change in discount rate		
Impact due to increase of 0.50%	(0.04)	(0.01)
Impact due to decrease of 0.50%	0.05	0.01
(ii) Impact of the change in salary increase		
Impact due to increase of 0.50%	0.05	0.01
Impact due to decrease of 0.50%	(0.04)	(0.01)

Maturity Profile of Defined Benefit Obligation

Year	As at March 31, 2025	As at March 31, 2024
a) 0 to 1 Year	10.97	8.82
b) 1 to 5 Years	0.07	0.03
c) More than 5 years	0.55	0.16

25.3 Other long term employee benefits-Compensated absences

Amount recognized in Balance Sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Liability at the end of year	4.36	2.67

The amounts recognized in Statement of Profit and Loss

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total Service Cost	0.85	0.50
Net Interest Cost	0.19	0.01
Net actuarial (gain) / loss recognized in the period	0.65	2.81
Expense/(Income) recognized in the statement of profit and loss [#]	1.69	3.32

[#] The expense recognized in the statement of profit and loss during the year have been included in Note 21 "Employee Benefits Expenses" under the head "Salaries and Wages". Further, the income recognized in the statement of profit and loss during the year have been included in Note 20 "Other Income" under the head "Provision no longer required written back".



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(All amounts in ₹ Lakhs, unless otherwise stated)

26 RELATED PARTY TRANSACTIONS

(i) Description of related parties

Associates

Vardhman Textiles Limited

Vardhman Spinning and General Mills Limited

Enterprises over which KMP have significant influence:

Vardhman Acrylics Limited

Post Employment Benefit Plans Trust

VSGM Gratuity Fund Trust

Key management personnel (KMP)

Mr. S.P. Oswal (Chairman and Managing Director)

Mrs. Poorva Bhatia (Chief Financial Officer) (w.e.f. 08.07.2023)

Ms. Swati Mangla (Company Secretary) (Upto 16.11.2023)

Ms. Aakriti Gupta (Company Secretary) (w.e.f. 14.02.2024 & Upto 13.11.24)

Mr. Ankit Singla (Company Secretary) (w.e.f. 14.11.24)

Mrs. Shakun Oswal (Non-Executive Director) (Upto 30.09.2023)

Mr. Sachit Jain (Non-Executive Director)

Mrs. Suchita Jain (Non-Executive Director)

Mr. Vikas Kumar (Non-Executive Director)

Mr. Rajeev Kumar Mittal (Independent Director)

Mr. Sanjeev Jain (Independent Director) (upto 12.11.2023)

Mr. Devendra Bhushan Jain (Independent Director)

Mr. Manjul Pahwa (Independent Director)

Dr. Pooja Mehta (Independent Director)

(ii) Transactions with related parties

Nature of Transaction	Nature of relationship	For the year ended March 31, 2025	For the year ended March 31, 2024
Receipt against licence agreement (including indirect taxes)	Associates	169.83	164.59
	Enterprises over which KMP have significant influence	14.75	14.75
Rent Received (including indirect taxes)	Associates	2.12	2.12
Managerial Remuneration			
- Short term employee benefits	Key Managerial Personnel	57.55	45.51
- Post employment benefits (including amount recognized in OCI)	Key Managerial Personnel	1.95	3.62
- Other long term employee benefits	Key Managerial Personnel	1.69	3.32
Directors' sitting fee	Key Managerial Personnel	2.33	2.95
Dividend received	Associates	3,333.70	2,908.06
	Enterprises over which KMP have significant influence	14.67	18.34
Contribution during the year	Post Employment Benefit Plans Trust	-	5.41
Dividend Paid	Key Managerial Personnel	4.38	5.34

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

iii) Outstanding balances

Nature of Outstanding balance	Nature of relationship	As at March 31, 2025	As at March 31, 2024
Receivables			
Other Receivables (included in note no. 5)	Associates	157.38	152.58
	Enterprises over which KMP have significant influence	13.50	13.50
Payables			
Remuneration Payable (included in note no. 12)	Key Managerial Personnel	0.20	0.07
Sitting fee Payable (included in note no. 12)	Key Managerial Personnel	3.88	3.88

Terms and conditions of transactions with related parties

All related party transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured and settlement occurs in cash.

There have been no guarantees provided or received for any related party. For the year ended 31st March, 2025, the Company has not recorded any impairment in respect of any bad or doubtful debts due from related parties (March 31, 2024: Nil).

27 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	As at March 31, 2025	As at March 31, 2024
(i) Contingent Liabilities		
Related to Income-tax matters	360.20	314.75
(ii) Commitments	-	-

28 SEGMENT INFORMATION

The Company is primarily in the Investment business. The Chairman and Managing Director of the Company, which has been identified as being the Chief Operating Decision Maker (CODM), evaluates the Company's performance, allocate resources based on the analysis of the various performance indicator of the Company as a single unit. Therefore, there is only one reportable segment for the Company.

29 EARNINGS PER SHARE

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
1. Basic earnings per share		
Profit attributable to the equity holders of the Company used in calculating basic earnings per share (a)	25,800.37	18,488.06
Weighted average number of equity shares for the purpose of basic earnings per share (numbers) (b)	31,91,536	31,91,536
Basic earnings per share (Amount in ₹)	808.40	579.28
2. Diluted earnings per share		
Profit attributable to the equity holders of the Company used in calculating diluted earnings per share	25,800.37	18,488.06
Weighted average number of equity shares for the purpose of diluted earnings per share (numbers)	31,91,536	31,91,536
Diluted earnings per share (Amount in ₹)	808.40	579.28

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

30 Disclosure as required by Micro, Small and Medium Enterprises Development Act, 2006

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
(a) Amount remaining unpaid to suppliers as at the end of year	-	-
- Principal amount	-	-
- Interest due thereon		
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during the year	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

Note: The amounts have been determined to the extent micro and small enterprises have been identified on the basis of information available with the company.

31 Corporate Social Responsibility (CSR)

As per Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The detail of expenditure incurred on CSR activities by the Company is as below:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
a. Amount required to be spent by the company during the year	20.79	32.63
b. Amount of expenditure incurred:		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than construction / acquisition of any asset*	21.19	35.92
c. Shortfall at the end of the year**	-	9.13
d. Total of previous years shortfall	-	-
e. Reason fo shortfall	Not applicable	Not applicable
f. Nature of CSR activities	Promoting Education, Promoting Healthcare including Preventive Healthcare, Rural Development, Promotion of Art & Culture, Measures for the benefit of armed forces veterans, Promotion of Nationally Recognized Sports.	
g. details of related party transactions, e.g., contribution to a trust controlled by the company in relation to CSR expenditure as per relevant Accounting Standard	-	-
h. where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year	Not applicable	Not applicable

*The amount spent is on account of expense incurred by the Company in respect of the unspent CSR amount which is not mandatorily required to be spent by the company as per Frequently Asked Questions on Corporate Social Responsibility issued by Ministry of Corporate Affairs vide Circular No. 14 /2021 dated 25th August, 2021, details are CSR Expense in respect of (FY 2014-18 ₹10.77 lacs), for (FY 2020-21 ₹1.65 lacs) and for (FY 2023-24 23.50 lacs).

**Amount of ₹9.13 lacs deposited in previous year 2023-24 in CSR unspent account which has been spent in current FY 2024-25.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

32 Details of loans given, investments made and guarantee given covered u/s 186(4) of the Companies Act, 2013

The Company, being an NBFC registered with the RBI and engaged in the business of investments in ordinary course of its business, is exempt from complying with the provisions of section 186 of the Act with respect to investments. Accordingly, the disclosures required under the said section in respect of investments made are not applicable. Further, the Company has not given any loan to any person during the year.

33 Capital Management

For the purposes of the Company's capital management, capital includes equity share capital, securities premium and all other reserves attributable to the equity shareholders.

The primary objective of the Company's Capital Management is to maximize the return to shareholders and also maintain an optimal capital structure to reduce cost of capital.

The Company's policy is to maintain a strong capital base so as to maintain investors', creditors' and market confidence and to sustain future development of the business.

In the absence of any debt, the maintenance of debt equity ratio etc. is having no relevance to the Company.

The Company is not subject to any externally imposed capital requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

34 Maturity pattern of assets and liabilities

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
ASSETS						
(1) Financial Assets						
(a) Cash and Cash Equivalents	49.18	-	49.18	284.70	-	284.70
(b) Bank Balances other than (a) above	102.77	-	102.77	98.22	-	98.22
(c) Receivables						
(I) Trade Receivables	-	-	-	-	-	-
(II) Other Receivables	199.46	-	199.46	252.58	-	252.58
(d) Investments in associates accounted for using the equity method	-	3,04,669.13	3,04,669.13	0.01	2,81,033.30	2,81,033.31
(e) Other Financial assets	11,776.92	36,333.26	48,110.18	7,789.29	38,130.30	45,919.59
(f) Other Financial assets	41.66	-	41.66	227.74	-	227.74
	12,169.99	3,41,002.39	3,53,172.38	8,652.54	3,19,163.61	3,27,816.14
(2) Non Financial Assets						
(a) Current tax assets (Net)	373.39	-	373.39	533.01	-	533.01
(b) Deferred tax assets (Net)	-	223.85	223.85	-	1,098.40	1,098.40
(c) Property, Plant and Equipment	-	318.74	318.74	-	319.46	319.46
(d) Other non-financial assets	10.94	-	10.94	10.09	-	10.09
	384.33	542.59	926.92	543.10	1,417.86	1,960.96
TOTAL ASSETS	12,554.33	3,41,544.97	3,54,099.30	9,195.64	3,20,581.46	3,29,777.10

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025			As at March 31, 2024		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
LIABILITIES						
(1) Financial Liabilities						
(a) Payables						
(i) Trade Payables						
(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	7.00	-	7.00	16.60	-	16.60
	7.00	-	7.00	16.60	-	16.60
(2) Non Financial Liabilities						
(a) Provisions	6.75	-	6.75	3.11	-	3.11
(b) Other non-financial liabilities	39.10	-	39.10	40.09	-	40.09
	45.85	-	45.85	43.21	-	43.21
TOTAL LIABILITIES	52.85	-	52.85	59.81	-	59.81

35 Disclosures required Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023

35.1 Schedule of a non-deposit taking non-banking financial company

[as required in terms of Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023]

Liabilities side

Particulars	Current Year		Previous Year	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(1) Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid :				
(a) Debentures				
Secured	-	-	-	-
Unsecured (other than falling within the meaning of public deposits)	-	-	-	-
(b) Deferred Credits	-	-	-	-
(c) Term Loans	-	-	-	-
(d) Inter-corporate loans and borrowing	-	-	-	-
(e) Commercial Paper	-	-	-	-
(f) Public Deposits*	-	-	-	-
(g) Other Loans (specify nature)	-	-	-	-
*Please see Note 1 below				

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Current Year		Previous Year	
	Amount outstanding	Amount overdue	Amount outstanding	Amount overdue
(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
(a) In the form of Unsecured debentures	-	-	-	-
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-	-	-
(c) Other public deposits	-	-	-	-

* Please see Note 1 below

Asset side

Particulars	Amount outstanding	
	Current Year	Previous Year
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
(a) Secured	-	-
(b) Unsecured	-	-
(4) Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease	-	-
(b) Operating lease	-	-
(ii) Stock on hire including hire charges under sundry debtors :		
(a) Assets on hire	-	-
(b) Repossessed Assets	-	-
(iii) Other loans counting towards asset financing activities		
(a) Loans where assets have been repossessed	-	-
(b) Loans other than (a) above	-	-
(5) Break-up of Investments		
Current Investments		
1. Quoted		
(i) Shares		
(a) Equity		
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	11,776.93	7,789.30
(iv) Government Securities	-	-
(v) Others (please specify)		

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Amount outstanding	
	Current Year	Previous Year
2. Unquoted		
(i) Shares		
(a) Equity	-	-
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
Long Term investments		
1. Quoted		
(i) Share		
(a) Equity	3,27,270.93	3,04,968.31
(b) Preference	-	-
(ii) Debentures and Bonds	-	-
(iii) Units of mutual funds	8,764.29	8,125.73
(iv) Government Securities	-	-
(v) Others (please specify)	-	-
2. Unquoted		
(i) Shares		
(a) Equity	5.44	227.45
(b) Preference	-	-
(ii) Debentures and Bonds	25.34	257.18
(iii) Units of mutual funds	-	-
(iv) Government Securities	-	-
(v) Alternate Investment Funds/Real Estate Funds/Venture Capital Funds/Other Funds	4,936.39	5,584.93

(6) Borrower group-wise classification of assets financed as in (3) and (4) above :

(Please see Note 2 below)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Previous Year

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	-	-
Total	-	-	-

(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :

(Please see Note 2 below)

Category	Current Year		Previous Year	
	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **				
(a) Subsidiaries	-	-	-	-
(b) Companies in the same group	3,50,868.71	3,25,830.96	3,90,382.91	3,03,546.32
(c) Other related parties	-	-	-	-
2. Other than related parties	26,948.34	26,948.34	23,406.58	23,406.58
Total	3,77,817.07	3,52,779.30	4,13,789.49	3,26,952.91

**As per Ind AS (Please see Note 3)

(8) Other Information

Particulars	Current Year	Previous Year
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-

Notes:

- As defined in paragraph 5.1.26 of the Directions.
- Provisioning norms shall be applicable as prescribed in these Directions
- All notified Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/ fair value/ NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term (amortised cost in the case of Ind AS) or current (fair value in the case of Ind AS) in (5) above.

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

35.2 Other Disclosures, being Non-Banking Financial Company

(as required in terms of Annex XXII Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023)

1 Investments

S. No	Particulars	As at March 31, 2025	As at March 31, 2024
1	Value of Investments		
	Gross Value of Investments		
	(a) In India	3,52,779.31	3,26,952.91
	(b) Outside India	-	-
	Provisions for Depreciation		
	(a) In India	-	-
	(b) Outside India	-	-
	Net Value of Investments		
	(a) In India	3,52,779.31	3,26,952.91
	(b) Outside India	-	-
2	Movement of provisions held towards depreciation on investments		
	(a) Opening balance	-	-
	(b) Add: Provisions made during the year	-	-
	(c) Less:- Write off/ write back of excess provisions during the year	-	-
	(d) Closing balance	-	-

2 Exposures

a. Exposure to Real Estate Sector

S. No.	Category	As at March 31, 2025	As at March 31, 2024
(A)	Direct exposure		
	(i) Residential mortgages -	-	-
	Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented: (Individual housing loans up to ₹15 lakh may be shown separately)		
	(ii) Commercial real estate -		
	Lending secured by mortgages on commercial real estate (office building, retail space, multipurpose commercial premises, multi-family residential buildings, multitenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits	-	-
	(iii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures -		
	(a) Residential	-	-
	(b) Commercial real estate	-	-
	Total Exposure to Real Estate Sector		

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

b. Exposure to Capital Market

S. No.	Category	As at March 31, 2025	As at March 31, 2024
(i)	Direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	3,47,842.92	3,21,367.98
(ii)	Advances against shares/bonds/debentures or other securities or on clean basis to individuals for investment in shares (including IPOs/ESOPs), convertible bonds, convertible debentures and units of equity-oriented mutual funds;	-	-
(iii)	Advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security	-	-
(iv)	Advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares/convertible bonds/ convertible debentures/units of equity oriented mutual funds does not fully cover the advances;	-	-
(v)	Secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;		
(vi)	Loans sanctioned to corporates against the security of shares/bonds/debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	-	-
(vii)	Bridge loans to companies against expected equity flows/issues;	-	-
(viii)	All exposures to Venture Capital Funds (both registered and unregistered)	4,936.39	5,584.93
	Total Exposure to Capital Market	3,52,779.31	3,26,952.91

3. Break up of 'Provisions and Contingencies' shown under the head expenditure in Profit & Loss Account

S. No.	Category	Current Year	Previous Year
1	Provisions for depreciation on investment.	-	-
2	Provision towards NPA	-	-
3	Provision made towards income-tax (including adjustment related to previous year)	1,014.20	761.19
4	Other provision and contingencies	-	-
5	Provision for standard assets	-	-

4. Asset Liability Management Maturity pattern of certain items of Assets and Liabilities

As at March 31, 2025

Particulars	1 to 7 days	8 to 14 days	15 to 30 days	Over 1 month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities											
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Assets											
Advances	-	-	-	-	-	-	-	-	-	-	-
Investments	-			-	100.38	11,676.55	-	6,407.13	8,764.29	3,25,830.96	3,52,779.31

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

As at March 31, 2024

Particulars	1 to 7 days	8 to 14 days	15 to 30 days	Over 1 month to 2 months	Over 2 months up to 3 months	Over 3 months to 6 months	Over 6 months to 1 year	Over 1 year to 3 years	Over 3 years to 5 years	Over 5 years	Total
Liabilities											
Borrowings	-	-	-	-	-	-	-	-	-	-	-
Assets											
Advances	-	-	-	-	-	-	-	-	-	-	-
Investments		-	-	-	64.41	7,724.89	-	7,491.53	8,125.73	3,03,546.33	3,26,952.91

5. Other disclosures

a) Registration obtained from other financial sector regulators

Apart from RBI, Company is also governed by SEBI and MCA.

b) Disclosure of penalties imposed by RBI and other regulators

No penalty has been imposed by RBI or other regulators during the year ended March 31, 2025 and March 31, 2024.

c) Ratings assigned by credit rating agencies and migration of ratings during the year

Not applicable

Note:

The below disclosures as required in terms of Annex XVI of Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016 are not applicable to the Company:

- Derivatives
- Details of financing of parent company products
- Details of Single Borrower Limit (SBL) / Group Borrower Limite (GBL) exceeded by the NBFC
- Unsecured advances
- Concentration of deposits, advances, exposures and NPAs
- Overseas assets (for those with joint ventures and subsidiaries abroad)
- Off-balance sheet SPVs sponsored
- Disclosure of customer complaints

36 Interest in Other Entities

a. The Consolidated Financial Statements present the Consolidated Accounts of Vardhman Holdings Limited with its following Associates.

Name of Company	Country of Incorporation	Proportion of Ownership of Interest		
		Activities	As at March 31, 2025	As at March 31, 2024
A. Associates				
(i) Vardhman Textiles Limited	India	Textiles	28.85%	28.76%
(ii) Vardhman Spinning & General Mills Limited	India	Trading of Cotton & Manmade Fibre	50.00%	50.00%

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

b. Summarized Financial Information

Particulars	Vardhman Textiles Limited		Vardhman Spinning and General Mills Limited	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
I. Assets				
(A) Non Current Assets	6,12,749.27	5,54,919.80	-	-
(B) Current Assets				
i) Cash & Cash Equivalent	5,356.00	3,430.00	167.50	16.76
ii) Others	6,25,105.00	6,39,728.94	-	-
Total Current Assets	6,30,461.00	6,43,158.94	167.50	16.76
Total Assets (A+B)	12,43,210.27	11,98,078.74	167.50	16.76
II. Liabilities				
(A) Non Current Liabilities				
i) Financial Liabilities	74,977.00	41,407.00		
ii) Non Financial Liabilities	35,464.00	31,659.88		
Total Non Current Liabilities	1,10,441.00	73,066.88	-	-
(B) Current Liabilities				
i) Financial Liabilities	1,23,301.00	1,94,226.49		
ii) Non Financial Liabilities	12,904.00	11,981.56	33.09	2.88
Total Current Liabilities	1,36,205.00	2,06,208.05	-	2.88
Total Liabilities (A+B)	2,46,646.00	2,79,274.94	-	2.88
Net Assets (I-II)	9,96,564.27	9,18,803.80	167.50	13.88
III. Contingent liabilities and Commitments				
Contingent liabilities	26,227.00	26,735.87	-	-
Capital commitments	1,00,514.00	23,806.00	-	-
Other commitments	3,02,098.00	-	-	-
Company's share of contingent liabilities	7,566.49	7,689.56	-	-
Company's share of capital commitments	28,998.29	6,846.89	-	-
Company's share of other commitments	87,155.27	-	-	-

c. Summarized Financial Information

Particulars	Vardhman Textiles Limited		Vardhman Spinning and General Mills Limited	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Revenue from Opreations	9,78,488.00	9,50,468.00		-
Profit/(Loss) before Tax	1,16,824.83	83,492.94	(4.32)	(0.47)
Tax Expense	28,152.00	19,822.54		
Profit/(Loss) after Tax	88,672.83	63,670.40	(4.32)	(0.47)
Other Comprehensive Income	84.00	388.78		
Total Comprehensive Income	88,756.83	64,059.18	(4.32)	(0.47)

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

Particulars	Vardhman Textiles Limited		Vardhman Spinning and General Mills Limited	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Depreciation and Amortisation expense	40,092.28	40,459.36		
Interest Expense (Net of Interest Income)	7,728.00	10,228.00	0.01	0.01
Company's Share of Profit for the period	25,455.24	18,121.55	(2.16)	(0.23)
Company's Share of Other Comprehensive Income for the period	25.11	110.33	-	-
Company's Share of Total Comprehensive Income for the period	25,480.35	18,231.88	(2.16)	(0.23)

d. Movement of Investment in Associates using equity method

Particulars	Vardhman Textiles Limited		Vardhman Spinning and General Mills Limited	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Investment as at the beginning of the Period	2,81,025.71	2,62,642.30	7.60	7.83
Add: Share of Total Comprehensive Income for the period	25,480.35	18,231.88	(2.16)	(0.23)
Add:-Investment purchase for the period	1,245.50	3,038.30	-	-
Less: Dividend distributed during the period	(3,333.70)	(2,908.60)	-	-
Add/(less): Impact of adjutment in other equity of associates	245.83	21.28	-	-
Investment as at the end of the Period	3,04,663.69	2,81,025.71	5.44	7.60

37 Other Details mandated by Schedule III of Companies Act 2013, by way of additional information:

As at and Year ended 31st March 2025

Name of entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
Company	26.56%	94,041.51	1.35%	347.29	101.61%	-1,582.58	-5.10%	(1,235.29)
Associates (Investment accounted for using equity method)								
Indian								
1) Vardhman Textiles Limited	73.44%	2,60,002.00	98.66%	25,455.24	-1.61%	25.11	105.10%	25,480.35
2) Vardhman Spinning and General Mills Limited	0.00%	2.94	-0.01%	(2.16)	0.00%	-	-0.01%	(2.16)
Total	100.00%	3,54,046.45	100.00%	25,800.37	100.00%	(1,557.47)	100.00%	24,242.90

Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

As at and Year ended 31st March 2024

Name of entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in other comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
Company	27.93%	92,102.67	1.98%	366.73	92.16%	1297.48	8.36%	1,664.21
Associates (Investment accounted for using equity method)								
Indian								
1) Vardhman Textiles Limited	72.06%	2,37,609.54	98.02%	18,121.56	7.84%	110.33	91.64%	18,231.88
2) Vardhman Spinning and General Mills Limited	0.00%	5.10	0.00%	(0.23)	0.00%	-	0.00%	(0.23)
Total	100.00%	3,29,717.31	100.00%	18,488.06	100.00%	1,407.80	100.00%	19,895.86

38 Events after the Reporting Period

The Board of directors have recommended the payment of Final dividend of ₹5/- per equity share (previous year ₹5/- per equity share) which is subject to the approval of Shareholders in the Annual General meeting.

39 Following are the additional disclosures required as per Schedule III to the Companies Act, 2013

- No proceeding have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988).
- The company has not been declared as wilful defaulter by any bank or financial Institution or other lender.
- The company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.
- There are no transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- No funds that have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company; or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



Notes to consolidated financial statements

for the year ended March 31, 2025

(All amounts in ₹ Lakhs, unless otherwise stated)

- f. No funds have been received by the company from any person(s) or entity(ies), including foreign entities ("funding party") with the understanding, whether recorded in writing or otherwise, that the company shall directly or indirectly lend or invest in other persons or entities in any manner whatsoever by or on behalf of the funding party ("Ultimate beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g. During the financial year, the Company has not traded or invested in Crypto currency or Virtual Currency.

As per our report of even
date attached

For K C Khanna & Co.

Chartered Accountants

Firm Regn. No. 000481N

M M Khanna

Partner

M. No. 007517

Place: Ludhiana

Date: May 23, 2025

For and on behalf of the board of directors

Ankit Singla

Company Secretary

M. No. A69926

Poorva Bhatia

Chief Financial Officer

Suchita Jain

Director

DIN:00746471

S.P. Oswal

Chairman & Managing Director

DIN:00121737

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Part B

Name of Associates	Vardhman Textiles Limited
1. Latest audited Balance Sheet Date	31.03.2025
2. Date on which the Associate was associated or acquired	08-10-1973
3. Shares of Associate held by the company on the year end	
No.	8,34,37,034
Amount of Investment in Associate	43,416.17 Lakhs
Extend of Holding %	28.85%
4. Description of how there is significant influence	More than 20% shares of Vardhman Textiles Limited are held by the Company.
5. Reason why the associate is not consolidated	...
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	276,320.68 Lakhs
7. Profit / Loss for the year	
i. Considered in Consolidation	₹253.62 crore
ii. Not Considered in Consolidation	N.A.

For and on behalf of the board of directors

Place: Ludhiana
Date: May 23, 2025

Ankit Singla
Company Secretary
M. No. A69926

Poorva Bhatia
Chief Financial Officer

Suchita Jain
Director
DIN:00746471

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

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Part B

Name of Associates	Vardhman Spinning & General Mills Limited
1. Latest audited Balance Sheet Date	31.03.2025
2. Date on which the Associate was associated or acquired	24-09-2008
3. Shares of Associate/Joint Ventures held by the company on the year end	
No.	25,000
Amount of Investment in Associates/Joint Venture	₹0.03 crore
Extend of Holding %	50%
4. Description of how there is significant influence	More than 20% shares of Vardhman Spinning & General Mills Limited are held by the Company.
5. Reason why the associate/joint venture is not consolidated	-
6. Net worth attributable to Shareholding as per latest audited Balance Sheet	₹0.07 crore
7. Profit / Loss for the year	₹(0.004) crore
i. Considered in Consolidation	₹(0.0022) crore
ii. Not Considered in Consolidation	N.A.

For and on behalf of the board of directors

Place: Ludhiana
Date: May 23, 2025

Ankit Singla
Company Secretary
M. No. A69926

Poorva Bhatia
Chief Financial Officer

Suchita Jain
Director
DIN:00746471

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



Vardhmān

VARDHMAN HOLDINGS LIMITED

CHANDIGARH ROAD, LUDHIANA - 141 010

CIN: L17111PB1962PLC002463