



VARDHMAN APPLIANCES LIMITED

CIN No. : U27509DL2023PLC418176

Board's Report

To
The Members of
Vardhman Appliances Limited

Your Directors have pleasure in presenting the 1st Annual Report of your Company together with the Audited Statement and the Auditors' Report of your company for the financial year ended 31st March, 2024, covering the period from August 7, 2023, to March 31, 2024.

1. FINANCIAL HIGHLIGHTS

The financial performance highlight of your company for the Period ending March 31, 2024 is summarized below:

(₹ in Lakh)	
Particulars	2023-24
Revenue from Operations	23,996.00
Other Income	294.02
Total Income	24,290.02
Profit before Interest, Depreciation & Tax	2063.25
Less: Finance Cost	(382.14)
Less: Depreciation	(223.47)
Net Profit before Tax	1,457.64
Less Tax Expense	(401.38)
Less Deferred Tax	18.90
Net Profit after Tax	1,075.16

CORPORATE INFORMATION

Vardhman Appliances Limited, a public limited company, was incorporated on 7th August, 2023 in India, with Corporate Identification Number (CIN) U27509DL2023PLC418176. In accordance with the provisions of Chapter XXI (Section 366 to 374) of the Companies Act, 2013, read with The Companies (Authorized to Register) Rules, 2018, and sub-section (2) of Section 7 along with Rule 18 of the Companies (Incorporation) Rules, 2014, Vardhman Electrical Appliances, a registered partnership firm (PAN: AAAFV3196L), was converted into a public limited company under the name Vardhman Appliances Limited. As a result of this conversion, all the assets, liabilities, and the ongoing business operations of the registered partnership firm have been transferred to Vardhman Appliances Limited as per applicable provisions of laws of India. The company is primarily engaged in the business of manufacturing of electrical home and kitchen appliances.

Regd. Office : Plot No. 43, First Floor, Rajasthani Udyog Nagar, Adarsh Nagar, Delhi-110033

Works : Plot No. 118 and 115, Sector-53, Phase-V, HSIIDC Industrial Estate, Kundli, Sonapat, Haryana - 131028

Ph. : 011 - 43970000, E-mail : info.finance83@gmail.com

2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

During the financial year 2023-24, the Company achieved satisfactory results in terms of revenue and profitability. The revenue from operations stood at ₹23,996.00 lakh, while other income amounted to ₹294.02 lakh, bringing the total income to ₹24,290.02 lakh. After accounting for operating expenses, the Company's Profit before Tax was ₹1457.64 lakhs.

The finance cost for the year was ₹382.14 lakh, and the depreciation expense amounted to ₹223.47 lakh. After deducting the tax expenses of ₹401.38 lakh and recognizing a deferred tax adjustment of ₹18.90 lakh, the Company recorded a Net Profit after Tax (PAT) of ₹1,075.16 lakh for the year under review.

The Board of Directors is taking proactive measures to further improve the Company's financial performance and operational efficiency, and remains optimistic about delivering better results in the coming financial years.

3. TRANSFER TO RESERVES IN TERMS OF SECTION 134 (3) (I) OF THE COMPANIES ACT, 2013

The company has not transferred any amounts in the Reserves in terms of Section 134(3)(I) of the Companies Act, 2013, however Rs. 1,075.16/- lakh are to be Retained as surplus during the financial year ended 31st March, 2024

4. DIVIDEND

The Board of Directors, after carefully considering the overall financial position and future growth prospects of the Company, has decided not to recommend any dividend for the financial year 2023-24. This decision has been made with a view to conserve the profits generated during the year and to strengthen the Company's financial reserves for future business expansion and operational needs. The Board believes that this approach will provide long-term benefits to the Company and its stakeholders.

5. CHANGE IN NATURE OF BUSINESS

During the financial year under review, there has been no change in the nature of the business of the Company. The Company has not commenced any new line of business, nor has it discontinued, sold, or disposed of any of its existing business segments or divisions. The Company continues to operate in its established line of business without any significant alterations.

Purchased the business of Quality Industries (Partnership Firm) through Slump Sale Agreement.

The Company executed the Business transfer agreement ('BTA') dated 1st February, 2024 with Quality Industries (Partnership Firm) for purchase of the business of small home and kitchen Appliances in accordance with the terms and conditions set out in the Agreement subject to fulfilment of various conditions precedent. The Closing date of the agreement was 31.03.2024.

6. MATERIAL CHANGES AND COMMITMENTS

The particulars as required under the provisions of Section 134(3)(I), following changes have occurred which have affected the financial position of the company occurred between 31st March 2024 and the date of Board's Report:

Preferential Allotment of shares to India Inflection Opportunity Trust- India Inflection Opportunity Fund

During the financial year 2024-2025 the company has issued further shares i.e. 13,03,100 to India Inflection Opportunity Trust – India Inflection Opportunity Fund by preferential allotment on June 5, 2024. Thereafter, the company having a total paid up share capital of Rs. 27,30,31,000.

Purchased the business of Vardhman Home Appliances Limited

The Company through an agreement executed on 01st February 2024 with Vardhman Home Appliances Limited (seller), has agreed to purchase and acquire, and seller has agreed to sell its business of Home & Electrical Appliances along with all related assets & liabilities by way of itemized sale of assets in accordance with the terms and conditions set out in the Agreement subject to fulfilment of various conditions precedent. The aggregate purchase price shall be paid to the seller on closing date and accordingly the accounting for the same shall be made in next financial year i.e. on closing date which shall be mutually decided when the condition subsequent are satisfied.

7. SHARE CAPITAL

A. AUTHORISED CAPITAL

The authorized share capital as on March 31, 2024 is as follows:

S.No.	Type of Share	Number of Shares	Face Value pershare	<u>₹ in Lakh</u>
1	Equity Share	3,10,00,000	10	3100.00
Total				3100.00

B. PAID UP CAPITAL

The paid up share capital as on March 31, 2024 is as follows:

S.No.	Type of Share	Number of Shares	Face Value pershare	<u>₹ in Lakh</u>
1	Equity Shares	2,60,00,000	10	2600.00
Total				2600.00 *

**During the financial year 2024-2025 the company has issued further shares i.e. 13,03,100 to India Inflection Opportunity Trust – India Inflection Opportunity Fund by preferential allotment on June 5, 2024. Thereafter, the company having a total paid up share capital of Rs. 2730.31 lakh.*

C. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

D. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

E. BONUS SHARES

No Bonus Shares were issued during the year under review.

F. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

G. SHARES WITH DIFFERENTIAL RIGHTS

The Company has not issued any shares with differential rights during the year under review.

8. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

There was no unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, remaining unclaimed/ unpaid in relation to the Company hence the Company is not required to transfer any amount to Investor Education and Protection Fund (IEPF).

9. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The Company has provided the following Loans, Guarantee given and Investments made under section 186 of the Companies Act, 2013 for the financial year ended: 2024

(₹ in Lakh)					
S. No	Name of Party	Particulars of Loans, Guarantee & Investments	Nature	Purpose for which it shall be used	Amount
1	Lazer India Private Limited	An unconditional and irrevocable Corporate Guarantee has provided by the Company in favour of the Bank	Guarantee	Working Capital	2,462.94
2	Vardhman Home Appliances Limited	An unconditional and irrevocable Corporate Guarantee has provided by the Company in favour of the Bank	Guarantee	Working Capital	815.04
3	Quality Industries (Partnership Firm)	An unconditional and irrevocable Corporate Guarantee has provided by the Company in favour of the Bank	Guarantee	Working Capital	2,011.36

10. INFORMATION ABOUT SUBSIDIARY/ JOINT VENTURE/ ASSOCIATE COMPANY

Company does not have any Subsidiary, Joint venture or Associate Company.

11. DEPOSITS

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

12. RELATED PARTY TRANSACTIONS

The Company has entered into various Related Parties Transactions as defined under Section 188 of the Companies Act, 2013 with related parties as defined under Section 2 (76) of the said Act. Further all the necessary details of transaction entered with the related parties are attached herewith in form no. **AOC-2** for your kind perusal and information, said is annexed and mark as **(ANNEXURE 1)**.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the period under review the following changes have occurred in the constitution of directors of the company.

S. No.	Name	Designation	Appointment/ Cessation/ Change Designation	Date of appointment/ cessation/ change designation
1.	Mr. Kailash Chandra Jain	Additional Independent Director	Appointment	03/11/2023
2.	Mr. Kailash Chandra Jain	Additional Independent Director	Cessation	08/11/2023
3.	Mr. Mamraj Agarwal	Additional Independent Director	Appointment	03/11/2023
4.	Mr. Mamraj Agarwal	Additional Independent Director	Cessation	03/11/2023
5.	Mr. Mamraj Agarwal	Additional Independent Director	Appointment	21/12/2023
6.	Mr. Akhil Jain	Additional Director	Appointment	21/12/2023
7.	Mr. Praveen Jain	Chief Financial Officer	Appointment	06/02/2024
8.	Mr. Saurabh Kumar Mishra	Company Secretary	Appointment	06/02/2024

Further, Mr. Piyush Jain (Director) and Mr. Vinod Kumar Jain (Director) of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers there for re-appointment.

Composition of Board of Directors and Key Managerial Personnel as on 31/03/2024 is as following:

S. No.	Name	Designation	DIN/PAN	Date of Appointment
1.	Mr. Parmod Kumar Jain	Chairman and Managing Director	00087133	07/08/2023
2.	Mr. Subodh Kumar Jain	Director	00087293	07/08/2023
3.	Mr. Vinod Kumar Jain	Director	00087174	07/08/2023
4.	Mr. Piyush Jain	Director	03437549	07/08/2023
5.	Mr. Akhil Jain	Additional Director	07475298	21/12/2023
6.	Mr. Mamraj Agarwal	Additional Independent Director	00180671	21/12/2023
7.	Mr. Praveen Jain	Chief Financial Officer	AHGPJ0811R	06/02/2024
8.	Mr. Saurabh Kumar Mishra	Company Secretary	AZQPM2458M	06/02/2024

However, following changes have taken place in the Board of Directors after March 31, 2024 and till date of this Board's Report –:

S. No.	Name	Designation	Appointment/ Cessation/ Change Designation	Date of appointment/ cessation/ change designation
1.	Ms. Apeksha Lodha	Additional Independent Director	Appointment	09/08/2024
2.	Mr. Sambhav Jain	Additional Director	Appointment	09/08/2024
3.	Mr. Vineet Jain	Additional Director	Appointment	09/08/2024
4.	Mr. Siddharth Jain	Additional Director	Appointment	09/08/2024
5.	Mr. Piyush Jain	Whole-time Director	Change in designation	09/08/2024

14. DECLARATION BY INDEPENDENT DIRECTORS

The Board of Directors of the Company hereby confirms that all the Independent directors duly appointed by the Company have given the declaration and they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013 and Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

In the opinion of the Board, there has been no change in the circumstances which may affect their status as Independent Directors of the Company and the Board is satisfied with the integrity, expertise, and experience (including proficiency in terms of the Act and applicable rules thereunder) of all Independent Directors on the Board.

All the Independent Directors of the Company have been registered and are members of Independent Directors Databank maintained by Indian Institute of Corporate Affairs.

15. NUMBER OF MEETING OF BOARD OF DIRECTORS

During the period under review, the Company held 8 (Eight) board meetings of the Board of Directors as per Section 173 of Companies Act, 2013 which is summarized below. The provisions of the Companies Act, 2013 were adhered to while considering the time gap between the two meetings.

S.No.	Date of Meeting	Board Strength	No. of Directors Present
1	08/08/2023	4	4
2	04/09/2023	4	4
3	03/11/2023	4	4
4	28/11/2023	4	4
5	21/12/2023	4	4
6	25/01/2024	6	6
7	06/02/2024	6	6
8	05/03/2024	6	6

16. GENERAL MEETING(S) HELD DURING THE YEAR

During the period under review, following general meetings were held. The provisions of the Companies Act, 2013 were adhered to while conducting the meetings:

S. No.	Nature of meeting	Date of Meeting	Total Number of Members as on the date of the meeting	No. of Members Present
1.	Extra Ordinary General Meeting	25/11/2023	8	8

17. COMMITTEES OF BOARD

1. AUDIT COMMITTEE

The Audit Committee of the Company was constituted by the Board in its meeting held on August 9, 2024 in line with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014.

I. The terms of reference of the Audit Committee are broadly as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, remuneration and terms of appointment of auditors of the Company;

3. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:

A. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act

B. Disclosure of any related party transactions.

C. Qualifications in the draft audit report if any.

4. Review and monitor the auditors' independence and performance, and effectiveness of audit process;

5. Scrutiny of inter-corporate loans and investments;

6. Evaluation of internal financial controls and risk management systems;

7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

8. Discussion with internal auditors of any significant findings and follow up there on;

9. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;

II. The Audit Committee may invite executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee.

The composition of the Audit Committee is given below:

S. NO.	NAME OF THE MEMBER	DESIGNATION
1	Mr. Mamraj Agarwal (Independent Director)	Chairperson
2	Ms. Apeksha Lodha (Independent Director)	Member
3	Mr. Piyush Jain (Whole Time Director & Joint Managing Director)	Member

2. NOMINATION AND REMUNERATION COMMITTEE

Company has constituted this Committee in the Board meeting held on August 9, 2024 in compliance of the provisions of Section 178(3) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014.

The broad terms of reference of the Nomination and Remuneration Committee are as under:

1. To recommend to the Board the set up and composition of the Board and its committees. including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The committee will consider periodically reviewing the composition of the Board with the objective of achieving an

optimum balance of size, skills, independence, knowledge, age, gender and experience.

2. To recommend to the Board the appointment or reappointment of directors.

3. Devise a policy on board diversity.

4. On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.

5. Provide guidelines for remuneration of directors.

The composition of the Nomination and Remuneration Committee is given below:

S. NO.	NAME OF THE MEMBER	DESIGNATION
1	Ms. Apeksha Lodha (Independent Director)	Chairperson
2	Mr. Mamraj Agarwal (Independent Director)	Member
3	Mr. Akhil Jain (Non-Executive Director)	Member

18. CORPORATE SOCIAL RESPONSIBILITIES (CSR)

The company does not meet the criteria specified under Section 135 of the Companies Act, 2013, along with the Companies (Corporate Social Responsibility Policy) Rules, 2014. Therefore, the provisions related to Corporate Social Responsibility are not applicable.

Further, in Financial Year 2024-25 the provision of CSR has applicable. Therefore, Company will spend the desired amount as per applicable provision of Companies Act, 2013.

19. RISK MANAGEMENT POLICY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

20. BOARD EVALUATION

In compliance with the Companies Act, 2013 the performance evaluation of the Board was carried out during the year under review. The Company has prepared an annual performance evaluation policy for performance evaluation of Independent Directors, Board and the Committees by seeking inputs from all the Directors and the performance of the Committees was evaluated by the Board seeking inputs from the Committee Members.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairperson of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

Separate meeting of Independent Directors was not applicable for FY 2023-24.

21. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors of the Company confirms that-

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) The directors had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) Company being unlisted sub clause (e) of section 134(5) is not applicable.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

22. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Companies Act, 2013 re-emphasizes the need for an effective Internal Financial Control system in the Company. The system should be designed and operated effectively. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of Internal Financial Controls with reference to the financial statements to be disclosed in the Board's report. To ensure effective Internal Financial Controls the Company has laid down the following measures:

The financial statements of the Company have been prepared in accordance with Accounting Standards (AS) notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act.

All operations are executed through Standard Operating Procedures (SOPs) in all functional activities for which key manuals have been put in place. The manuals are updated and validated periodically.

All legal and statutory compliances are ensured on a monthly basis. Non-compliance, if any, is seriously taken by the management and corrective actions are taken immediately. Any amendment is regularly updated by internal as well as external agencies in the system.

Approval of all transactions is ensured through a preapproved Delegation of Authority Schedule which is reviewed periodically by the management.

23. FRAUD REPORTING

There were no frauds reported by the auditor during the year under sub-section (12) of section 143 other than those which are reportable to the Central Government.

24. EXTRACT OF ANNUAL RETURN

As per the provisions of the Companies (Amendment) Act, 2017 notified by the Ministry of Corporate Affairs on 31st July 2018 read with notification dated 28th August 2020 amending the provisions of section 134(3)(a) and section 92(3) of the Companies Act, 2013 respectively, further read with the Companies (Management and Administration) Amendment Rules, 2021 substituting the Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the requirement for preparing an extract of annual return to be made part of Board's Report has been omitted. Accordingly, the extract of the annual return in form MGT-9 is not required to be annexed to the Board's Report. The Annual Return of the Company is available on the website of the Company and can be accessed through the following link <https://vardhmanappliances.com/investor.php>

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

(A) CONSERVATION OF ENERGY:

Steps taken / impact on conservation of energy, with special reference to the following:

(i) Steps taken or impact on conservation of energy:

The operations of the Company are not energy-intensive. However, significant measures are being taken to reduce the energy consumption by using energy-efficient equipment's. Your Company constantly evaluates and invests in new technology to make its infrastructure more energy efficient.

(ii) Steps taken by the company for utilizing alternate sources of energy including wastegenerated:

Since your Company is not an energy intensive unit, utilization of alternate source of energy may not be feasible

(iii) Capital investment on energy conservation equipment:

The Management of the Company continuously upgrades and/or replaces old equipment's with new efficient equipment's as and when required.

(B) TECHNOLOGY ABSORPTION:

(i) Efforts, in brief, made towards technology absorption:

The Company has adapted state of the art technology, available in the Industry of operation of the Company to derive cost and efficiency benefits.

(ii) Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.

Benefits Derived:

1. Product Improvement:

- Enhanced product quality through the integration of advanced materials and technologies, leading to higher customer satisfaction and a competitive edge in the market.

27. AUDITORS:

◆ STATUTORY AUDITORS & THEIR REPORT

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules framed there under the period of office of M/s SALIL & CO., Chartered Accountants, (FRN : 500135N), Statutory Auditor of the Company, expires at the conclusion of ensuing Annual General Meeting.

It is proposed to appoint M/s SALIL & CO., Chartered Accountants, (FRN : 500135N) as Statutory Auditor of the Company for a tenure of 5 years expiring at conclusion of Annual General Meeting to be held for the financial year 2028-2029.

M/s SALIL & CO., Chartered Accountants have confirmed their eligibility and qualification required under the Act for holding the office, as Statutory Auditors of the Company.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

◆ COST AUDITOR

The Cost Audit pursuant to section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 is not applicable to the company during the period under review.

Further, During the Financial Year 2024-25 the provisions of Cost Auditor has applicable. Therefore, Company has proposed to appoint Goyal, Goyal & Associates as Cost Auditor for auditing the cost accounting records for the financial year 2024-25.

◆ SECRETARIAL AUDITOR

The Secretarial Audit is not applicable to the company as it is not covered under the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

◆ INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, the provisions for the appointment of an Internal Auditor are applicable to certain classes of companies. Since the Company does not fall under the criteria specified in the aforementioned section and rules, the requirement for appointing an Internal Auditor is not applicable to the Company for the period under review.

28. HUMAN RESOURCES

Your Company treats its Human Resources as one of its most important assets, given the service nature of the industry. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. Your Company believes in the promotion of talent internally through job rotation and job enlargement.

29. CREDIT RATING OF SECURITIES

The Company has not obtained any credit rating of its securities.

30. DETAILS OF CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED

- Improved product durability and performance, resulting in reduced return rates and increased consumer trust.
- 2. Cost Reduction:**
 - Streamlined manufacturing processes and optimized resource utilization, which have significantly lowered production costs.
 - Implementation of energy-efficient practices, reducing operational expenses and contributing to sustainability goals.
- 3. Product Development:**
 - Successful development and launch of new product lines that cater to emerging market trends and consumer needs, driving revenue growth.
 - Introduction of innovative features that differentiate the product from competitors, enhancing market share and brand reputation.
- 4. Import Substitution:**
 - Reduced dependency on imported raw materials by identifying and utilizing local alternatives, leading to cost savings and improved supply chain stability.
 - Strengthened domestic manufacturing capabilities, contributing to the economy and reducing foreign exchange outflows.

(iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year), following information may be furnished:
Not Applicable

(a) Details of technology imported: Not Applicable

(b) Year of import: Not Applicable

(c) Whether the technology been fully absorbed: Not Applicable

(d) If not fully absorbed, areas where absorption has not taken place, and the reasons therefor: Not Applicable

(iv) The expenditure incurred on Research and Development: Not Applicable

(C) FOREIGN EXCHANGE EARNINGS AND OUTGO

(₹ in Lakh)	
Particulars	FY 2023-2024
FOB Value of Export	Nil
CIF Value of Import	683.00
Expenditure on Store and Spares	Nil
Expenditure on Foreign Travel	17.79
Other	22.91

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders passed by the Regulators / Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC)

No corporate insolvency resolution process is initiated against your Company under Insolvency and Bankruptcy Code, 2016 (IBC).

31. DETAILS OF FAILURE TO IMPLEMENT ANY CORPORATE ACTION:

During the year the Company has not failed to execute any corporate action.

32. STATEMENT REGARDING COMPLIANCES OF APPLICABLE SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

33. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance towards sexual harassment at the workplace and Company has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH Policy) and the Rules thereunder.

Further, the company was committed to providing a safe and conducive work environment to its employees during the year under review. Your directors further state that during the year under review, there were no cases filed pursuant to the sexual harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year under review, there were no complaints pertaining to sexual harassment has been received by the Company. The Company is committed to providing a safe and conducive work environment to all its employees and associates

Summary of sexual harassment complaints received and disposed of during the financial year: -

No. of complaints received: **NIL**

No. of complaints disposed of: **NA**

No. of complaints pending: **NA**

No. of complaints unsolved: **NA**

34. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Provisions of Vigil Mechanism under Section 177(9) and (10) of the Companies Act, 2013 are not applicable to the company.

35. CAUTIONARY STATEMENT

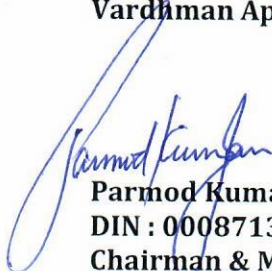
The statements contained in the Board's Report contain certain statements relating to the future and therefore are forward looking within the meaning of applicable laws and regulations.

Various factors such as economic conditions, changes in government regulations, tax regime, other statutes, market forces and other associated and incidental factors may however lead to variation in actual results.

36. ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the continued cooperation and support received from our esteemed stakeholders, including banks, government authorities, customers, vendors, and shareholders, during the year under review. We are deeply grateful for your trust and collaboration, which have been pivotal in driving our company's success. The Board also wishes to place on record its heartfelt appreciation for the unwavering dedication and commitment demonstrated by our executives, staff, and workers, whose relentless efforts have been the foundation of our achievements. Together, we look forward to reaching new milestones in the future.

**For & On Behalf of the Board of Directors
Vardhman Appliances Limited**


Parmod Kumar Jain
DIN : 00087133
Chairman & Managing Director
R/o : H 3/7, Model Town-2, North West Delhi,
Delhi - 110009

DATE: 04/09/2024
PLACE: New Delhi




Subodh Kumar Jain
DIN : 00087293
Director
R/o : A-125, Lok Vihar
Pitampura, Delhi, India 110034



VARDHMAN APPLIANCES LIMITED

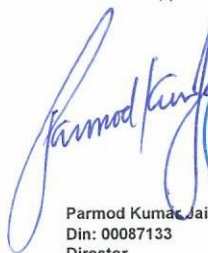
AOC-2 (RELATED PARTY TRANSACTION)

1	Details of contracts or arrangements or transactions not at arm's length basis						
a	Name(s) of the related party and nature of relationship						
b	Nature of contracts/arrangements/transactions						
c	Duration of the contracts / arrangements/transactions						
d	Salient terms of the contracts or arrangements or transactions including the value, if any						
e	Justification for entering into such contracts or arrangements or transactions						
f	Date(s) of approval by the Board						
g	Amount paid as advances, if any:						
h	Date on which the special resolution was passed in general meeting as required under first proviso to section 188						

NIL

2	Details of material contracts or arrangement or transactions at arm's length basis							Amount in Lakh
a	Name(s) of the related party and nature of relationship	Lazer India Pvt Ltd(Son of the director is interested as director)	Quality Industries (Father of the partner is interested as Director)	Vardhman home appliances Limited (Director is intrested as a Diretor)	ParmodKumar Jain(Director)	Vinod Kumar Jain (Director)	Subodh Kumar Jain (Director)	
b	Nature of contracts/arrangements/transactions	On account of Purchase of goods & Office Equipment, Service Charges Paid and Repair & Maintenance	On account of Purchase of goods, P & M, Land, Building, Furniture & Fixtures, tools and Dies & Hire Charges	On account of Purchase of Raw Mtenal, P & M, Furniture & Fixtures, Car, tools and Dies & Cartage Inward	Rent Paid against Office	Rent Paid against Office	Rent Paid against Office	
c	Duration of the contracts / arrangements/transactions	As per contract	As per contract	As per contract	As per contract	As per contract	As per contract	
d	Salient terms of the contracts or arrangements or transactions including the value, if any:	113.90	1,271.73	545.34	1.92	0.48	0.48	
e	Date(s) of approval by the Board, if any:	NA	NA	NA	NA	NA	NA	
f	Amount paid as advances, if any	NA	NA	NA	NA	NA	NA	

For And On Behalf Of Board of Directors
Vardhman Appliances Limited




Parmod Kumar Jain
Din: 00087133
Director

Address: H 3/7, Model Town-2, Dr. Mukhrjee Nagar,
North West Delhi, Delhi- 110009




Subodh Kumar Jain
DIN : 00087293
Director

Address : R/o : A-125, Lok Vihar, Pitampura,
Delhi - 110034

Place: Delhi
Date: 04/09/2024