

54<sup>th</sup>

# ANNUAL REPORT

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Vardhmān



**Vardhmān Holdings Limited**

## BOARD OF DIRECTORS

Mr. Shri Paul Oswal	<i>Chairman and Managing Director</i>
Mrs. Shakun Oswal	<i>Director</i>
Mr. Sachit Jain	<i>Director</i>
Mrs. Suchita Jain	<i>Director</i>
Mr. Chaman Lal Jain	<i>Director</i>
Mr. Vikas Kumar	<i>Director</i>
Mr. Jagdish Rai Singal	<i>Independent Director</i>
Mr. Sat Pal Kanwar	<i>Independent Director</i>
Mrs. Apinder Sodhi	<i>Independent Director</i>
Mr. Om Parkash Sharma	<i>Independent Director</i>
Mr. Rajeev Kumar Mittal	<i>Independent Director</i>
Mr. Sanjeev Jain	<i>Independent Director</i>

## CHIEF FINANCIAL OFFICER

Ms. Poorva Bhatia

## AUDITORS

M/s. R. Dewan & Company,  
Chartered Accountants  
Ludhiana

## REGISTRAR AND TRANSFER AGENT

M/s. Alankit Assignments Limited  
New Delhi

## REGISTERED & CORPORATE OFFICE

Vardhman Premises, Chandigarh Road,  
Ludhiana-141 010  
Phones: (0161) 2228943 - 48  
Fax: (0161) 2601048  
E-mail: secretarial.lud@vardhman.com  
Website: www.vardhman.com  
**CIN : L17111PB1962PLC002463**  
**PAN : AABCV8088P**

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## NOTICE

NOTICE is hereby given that the **FIFTY FOURTH ANNUAL GENERAL MEETING** of members of Vardhman Holdings Limited will be held on Thursday, the 27<sup>th</sup> day of September, 2018 at 04.00 p.m. at the Registered Office of the Company situated at Chandigarh Road, Ludhiana, to transact the following business:-

### ORDINARY BUSINESS:

#### Item No. 1 – Adoption of financial statements

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the Financial Year ended 31<sup>st</sup> March, 2018 together with Report of Board of Directors and Auditors thereon.

#### Item No. 2 – Declaration of Dividend

To declare a dividend of ₹ 5/- per equity share for the year ended 31<sup>st</sup> March, 2018.

#### Item No. 3 – Appointment of Mr. Chaman Lal Jain as a director liable to retire by rotation

To appoint a Director in place of Mr. Chaman Lal Jain (DIN No. 00307280), 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 – Appointment of Mr. Sanjeev Jain as an Independent Director

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sanjeev Jain (DIN: 01242929), who was appointed by the Board of Directors as an Additional Director (Independent) of the Company with effect from November 13, 2017, and who holds office upto the date of this Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 3 (Three) consecutive years with effect from November 13, 2017.

#### Item No. 5 – To approve continuation of directorship of Mr. Sat Pal Kanwar as a non-executive 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby given for continuation of the directorship of Mr. Sat Pal Kanwar (DIN: 01504398), after April 1, 2019, as per his existing terms of appointment, as a non-executive director of the company.”

#### Item No. 6 – To approve continuation of directorship of Mr. Chaman Lal Jain as a non-executive 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby given for continuation of the directorship of Mr. Chaman Lal Jain (DIN: 00307280), after April 1, 2019, as per his existing terms of appointment, as a non-executive director of the company.”

#### Item No. 7 – To approve continuation of directorship of Mr. Om Parkash Sharma as a non-executive 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 Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members of the company be and is hereby given for continuation of the directorship of Mr. Om Parkash Sharma (DIN: 02721270), after April 1, 2019, as per his existing terms of appointment, as a non-executive director of the company.”

### BY ORDER OF THE BOARD

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

PLACE: Ludhiana  
DATE: August 3, 2018

### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **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/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. THE BLANK PROXY FORM IS ENCLOSED.**

However, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

3. Corporate members intending to send their authorised representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of relevant Board Resolution together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 22<sup>nd</sup> September, 2017 (date of last Annual General Meeting) on the website of the Company ([www.vardhman.com](http://www.vardhman.com)), and also on the website of the Ministry of Corporate Affairs.  
  
Subject to the provisions of Section 126 of the Companies Act, 2013 (corresponding to Section 206A of the Companies Act, 1956), dividend as recommended by the Board of Directors, if declared at the meeting, will be dispatched/ remitted commencing on or from September 28, 2018.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and bank details to Alankit Assignments Limited. A blank form in this regard is being sent with this Annual Report.
8. The Members holding shares in physical mode are requested to notify the change in their address, if any, at the earliest to the Registrar & Transfer Agent/Company. However, members holding shares in electronic mode may notify the change in their address, if any, to their respective Depository Participants.
9. The Securities and Exchange Board of India (SEBI) vide its Notification dated June 8, 2018 has mandated that w.e.f. December 5, 2018, the transfer of shares would be carried out in dematerialized form only, except in case of transmission or transposition of securities. Hence all the shareholders holding shares in physical form are hereby requested to get their physical shares dematerialized.
10. **The Register of Members and the Share Transfer Books of the Company shall remain closed from September 17, 2018 to September 27, 2018 (both days inclusive).**
11. Members of the Company had approved the appointment of M/s. R. Dewan & Co., Chartered Accountants, as the Statutory Auditors at the 50<sup>th</sup> AGM of the Company which is valid till 55<sup>th</sup> AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
12. The information pursuant to Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 regarding the Directors 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.
13. Members desiring any information, as regards Accounts, are requested to write to the Company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
14. The copies of relevant documents can be inspected at the Registered Office of the Company on any working day between 10.30 A.M. to 12.30 P.M.
15. Members holding shares in the same/identical name (s) under different folios are requested to apply for consolidation of such folios and send relevant share certificates to the Company/Registrar and Transfer Agent.
16. The Ministry of Corporate Affairs, Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars allowing Companies to send official documents to their members electronically. In support of the Green Initiative, your Company proposes to send the documents like Notice calling the Annual General Meeting and Annual Report containing Balance sheet, Statement of Profit & Loss and Directors' Report etc and other communications in electronic form. The members are requested to support this Green Initiative by registering/ updating their e-mail addresses with the Depository Participant (in case of shares held in dematerialized form) or with Registrar and Transfer Agent, Alankit Assignments Limited, New Delhi (in case of shares held in physical form).
17. The Results of the resolutions passed at the AGM of the Company will be declared within 48 working hours of conclusion of AGM. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website [www.vardhman.com](http://www.vardhman.com) and on the website of CDSL and will be communicated to the stock exchanges.
18. The Annual Report 2017-18 is being sent through electronic mode only to the Members whose email addresses are registered with the Company/Depository Participant(s), unless any members has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 are being sent by permitted mode.
19. M/s. Harsh Goyal & Associates, Company Secretaries have been appointed as the Scrutinizer to scrutinize the e-voting



process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The Scrutinizer shall within a period of three working days from 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 favour or against, if any, forthwith to the Chairman of the Company.

20. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of the SEBI (Listing Obligations And Disclosures Requirements) Regulation 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Services (India) Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

**21. The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period commences on September 24, 2018 (9:00 a.m.) and ends on September 26, 2018 (5:00 p.m.) During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after end of voting period 2018. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iv) Click on "Shareholders" tab.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on Attendance slip provided with the Annual report.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "**SUBMIT**" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN: **180820058** for **<VARDHMAN HOLDINGS LIMITED>** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (xv) 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.

# Vardhman Holdings Limited

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- (xvi) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting” available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- 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 as Corporates.
  - 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 on.
- The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 20, 2018 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com**, under help section or write an email to **helpdesk.evoting@cdslindia.com**
- MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM, AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.**
- BY ORDER OF THE BOARD**
- Sd/-  
(S.P. Oswal)  
Chairman & Managing Director
- PLACE: Ludhiana**  
**DATE: August 3, 2018**

**ANNEXURE TO THE NOTICE:****STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:  
(For Item No. 4 to 7)****ITEM NO. 4**

Pursuant to the provisions of Section 161 of the Companies Act, 2013, the Board of Directors had appointed Mr. Sanjeev Jain as an Additional Director (Independent) of the Company with effect from November 13, 2017. Mr. Sanjeev Jain holds office upto the date of the ensuing AGM of the Company.

The Company has received a notice in writing from a member, along with requisite deposit under Section 160 of the Companies Act, 2013, proposing candidature of Mr. Sanjeev Jain for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. The Company has received a declaration from Mr. Sanjeev Jain to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Accordingly, it is proposed to appoint Mr. Sanjeev Jain as an Independent Director of the Company for a term of 3 (three) consecutive years with effect from November 13, 2017 upto November 12, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board, Mr. Sanjeev Jain, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder.

A brief profile of Mr. Sanjeev Jain is provided in the Annexure to this Notice.

The Board of Directors recommends the passing of the Ordinary Resolution as set out at Item No. 4 for approval of the Members. Accordingly, your approval is solicited.

**Memorandum of Interest:**

Except Mr. Sanjeev Jain, none of the other Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary resolution set out at Item no.4 of the Notice.

**ITEM NO. 5**

Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019 approval of the shareholders is required by way of a special resolution for continuing the directorship of any non-executive Director who has attained the age of 75 years.

Now, pursuant to these provisions, for continuation of directorship of Mr. Sat Pal Kanwar who is aged about 79 years, a Special resolution is required to be approved by the members of the company.

Mr. Sat Pal Kanwar holds degree in science. He is having a rich and varied experience in Trading and Manufacturing of Textiles etc. Now, considering his experience, positive attributes and independence, the Board of Directors recommends this special resolution for approval of the members.

**Memorandum of Interest:**

Except Mr. Sat Pal Kanwar, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed Special resolution as set out at Item No. 5 of the Notice.

**ITEM NO. 6**

Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019 approval of the shareholders is required by way of a special resolution for continuing the directorship of any non-executive Director who has attained the age of 75 years.

Now, pursuant to these provisions, for continuation of directorship of Mr. Chaman Lal Jain who is aged about 79 years, a Special resolution is required to be approved by the members of the company.

Mr. Chaman Lal Jain holds Master degree in science (Chemistry). He is having a rich and varied experience of more than 40 years in Chemical Industry. Now, considering his experience, positive attributes and independence, the Board of Directors recommends this special resolution for approval of the members.

**Memorandum of Interest:**

Except Mr. Chaman Lal Jain, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed Special resolution as set out at Item No. 6 of the Notice.

**ITEM NO. 7**

Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, w.e.f April 1, 2019 approval of the shareholders is required by way of a special resolution for continuing the directorship of any non-executive Director who has attained the age of 75 years.

Now, pursuant to these provisions, for continuation of directorship of Mr. Om Parkash Sharma who is aged about 79 years, a Special resolution is required to be approved by the members of the company.

Mr. Om Parkash Sharma holds Master degree in Public Administration. He is having a rich and varied experience in Industrial Promotion, Corporate Governance, Financial Management, Taxation etc. Now, considering his experience, positive attributes and independence, the Board of Directors recommends this special resolution for approval of the members.

**Memorandum of Interest:**

Except Mr. Om Parkash Sharma, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the proposed Special resolution as set out at Item No. 7 of the Notice.

**Information Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/re appointment in the Annual General Meeting.**

<b>Name of the Director</b>	<b>Sanjeev Jain</b>	<b>Chaman Lal Jain</b>
<b>Date of Birth</b>	23.02.1963	23.11.1939
<b>Date of Appointment</b>	13.11.2017	28.08.1978
<b>Expertise in specific functional area</b>	More than 29 years of rich experience in field of Auditing, Finance & Taxation	More than 40 years of rich experience in Chemical Industry.
<b>Qualification</b>	Chartered Accountant	Master In Science (Chemistry)
<b>Directorships in Other Listed Companies as on 31<sup>st</sup> March, 2018</b>	NIL	NIL
<b>Chairman/Member of Committees of Other Listed Companies as on 31<sup>st</sup> March, 2018</b>	<b>Audit Committee:</b> NIL <b>Stakeholders Relationship Committee:</b> NIL	<b>Audit Committee:</b> NIL <b>Stakeholders Relationship Committee:</b> NIL
<b>No. of Shares held</b>	NIL	5
<b>Relationship with other Director(s)</b>	N.A.	N.A.



## DIRECTORS' REPORT

Dear Members,

The Directors of your Company have pleasure in presenting their 54<sup>th</sup> Annual Report of the business and operations of the Company along with the Audited Financial Statements for the year ended, 31<sup>st</sup> March, 2018.

### 1. FINANCIAL RESULTS:

The financial performance of your Company for the year ended 31<sup>st</sup> March, 2018 is as under:-

PARTICULARS	(₹ in Lakhs)			
	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Revenue from operations (Net)	6,317.94	18,693.87	4,172.47	6,796.16
Other Income	136.14	357.02	136.13	357.02
Income from Associates	–	–	15,539.45	24,054.43
Profit before Depreciation, Interest & Tax (PBDIT)	5,836.91	18,797.78	19,230.88	30,954.50
Interest and Financial expenses	–	–	–	–
Profit before Depreciation and Tax (PBDT)	5,836.91	18,797.78	19,230.88	30,954.50
Depreciation	1.44	3.95	1.44	3.95
Profit before Tax (PBT)	5,835.47	18,793.83	19,229.44	30,950.55
Provision for Tax - Current	756.56	4,079.00	756.66	4,079.00
- Deferred Tax	(93.53)	51.08	(93.53)	51.08
- MAT Credit Entitlement	(329.53)	(3,500.69)	(329.53)	(3,500.69)
<b>Profit after tax (PAT)</b>	<b>5,501.97</b>	<b>18,164.44</b>	<b>18,895.94</b>	<b>30,321.16</b>
Balance brought forward	27,537.28	13,197.90	136,571.53	110,075.43
Profit available for appropriation	33,039.25	31,362.34	155,467.47	140,396.59
<b>Appropriations:</b>				
Proposed Dividend on Equity shares	159.58	159.57	159.58	159.57
Corporate Dividend Tax	32.80	32.49	32.8	32.49
Transfer to General Reserve	–	–	–	–
Transfer to Statutory Reserve	1,121.53	3,633.00	1121.53	3,633.00
Closing Balance of surplus i.e. Balance in statement of Profit & Loss	31,725.34	27,537.28	154,153.57	136,571.53
Earnings per share (₹)				
- Basic	172.39	569.14	592.06	950.05
- Diluted	172.39	569.14	592.06	950.05
Dividend per share (₹)	5.00	5.00	5	5

### 2. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

#### A. FINANCIAL ANALYSIS:

##### (i) STANDALONE

During the year under review, your Company has registered Revenue from Operations of ₹ 6,317.94 Lakhs as compared to ₹ 18,693.87 Lakhs in the previous year. The Company earned other income of ₹ 136.14 Lakhs during the year as against ₹ 357.02 Lakhs during last year.

##### PROFITABILITY:

The Company earned profit before depreciation, interest and tax of ₹ 5,836.91 Lakhs as against ₹ 18,797.78 Lakhs in the previous year. After providing for depreciation of ₹ 1.44 Lakhs (Previous Year ₹ 3.95 Lakhs), provision for current tax ₹ 756.56 Lakhs (Previous Year ₹ 4,079 Lakhs), deferred tax ₹ (93.53) Lakhs [Previous Year ₹ 51.08 Lakhs], MAT Credit Entitlement ₹ (329.53) [previous year ₹ (3,500.69)], the net profit from operations worked out to ₹ 5,501.97 Lakhs as compared to ₹ 18,164.44 Lakhs in the previous year.

The balance available for appropriation after adding balance in surplus account is ₹ 33,039.25 Lakhs. Out of this, a sum of ₹ 159.58 Lakhs and ₹ 32.80 Lakhs have been appropriated towards proposed dividend and corporate dividend tax respectively thereon, ₹ 1,121.53 Lakhs is proposed to be transferred to Special reserve and the balance of ₹ 31,725.34 Lakhs is proposed to be carried as surplus to the balance sheet.

##### (ii) CONSOLIDATED

During the year under review, your Company has registered Revenue from Operations of ₹ 4,172.47 Lakhs as compared to ₹ 6,796.16 Lakhs in the previous year. The Company earned other income of ₹ 136.13 Lakhs during the year as against ₹ 357.02 Lakhs during last year.

##### PROFITABILITY:

The Company earned profit before depreciation, interest and tax of ₹ 19,230.88 Lakhs as against ₹ 30,954.50 Lakhs in the previous year. After providing for depreciation of ₹ 1.44 Lakhs (Previous Year ₹ 3.95 Lakhs), provision for current tax ₹ 756.56 Lakhs (Previous Year ₹ 4,079 Lakhs), deferred tax ₹ (93.53) Lakhs [Previous Year ₹ 51.08 Lakhs], MAT Credit Entitlement ₹ (329.53) Lakhs [previous year ₹ (3,500.69) Lakhs] the net profit from operations worked out to ₹ 18,895.94

Lakhs as compared to ₹ 30,321.16 Lakhs in the previous year.

The balance available for appropriation after adding balance in surplus account is ₹ 155,467.47 Lakhs. Out of this, a sum of ₹ 159.58 Lakhs and ₹ 32.80 Lakhs have been appropriated towards proposed dividend and corporate dividend tax respectively thereon, ₹ 1,121.53 Lakhs is proposed to be transferred to Special reserve and the balance of ₹ 154,153.57 Lakhs is proposed to be carried as surplus to the balance sheet.

## B. RESOURCES UTILISATION:

### a) Fixed Assets:

The Net Block as at 31st March, 2018 was ₹ 303.40 Lakhs as compared to ₹ 82.14 Lakhs in the previous year.

### b) Current Assets:

The current assets as on 31st March, 2018 were ₹ 24,558.43 Lakhs as against ₹ 37,652.62 Lakhs in the previous year.

## C. FINANCIAL CONDITIONS & LIQUIDITY:

Management believes that the Company's liquidity and capital resources should be sufficient to meet its expected working capital needs and other anticipated cash requirements. The position of liquidity and capital resources of the Company is given below:-

	(₹ in lakhs)	
PARTICULARS	2017-18	2016-17
<b>Cash and Cash equivalents:</b>		
Beginning of the year	130.96	62.38
End of the year	168.03	130.96
<b>Net cash provided (used) by:</b>		
Operating Activities	2367.81	(3,435.26)
Investing Activities	(2,137.90)	3,617.38
Financial Activities	(192.84)	(113.54)

## 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. The investment is made in accordance with the asset allocation model fixed by the Board.

## E. MANAGEMENT PERCEPTION OF RISK AND CONCERNS:

The Company recognises 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 aim is a well diversified portfolio to mitigate the market risk.

The Company is prone to all the financial risks and capital market fluctuations.

## 3. PUBLIC DEPOSITS:

The Company has not accepted and does not intend to accept any deposits from the public. As at 31st March, 2018, there are no outstanding/unclaimed deposits from the public.

## 4. DIVIDEND:

The Board of Directors in its meeting held on 22<sup>nd</sup> May, 2018 has recommended dividend of ₹ 5/- per share on the fully paid up Equity Shares of the Company.

## 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 Authority. The unclaimed or unpaid dividend relating to the financial year 2010-11 is due for remittance by the end of September, 2018 to Investor Education and Protection Fund established by 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 shall sent notice to all shareholders whose shares are due to be transferred to the IEPF Authority and publish requisite advertisement in the newspaper.

The details of these shares is also provided on the website of the Company at [www.vardhman.com](http://www.vardhman.com).

## 6. CONSOLIDATED FINANCIAL STATEMENT:

In accordance with Companies Act 2013 & Accounting Standard (AS) -21 on Consolidated Financial Statements read with AS-23 on Accounting for Investments in Associates,