



November 14, 2024

The Listing Department, National Stock Exchange of India Limited "Exchange Plaza", C-1, Block-G, Bandra - Kurla Complex, Bandra (E), Mumbai - 400051 SCRIP CODE: VARDMNPOLY	The Listing Department, BSE Limited 25 th Floor, P.J. Towers, Dalal Street Fort, Mumbai- 400001 SCRIP CODE: 514175
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Subject: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Outcome of Board Meeting

Dear Sir/ Madam,

Pursuant to Regulation 30 and other applicable regulations of SEBI (LODR) Regulations, 2015, we hereby inform that the board of directors of the company at its meeting held today i.e., **Thursday, 14th November, 2024** have, inter alia considered and approved the following:

1. Unaudited Financial Results of the Company for the quarter ended 30th September, 2024.

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we are enclosing herewith Unaudited Financial Results of the Company for the quarter ended 30th September, 2024 together with Limited Review Report as approved by Board of Directors in its meeting held on 14th November, 2024.

2. Monetization of Land at Bhatinda Unit to Augment Funds

We wish to inform you that the Management of the Company is currently exploring various avenues for the monetization of land situated at its Bhatinda Unit. This initiative is part of the Company's ongoing strategy to augment funds with the dual objective of repaying outstanding liabilities to lenders and supporting the Company's future growth initiatives.

The Company is evaluating various potential opportunities and this will be done in a manner that maximizes value while ensuring the Company's long-term strategic objectives are aligned with its financial goals.

We will keep the stock exchanges and shareholders informed of any significant developments in this regard or material events that may arise from these discussions.

3. Allotment of 2,91,00,000 shares on conversion of 29,10,000 warrants

This is in furtherance to the intimation given by the company on June 27, 2023 w.r.t allotment of 1,30,00,000 convertible warrants on preferential basis to non-promoters at a price of Rs.40.50 per warrant convertible into equal number of equity shares of Rs.10 each after receipt of subscription amount being 25% of the issue price from the allottees and subsequent to sub-division/stock-split w.e.f May 18, 2024, all warrant allottees (pending for conversion) are eligible to get 10 shares allotted against conversion of each warrant they have subscribed.



Board of Directors of the Company in its meeting held today i.e November 14, 2024 have considered and approved the **allotment of 2,91,00,000 Equity shares of the face value of Re.1/-each** as fully paid-up shares at a price of Rs.4.05 per equity share (including premium of Rs.3.05/share), consequent upon the conversion of 29,10,000 Warrants issued earlier for Rs.40.50, after adjusting the number of shares, paid-up capital per share and premium per share post sub-division of nominal value of the Equity Share of the Company from 1 Equity Share of Rs. 10/- each to 10 Equity Shares of Re.1/- each out of the balance 50,00,000 warrants on preferential basis, upon receipt of an amount aggregating to Rs.8,83,91,250/- (Rupees Eight Crore Eighty-Three Lacs Ninety-One Thousand Two Hundred Fifty only) being 75% of the issue price per warrant from the allottees pursuant to the exercise of their rights of conversion into equity shares in accordance with the provisions of SEBI (ICDR) Regulations, 2018 and list of allottees along with name of warrant holders whose warrants are pending for conversion is enclosed as **Annexure-1**.

Consequent to this conversion of warrants/allotment of Equity Shares, 20,90,000 warrants remain pending for conversion and these warrant holders are entitled to get their warrants converted into Equity Shares of the Company by paying remaining 75% within 18 months from the date of warrant allotment.

Pursuant to present conversion, Paid-up Equity Share Capital of the Company stands increased to Rs.41,50,69,004/- consisting of 41,50,69,004 fully paid-up Equity Shares of Rs. 1/-each.

The new equity shares so allotted, shall rank pari passu with the existing equity shares of the Company.

Disclosure under Regulation 30 of SEBI Listing Regulations read with SEBI circular dated July 13, 2023 are provided in **Annexure-2**.

The meeting of Board of Directors commenced at 4.30 PM and concluded at 5.00 PM.

Kindly take the same in on your record.

Thanking you,

For Vardhman Polytex Limited

Ajay K. Ratra
Company Secretary

Encl: Annexure1 & 2



Annexure-1

The names of the allottees of Equity Shares pursuant to conversion of warrants allotted on preferential basis:

Category: Non-Promoter

Sr. No.	Name of Allottee	Warrants pending before conversion	No. of warrants applied for conversion	No. of equity shares allotted*	Amount received being 75% of issue price (Rupees)	Warrants pending after conversion
1	Anupama Kothari	50,00,000	29,10,000	2,91,00,000	8,83,91,250/-	20,90,000

**No. of equity shares allotted, upon conversion of warrants after considering the effect of sub-division in Nominal Value of the Company's Equity Shares.*



Annexure-2

The details relating to Preferential Issue of Convertible Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated July 13, 2023 are as under:

Sr. No.	Particulars	Details
1	Type of securities issued	Equity Shares upon conversion of Warrants
2	Type of Issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 & the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and other applicable laws.
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued	Allotment of 2,91,00,000 Equity shares of the face value of Rs.1/-each as fully paid-up shares at a price of Rs.4.05 per equity share (including premium of Rs.3.05/share), consequent upon the conversion of 29,10,000 Warrants issued earlier for Rs.40.50, after adjusting the number of shares, paid-up capital per share and premium per share post sub-division of nominal value of the Equity Share of the Company from 1 Equity Share of Rs. 10/- each to 10 Equity Shares of Re.1/- each upon receipt of an amount aggregating to Rs.8,83,91,250/- (Rupees Eight Crore Eighty-Three Lacs Ninety-One Thousand Two Hundred Fifty only)
4	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable
Additional information in case of Preferential Issue		
5	Name of Investors	Mrs. Anupama Kothari
6	Post allotment of securities- Outcome of the subscription Issue price/allotted price (in case of convertibles),	Upon this allotment of shares, the post allotment paid-up capital stands at Rs.41,50,69,004/- consisting of 41,50,69,004 equity shares of Re.1 each. Issue Price of Warrant was Rs.40.50/warrant and warrants were allotted on June 27, 2023 carrying a right to subscribe to 1 Equity Share per warrant on receipt of amount at the rate of Rs.10.125 per warrant (being 25% of the issue price per warrant). Subsequent to stock split w.e.f 18 May 2024 all warrant allottees are eligible to get 10 shares allotted against conversion of each warrant they



	Number of investors	<p>have subscribed. Hence, 2,91,00,000 Equity Shares of Re.1 each have been allotted on receipt of balance amount at the rate of Rs.30.375 per warrant (being 75% of the issue price per warrant)</p> <p>Number of allottees:1 (One)</p>
7	In case of convertibles- intimation on conversion of securities or on lapse of the tenure of the instruments	<p>The tenure of the warrants shall not exceed 18 (eighteen) months from the date of allotment. Each warrant shall now carry a right to subscribe 10 (Ten) Equity Share per warrant, which may be exercised in one or more tranches during the period commencing from the date of allotment of warrants until the expiry of 18 (eighteen) months from the date of allotment of the warrants.</p> <p>An amount equivalent to 25% of the Warrant Issue Price was received at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s);</p> <p>In the event that, a warrant holder does not exercise the warrants within a period of 18 (Eighteen) months from the date of allotment of such warrants, the unexercised warrants shall lapse and the amount paid by the warrant holders on such Warrants shall stand forfeited by the Company</p> <p>In the case of this allotment, total consideration in respect of 29,10,000 convertible warrants is received and 2,91,00,000 equity shares are allotted pursuant to exercise of the conversion of convertible warrants.</p>

VARDHMAN POLYTEX LTD.

Regd. Office : 'Vardhman Park, Chandigarh Road, Ludhiana - 141123'

CIN: L17122PB1980PLC 004242, PHONES: 0161-2685301-04, 6629888, FAX : 6629988, E-Mail- info@vpl.in, Web: www.vpl.in

STATEMENT OF FINANCIAL RESULTS FOR QUARTER AND HALF YEAR ENDED 30th SEPTEMBER, 2024

Sl. No	Particulars	Quarter ended			Half year ended			(Rs. In Lakh)
		30th Sep 2024	30th June 2024	30th Sep 2023	30th Sep 2024	30th Sep 2023	Year ended 2024	
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited	
1	Revenue from operations	6,439.83	6,403.43	10,060.48	12,843.26	23,613.89	37,063.81	
2	Other income	935.70	503.81	178.92	1,439.51	2,157.84	2,897.18	
3	Total Income (1+2)	7,375.53	6,907.24	10,239.40	14,282.77	25,771.73	39,960.99	
4	Expenses							
A)	Cost of material consumed	5,140.76	5,498.56	8,556.27	10,639.32	20,823.35	32,034.82	
B)	Purchase of Stock in Trade	22.48	-	-	22.48	-	-	
C)	Changes in inventories of finished goods, stock in trade and work in progress	(44.01)	(3.63)	1,165.67	(47.64)	205.98	471.75	
D)	Employee benefit expense	706.45	765.10	983.29	1,471.55	2,121.85	3,828.45	
E)	Finance costs	260.03	443.85	1,296.26	703.89	2,579.40	335.25	
F)	Depreciation and amortisation expense	232.49	233.11	264.94	465.60	539.11	1,047.95	
G)	Power & Fuel Cost	643.52	643.03	902.24	1,286.55	2,167.91	3,473.75	
H)	Other Expenditure	350.88	402.58	477.45	753.46	635.89	1,445.00	
	Total Expenses	7,312.60	7,982.60	13,646.12	15,295.21	29,073.49	42,636.97	
5	Profit from operations before tax and exceptional items (3-4)	62.93	(1,075.36)	(3,406.72)	(1,012.44)	(3,301.76)	(2,675.98)	
6	Exceptional items : Income / (loss)	-	-	-	-	-	-	
7	Profit/(Loss) before tax and after exceptional items (5-6)	62.93	(1,075.36)	(3,406.72)	(1,012.44)	(3,301.76)	(2,675.98)	
8	Tax expenses	-	-	-	-	-	-	
9	Net Profit/(Loss) after tax (7-8)	62.93	(1,075.36)	(3,406.72)	(1,012.44)	(3,301.76)	(2,675.98)	
	Other comprehensive income/ (loss), net of taxes	(8.03)	(8.03)	(5.95)	(16.06)	(11.91)	(32.11)	
10	Total Comprehensive Income/(Loss) for the period [Comprising Profit / (loss) for the period (after tax) and Other Comprehensive Income/(Loss) (after tax)]	54.90	(1,083.39)	(3,412.67)	(1,028.50)	(3,313.67)	(2,708.09)	
11	Paid-up equity share capital (Face value-Rs.1 per equity share) (Refer note 5)	2,729.10	2,729.10	2,429.10	2,729.10	2,429.10	2,729.10	
	Other Equity	(39,861.36)	(39,916.25)	(40,049.69)	(39,861.36)	(40,049.69)	(38,832.86)	
	Earnings per share (of Rs.1 each) (Refer note 5) (not annualised except for the year ended)	0.02	(0.39)	(1.51)	(0.37)	(1.47)	(1.08)	
	- Basic (Rs.)	0.02	(0.39)	(1.51)	(0.37)	(1.47)	(1.08)	
	- Diluted (Rs.)	0.02	(0.39)	(1.51)	(0.37)	(1.47)	(1.08)	


Dr. V. K. Singh



Notes:

- 1 The above financial results for the Quarter ended 30th Sep., 2024 were reviewed by the Audit Committee and thereafter have been adopted by the Board at its meeting held on 14th Nov., 2024. The company has prepared the financial results in accordance with Indian Accounting Standards (IND AS) as prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and SEBI's circulars, and the management has exercised necessary due diligence to ensure that the financial results present a true and fair view of the company's affairs.
- 2 Regarding the Auditors qualification w.r.t. repayment of FCCB liability, the Company has settled the matter with Axis bank where in a payment plan has been agreed (Final payment date being 30th November 2024).
- 3 The lender banks have assigned their respective shares to Phoenix ARC (Sole lender now) through Assignment Agreements. The Company has accepted/ signed the letter of acceptance (LOA) of Phoenix ARC and the debt is repayable in monthly installments upto Sep., 2026 as per repayment schedule of LOA. As per the LOA, the liability will recast to the original amount in case of default. Taking a conservative view, we have not written back the entire difference between the assigned debt and final payable amount as settled in the LOA. The Company is regular in paying the amount as per LOA as on date.
- 4 The Company has successfully closed rights issue aggregating to Rs. 4983.57 Lacs on 27.09.2024. Pursuant to regulatory approvals, 8,30,59,434 shares were allotted on 09.10.2024 increasing the paid up equity capital to Rs. 35,59,69,004/-.
- 5 During the previous quarter, the equity shares of the company have been sub - divided from existing face value of Rs. 10/- per equity shares into 10 equity shares having face value of Rs. 1/- per equity share effective from record date 18.05.2024. Accordingly, basic and diluted earnings per equity share for the previous periods have been computed on the basis of number of equity shares after sub - division for comparative figures.
- 6 Despite net worth having been fully eroded, the Management is of the view that the company is an operative company. In view of the same, the financial statements have been prepared on a "Going Concern" basis.
- 7 The company has entered into arrangement with few vendors from whom company is purchasing raw materials and selling finished goods to them.
- 8 The business of company falls within a single Primary Segment Viz, Textile and hence, the disclosure requirement of IND-AS 108 'Operating segment' is not applicable.
- 9 Figures relating to previous period have been regrouped/rearranged, where necessary to make them comparable with those of the current period.

Place : Ludhiana
Date : 14.11.2024


For Vardhman Polytex Ltd.
(Adish Oswal)
Chairman and Managing Director
(DIN 00009710)

STATEMENT OF ASSETS AND LIABILITIES FOR THE HALF YEAR ENDED SEPTEMBER, 30,2024

S.No	Particulars	(Rs in Lakhs)	
		As at Sep. 30, 2024	As at March 31, 2024
		Unaudited	Audited
I	ASSETS		
1	Non-current assets		
	a) Property, plant and equipment	12,147.31	12,885.64
	b) Investment Property	29.10	68.32
	c) Capital work-in-progress	-	-
	d) Other intangible assets	1.94	2.31
	e) Financial assets		
	i) Investments	0.62	0.62
	ii) Other financial assets	489.42	618.17
	iii) Trade Receivables	542.08	541.48
	f) Deferred tax assets (net)	5,016.18	5,016.18
	g) Other non-current assets	69.10	70.43
	Total Non Current Assets	18,295.75	19,203.15
2	Current assets		
	a) Inventories	989.75	1,681.23
	b) Financial assets		
	i) Trade and other receivables	0.98	3.57
	ii) Cash and cash equivalents	48.66	106.00
	iii) Bank balances other than above	15.00	5.00
	iv) Loans	8.17	6.50
	v) Other financial assets	393.81	42.24
	c) Current tax assets	573.35	548.20
	d) Other current assets	4,104.76	4,955.47
	e) Assets held for sale	593.29	1,009.04
	Total Current Assets	6,727.77	8,357.25
	TOTAL ASSETS	25,023.52	27,560.40
II	EQUITY AND LIABILITIES		
1	EQUITY		
	a) Equity share capital	2,729.10	2,729.10
	b) Other equity	(39,861.36)	(38,832.86)
	Total Equity	(37,132.26)	(36,103.76)
	LIABILITIES		
2	Non-current liabilities		
	a) Financial liabilities		
	i) Borrowings	3,106.12	4,512.71
	b) Long term provisions	198.31	198.31
	c) Other non-current liabilities	33,302.60	33,466.39
	Total Non Current Liabilities	36,607.03	38,177.41
3	Current liabilities		
	a) Financial liabilities		
	i) Borrowings	3,795.58	3,106.25
	ii) Trade payables		
	a) Total outstanding dues of micro, small and medium enterprises	-	-
	b) Total outstanding dues of creditors other than micro, small and medium enterprises	18,000.16	18,615.24
	iii) Other financial liabilities	1,826.41	1,991.76
	b) Other current liabilities	1,590.31	1,406.08
	c) Short term provisions	336.29	367.42
	Total Current Liabilities	25,548.76	25,486.75
	TOTAL EQUITY AND LIABILITIES	25,023.52	27,560.40

Place : Ludhiana
 Date : 14.11.2024



For Vardhman Polytex Ltd.

(Adish Oswal)
 Chairman and Managing Director
 DIN 00009710

Cash Flow Statement
 for the half year ended September 30, 2024

Particulars	(Rs. In Lakhs)	
	Half year ended September 30, 2024 Unaudited	Half year ended September 30, 2023 Unaudited
A. Cash flow from Operating Activities:		
Net profit before tax	(1,012.44)	(3,301.76)
Adjustments for:		
Add:		
Depreciation and amortisation	465.60	539.11
Finance costs	703.89	2,579.40
Foreign currency monetary item translation difference (net)	1.53	3.93
Less:		
Interest income	(22.89)	(22.18)
Amount written back under OTS	-	-
Net Profit on sale / discarding of fixed assets	(877.72)	(1,301.86)
Provisions for Doubtful Debts written back	(243.50)	(135.00)
Provisions no longer required written back	(197.44)	(630.47)
Operating Profit before Working Capital changes	(1,182.97)	(2,268.83)
Adjustments for changes in Working Capital :		
- Increase/(decrease) in trade payables and other Liabilities	(447.10)	828.95
- (Increase)/decrease in trade receivables and other receivables	847.89	(41.60)
- (Increase)/decrease in inventories	691.48	118.53
Cash generated from Operating Activities	(90.70)	(1,362.95)
- Taxes (paid) (net of tax deducted at source)	-	-
Net cash (used in)/ generated from Operating Activities	(90.70)	(1,362.95)
B. Cash flow from Investing Activities:		
Purchase of fixed assets	(1.94)	(10.58)
Sale of fixed assets	1,607.74	1,682.10
Interest received	22.89	22.18
Net Cash from Investing Activities	1,628.69	1,693.70
C. Cash flow from Financing Activities:		
Repayment of short term borrowings	(104.45)	(2,124.51)
Repayment of long term borrowings	(827.00)	(42.80)
Interest paid	(653.88)	(112.23)
Proceeds from share warrants issued	(0.00)	1,923.75
Net Cash from Financing Activities	(1,585.33)	(355.78)
Net Increase/(Decrease) in cash & cash equivalents	(47.34)	(25.03)
Cash and cash equivalents as at 1st April (Opening Balance)	111.00	43.61
Cash and cash equivalents as at 31st March (Closing Balance)	63.66	18.58
Cash and cash equivalents comprise		
Cash & cheques in hand	23.85	3.00
Balance with banks	39.81	15.58
	63.66	18.58

Place : Ludhiana
 Date: 14.11.2024



For Vardhman Polytex Ltd.

Adish Oswal

Chairman & Managing Director
 (DIN-00009710)



ROMESH K. AGGARWAL & ASSOCIATES

CHARTERED ACCOUNTANTS

Head Office – GT Road, Miller Ganj, Ludhiana-141003

Delhi Chandigarh Ludhiana

Phones: 2532920, 2534289

INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM FINANCIAL RESULTS

To
The Board of Directors,
Vardhman Polytex Ltd.

1. We have reviewed the accompanying statement of unaudited financial results of **Vardhman Polytex Limited** ("the Company") for the quarter and half year ended September 30, 2024 ("the Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligation and disclosure requirements) Regulations, 2015 as amended ("the Listing Regulations").
2. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial reporting" (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity," issued by the Institute of Chartered Accountants of India (ICAI). A review of interim financial information consists of making inquiries, primarily of the Company's personnel responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. The company had credited profit of Rs 396.44 lacs due on payment of FCCB liability to the statement of profit & loss during the period ending March 31, 2017. This profit should have been credited in the statement of profit & loss on payment of FCCB liability. As per Note No.2 of the accompanying Financial Results, the Company has settled the matter with Axis bank where in a payment plan has been agreed (Final payment date being 30th November 2024). This matter was also qualified in all the previous limited review/audit reports submitted by us.



5. Based on our review conducted as above, except for the effect of our observation stated in Para 4 above, nothing has come to our attention that causes us to believe that the accompanying statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Romesh K Aggarwal & Associates
Chartered Accountants

FRN - 000711N

Ruchir Singla
Partner

M. No. 519347

Place - Ludhiana

Dated – November 14, 2024

UDIN - **24519347BKFJQZ6554**