

Independent Auditor's Report on the Quarterly and Year to Date Audited Standalone Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
GHCL Limited

Report on the audit of the Standalone Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date standalone financial results of GHCL Limited including the GHCL Employees Stock Option Trust (the "Company") for the quarter ended March 31, 2023 and for the year ended March 31, 2023 ("Statement"), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditors on the separate audited financial statements and on the other financial information of GHCL Employees Stock Option Trust, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard; and
- ii. gives a true and fair view in conformity with the applicable accounting standards and other accounting principles generally accepted in India, of the net profit and other comprehensive loss and other financial information of the Company for the quarter ended March 31, 2023 and for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the [Standalone] Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in 'Other Matter' paragraph below is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter**a. Restatement of financial results**

We draw attention to Note 3 to the standalone financial results which describes the impact of the restatements related to the non-recognition of deferred tax liabilities on revaluation of land, buildings and certain property, plant and equipment and the reclassification of amount of freight recovered from customers from "Other Expenses" to "Revenue from Operations".



b. Demerger Accounting

We draw attention to Note 2(B) to the standalone financial results, which indicates that the demerger would be accounted on the Appointed date mentioned in the Scheme of Arrangement i.e. date of filing of certified true copy of the NCLT order along with the sanctioned Scheme with the Registrar of Company, instead of accounting of demerger in the current quarter since, as per applicable Indian Accounting Standards prescribed under Section 133 of the Act, the substantial conditions relating to transfer of demerged undertaking were met during the current quarter Accordingly, no accounting treatment in respect of the demerger have been carried out in these financial results, as the approved Scheme would prevail over the applicable Indian Accounting Standards.

Our opinion is not modified in respect of these matters.

Management's Responsibilities for the Standalone Financial Results

The Statement has been prepared on the basis of the standalone annual financial statements. The Board of Directors of the Company are responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive loss of the Company and other financial information in accordance with the applicable accounting standards prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

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

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represents the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the Company of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For GHCL Employees Stock Option Trust included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matter

The accompanying Statement includes the audited financial results of GHCL Employees Stock Option Trust whose financial statements reflect total assets of Rs. 6.92 crores as at March 31, 2023, total revenues of Rs. 0.70 crores, total net profit after tax of Rs. 0.67 crores and total comprehensive income of Rs. 0.70 crores for the year ended March 31, 2023, and net cash outflows of Nil for the year ended March 31, 2023 as considered in the Statement which have been audited by the auditor of GHCL Employees Stock Option Trust.

The independent auditor's report of on the audited annual financial statements of GHCL Employees Stock Option Trust have been furnished to us and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of GHCL Employees Stock Option Trust is based solely on the report of such auditor. Our opinion on the Statement is not modified in respect of the above matter.



S.R. BATLIBOI & Co. LLP

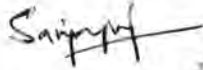
Chartered Accountants

The Statement includes the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year ended March 31, 2023 and the published (as restated) unaudited year-to-date figures up to the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For S.R. BATLIBOI & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005



per Sanjay Vij

Partner

Membership No.: 095169



UDIN: 23095169B6XZY7484

Place: Gurugram

Date: April 29, 2023

GHCL Limited (CIN : L24100GJ1983PLC006513)

Registered Office: GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat

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Statement of Audited Standalone Financial Results for the Quarter and Year ended March 31, 2023

Rs. In Crore

S. No.	Particulars	Quarter Ended			Year Ended	
		31.03.2023	31.12.2022 (Restated)	31.03.2022 (Restated)	31.03.2023	31.03.2022 (Restated)
		Audited	Unaudited	Audited	Audited	
1	Income from continuing operations					
	(a) Revenue from Operations	1,119.20	1,101.62	1,052.88	4,545.42	3,052.14
	(b) Other Income	22.05	5.60	5.25	38.63	8.64
	Total Income	1,141.25	1,107.22	1,058.13	4,584.05	3,060.78
2	Expenses from continuing operations:					
	a) Cost of materials consumed	285.95	330.27	292.62	1,281.91	950.54
	b) Purchase of stock-in-trade	59.09	39.30	97.97	323.09	236.28
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	54.32	0.38	(2.94)	(12.18)	(12.73)
	d) Power, fuel and water expense	206.56	208.57	173.16	854.62	566.41
	e) Employee benefits expense	35.66	35.99	37.20	133.70	108.06
	f) Depreciation and amortisation expense	26.77	22.36	21.67	94.22	86.93
	g) Finance Costs	10.21	9.74	15.13	38.67	51.34
	h) Other expenses	129.26	120.26	122.58	482.85	474.82
	Total Expenses	807.82	766.87	757.39	3,196.88	2,461.65
	Profit before tax and Exceptional Items from continuing operations (1-2)	333.43	340.35	300.74	1,387.17	599.13
4	Exceptional Items (gain)/loss (Refer Note no 2(A))	-	-	24.98	(55.36)	24.97
5	Profit before tax from continuing operations (3-4)	333.43	340.35	275.76	1,442.55	574.10
6	Tax expenses of continuing operations					
	(a) Current tax	92.73	87.13	73.13	356.61	148.92
	(b) Tax adjustment for earlier years	(0.04)	(0.58)	(0.03)	(0.62)	(0.03)
	(c) Deferred tax (credit)/charge	(9.97)	(0.14)	2.62	(5.83)	3.16
	Total tax expenses	82.72	86.41	75.72	350.16	152.05
7	Net Profit from continuing operations (5-6)	250.71	253.94	200.04	1,092.39	422.11
8	Profit from discontinued operations	(42.18)	(7.64)	84.75	31.92	294.25
9	Tax credit/(expense) of discontinued operations	9.78	2.91	(24.18)	(7.60)	(79.09)
10	Profit from discontinued operations after tax (8+9)	(32.40)	(4.73)	60.57	24.32	215.16
11	Profit for the period/ year (7+10)	218.31	249.21	260.61	1,116.71	637.27
	Other Comprehensive Income					
	(a) Re-measurement gains/(losses) on defined benefit plans - not to be reclassified subsequently to profit & loss	(3.90)	-	0.85	(3.90)	0.44
	(b) Income tax effect on above	0.98	-	(0.21)	0.98	(0.11)
	(c) Re-measurement gains/(losses) on investments in equity shares classified as FVOCI - not to be reclassified subsequently to profit & loss	(0.95)	1.51	(1.01)	(0.21)	1.32
	(d) Income tax effect on above	(0.48)	-	-	(0.48)	-
12	Other Comprehensive Income net of tax - not to be reclassified subsequently to profit & loss	(4.35)	1.51	(0.37)	(3.61)	1.65
13	Total Comprehensive Income comprising profit after tax and other Comprehensive Income (11+12)	213.96	250.72	260.24	1,113.10	638.92
14	Other Equity as per the audited balance sheet				3,838.29	2,850.64
15	Paid Up Equity Share Capital (face value of Rs.10/- each)	95.59	95.59	95.35	95.59	95.35
16	Earnings per Share (face value of Rs.10/- each) - (restated)					
	(a) Basic-continuing operations	26.76	26.57	20.99	114.89	44.31
	(b) Diluted-continuing operations	26.74	26.71	20.92	114.85	44.18
	(c) Basic-discontinued operations	(3.38)	(0.44)	6.38	2.56	22.55
	(d) Diluted-discontinued operations	(3.38)	(0.43)	6.36	2.56	22.52
	(e) Basic-continuing & discontinued operations	23.40	26.13	27.37	117.45	66.90
	(f) Diluted-continuing & discontinued operations	23.36	26.28	27.28	117.45	66.70



Notes to the Statement of Standalone Financial Results for the Quarter and Year ended March 31, 2023

1. The above standalone financial results were reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on April 29, 2023. These standalone financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The Statutory Auditors of the Company have conducted an audit of these standalone financial results of the Company for the quarter and year ended March 31, 2023, in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and expressed an unmodified audit opinion on these results.

2. Discontinued operations

(A) Home Textile Business

Pursuant to the Business Transfer Agreement dated December 06, 2021 and Amendment to Business Transfer Agreement dated March 30, 2022 with Indo Count Industries Limited (ICIL), the Company on April 02, 2022 transferred its Home Textile Business (comprising of weaving, processing, cutting and sewing of home textiles products, hereinafter referred as "HT Business") as a going concern on a slump sale basis during the quarter ended June 30, 2022 after satisfaction of conditions precedent as stipulated in these agreements at a consideration of Rs. 562.34 crores. In addition, Grace Home Fashions LLP ('GHF'), a wholly owned erstwhile subsidiary of the Company also transferred its identified assets (i.e., inventory and intellectual property) to Indo Count Global Inc., USA (US subsidiary of ICIL) on April 02, 2022 at a consideration of Rs. 31.77 crores pursuant to fulfillment of conditions precedent as per the Asset Transfer Agreement (ATA) dated December 06, 2021 and Amendment agreement ('AATA') dated March 30, 2022 for transfer of its identified assets.

Consequent to the above, the resultant profit of Rs. 64.15 crores (net of current and deferred tax impact of Rs. 4.11 crores on such sale of the HT Business recognised under Exceptional Items. The Company's current tax obligation arising from such sale had been booked in accordance with the provision of the Income Tax Act, 1961.

Further, during the quarter ended September 30, 2022, GHF decided to close its business operations and had accordingly re-estimated its dues & obligations including amount payable on termination of its leasehold premises, expected realisation on inventory and balance recoverable from customer etc. In light of loss incurred by GHF towards above re-estimation the Company has reassessed its balance recoverable from GHF and accordingly has recorded an exceptional loss of Rs. 8.77 crores (net of tax Rs. 2.95 crores) during the quarter ended September 30, 2022. The said subsidiary company has been dissolved during the current quarter.

Exceptional item of Rs. 24.97 crores disclosed in the year ended March 31, 2022 pertains to provision for diminution in the value of investment made in GHF, a wholly owned subsidiary, in view of its negative net-worth & projected business plan.

(B) Spinning Division

The Board of Directors of the Company at their meeting held on December 06, 2021 approved a Scheme of Arrangement under section 230-232 of the Companies Act 2013 consisting of demerger of Spinning Division of GHCL Limited ("Demerged Company/ Company") into GHCL Textiles Limited ("Resulting Company") (the "Scheme").

Upon the Scheme becoming effective, the Spinning division (along with all assets and liabilities thereof as at the appointed date stated in the Scheme) shall be transferred to the Resulting Company on a going concern basis. As a consideration for the Demerger, the resulting Company will issue its equity shares to the shareholders of the Company as on the record date in a 1:1 swap ratio (i.e. One share of INR 2 each will be issued by the Resulting Company for every one share of INR 10 each held in the Company). The Scheme has been approved by the Hon'ble National Company Law Tribunal, Ahmedabad (NCLT) vide its order dated February 08, 2023.

As per the Scheme, the accounting in respect of the Scheme will be carried out on the Appointed date mentioned in the Scheme i.e. the date on which the Company files the Certified True Copy of the NCLT order along with the sanctioned Scheme with the ROC i.e. 1 April 2023. However, Appendix A of Ind AS 10 'Distribution of Non-cash Assets to Owners' prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time requires the Company to account for such Scheme in the current quarter – since the substantial conditions relating to transfer of the demerged undertaking were met during the current quarter.

Since the Certified True Copy of the NCLT order along with the sanctioned Scheme with the ROC was filed after the year end no accounting effect in respect of the Scheme has been given in these standalone financial results, as the approved scheme prevail over the applicable Indian Accounting Standards.

(C) The net results of Home Textiles Business and Spinning Division has been disclosed separately as discontinued operation as required by Indian Accounting Standard (Ind AS) 105 Asset Held for Sale and Discontinued Operations and Schedule III to the Companies Act, 2013. Consequently, the Company's Statement of Profit and Loss for the periods/year ended March 31, 2023 pertains to its continuing operations only and for that purpose the results for the quarter and year ended March 31, 2022 have been restated accordingly.

The following information relates to discontinued operations of Home Textiles Division and Spinning Division:

S. No.	Particulars	Rs. in crores				
		Quarter Ended			Year Ended	
		31.03.2023	31.12.2022 (Restated)	31.03.2022 (Restated)	31.03.2023	31.03.2022 (Restated)
1	Revenue from Operations	269.51	230.60	517.99	1,090.59	1,718.07
2	Other Income	0.06	2.16	18.26	5.80	33.97
3	Total Expenses	311.75	240.40	451.50	1,064.47	1,457.79
4	Profit before tax (1+2-3)	(42.18)	(7.64)	84.75	31.92	294.25
5	Tax expenses	9.78	2.91	(24.18)	(7.60)	(79.09)
6	Net Profit after tax (4+5)	(32.40)	(4.73)	60.57	24.32	215.16



3. (A) The Company had adopted Ind AS with transition date as April 01, 2015 and its first Ind AS standalone financial statements were prepared for the year ended March 31, 2017. The Company had revalued land, buildings and certain property, plant and equipment during the financial year ended March 31, 2009 and such revaluation surplus was credited to "Business Development Reserve" under Reserves and surplus in accordance with the Scheme of Arrangement approved by Hon'ble Gujarat High Court. Under the previous GAAP (Indian GAAP), deferred taxes were not required to be recognised on such revaluation surplus.

On the date of transition to Ind AS, the Company carried the carrying cost of property, plant and equipment as deemed cost as per Ind AS 101. Further, the Company was required to create deferred tax liability on difference between the carrying amount of such revalued assets in the balance sheet and its tax base on the date of transition to Ind AS. However, such deferred tax liabilities were not recognised in its first Ind AS financial statements for the year ended March 31, 2017 on the transition date.

Such non recognition of deferred tax liabilities has been corrected in the financial statements/results of the current year by retrospectively restating the comparative information as per Ind AS 8. A third balance sheet as at the beginning of the earliest period (i.e. April 1, 2021) has also been presented.

(B) The Company during the current year has re-evaluated the terms of arrangement of its contracts with customers with reference to Ind AS 115 and relevant guidance and determined that the amount of freight recovered from customers on sales of goods should have been presented as Revenue from contracts with customers under the head "Revenue from Operations" since the Company is acting as a principal as against presenting such amount of freight recovered as a deduction from the freight expenses under the head "Other Expenses". Based on such reassessment, in accordance with the Indian Accounting Standards, the Company has corrected this by reclassifying the amounts of freight recovered from "Other Expenses" to "Revenue from Operations" for the previous quarter of current year and previous year ended March 31, 2022. Such reclassification does not have any impact on the profit before or after tax or other equity of the Company.

(C) (i) The impacts of the above restatements on the balance sheets for each of the period/year presented are as follows:

Particulars	Rs. in crores	
	As at April 01, 2021	As at March 31, 2022
Increase in deferred tax liabilities	141.60	138.27
Decrease in other equity:	141.60	138.27
'- Business Development Reserve	73.89	73.89
'- Retained Earnings	67.71	64.38

(ii) The impacts of such restatements on the statement of profit and loss for each of the periods presented are as follows:

Particulars	Rs. in crores		
	Quarter ended		Year ended
	31.12.2022	31.03.2022	31.03.2022
Increase in deferred tax credit in the statement of profit and loss	3.34	3.34	3.34
Increase in Revenue from Operations	210.00	210.00	210.00
Increase in Freight and Forwarding under "Other Expenses"	210.00	210.00	210.00

(iii) The impact of such restatements on basic & diluted EPS for each of the periods presented are as follows:

Particulars	(Rupees)		
	Quarter ended		Year ended
	31.12.2022	31.03.2022	31.03.2022
Restated Basic EPS	26.13	27.37	66.90
Published Basic EPS	25.92	27.27	66.50
Restated Diluted EPS	26.28	27.28	66.70
Published Diluted EPS	25.92	27.19	66.35

4. The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of full financial year ended March 31, 2023 and the unaudited published year to date figures upto December 31, 2022 (as restated as per note 3 above), being the end of the third quarter of the financial year which were subjected to limited review. The previous period figures have been regrouped, wherever considered necessary.

5. The Company has entered into a Business Transfer Agreement ("BTA") with Ajmera Cements Private Limited ("Seller") on February 16, 2023 for the acquisition of a specified Business Undertaking located in the Junagarh district of Gujarat, as a going concern on a slump sale basis for an estimated consideration of Rs. 27 Crores, subject to certain adjustments in terms of the BTA ("Proposed Acquisition"). On March 31, 2023, both the parties have mutually agreed to extend the long stop date of the BTA to June 30, 2023 subject to the satisfaction of conditions precedent as stipulated in the BTA and upon securing requisite approvals from competent authorities.

6. Subject to the approval of the shareholders in the ensuing Annual General Meeting of the Company, the Board of Directors of the Company have proposed a dividend of Rs 17.50 per equity share for the year ended March 31, 2023.

7. The CEO and CFO certificate in respect of the above results in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors.

8. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company is in the process of assessing the impact of the code and will record the same, if any, in the period the Code becomes effective.

9. The Company operated two segments i.e. Inorganic Chemicals and Textiles. Pursuant to the Scheme of Demerger (refer note 2(B) above), Company's Textiles segment which included Spinning Division has been disclosed as Discontinuing Operations. Accordingly, the Company's continuing operations pertain to one segment i.e. Inorganic Chemicals.

10. In line with the requirements of Regulation 47(2) of the Listing Regulations, 2015, the results are available on the website of BSE Limited (URL: www.bseindia.com/corporates), the National Stock Exchange of India Limited (URL: www.nseindia.com/corporates) and on the company's website (URL: <http://ghcl.co.in/investors/performance-reports>).



For and on behalf of Board of Directors of GHCL Limited

R. S. Jalan
Managing Director

Raman Chopra
CFO & Executive Director (Finance)



GHCL Limited (CIN : L24100GJ1983PLC006513) Statement of Standalone Assets & Liabilities				
Particulars		Rs. In Crore		
		As at		
		31.03.2023	31.03.2022 (Restated)	As at April 01, 2021 (Restated)
		Audited		
I	Assets			
	Non-current assets			
a	Property, plant and equipment	1,718.92	2,454.53	2,656.62
b	Capital work-in-progress	108.55	212.98	80.54
c	Other Intangible assets	1.84	2.61	6.05
d	Right-of-use assets	10.68	11.54	12.16
e	Investment in subsidiaries	0.01	0.01	0.01
f	Financial assets			
	(i) Investments	14.96	16.55	40.12
	(ii) Loans	0.76	-	-
	(iii) Other non-current financial assets	16.27	21.67	19.24
g	Non current tax assets (net)	24.02	-	-
h	Other-non current assets	71.88	90.35	66.57
	Total Non-Current Assets	1,967.89	2,810.24	2,881.31
	Current assets			
a	Inventories	772.33	941.95	740.48
b	Financial assets			
	(i) Investments	364.84	-	-
	(ii) Trade receivables	218.41	273.66	250.66
	(iii) Cash and cash equivalents	123.38	230.10	32.65
	(iv) Bank balances other than cash and cash equivalents	16.37	11.65	13.66
	(v) Loans	1.06	8.20	9.43
	(vi) Derivative instruments	-	-	4.14
	(vii) Other current financial asset	11.89	5.95	12.58
c	Current tax assets (net)	-	-	9.73
c	Other current assets	30.85	133.78	34.35
	Total Current Assets	1,539.13	1,605.29	1,107.68
	Assets held for sale and discontinued operations	1,617.86	576.26	2.34
	Total Assets	5,124.88	4,991.79	3,991.33
II	Equity and Liabilities			
	Equity			
a	Equity share capital	95.59	95.35	95.01
b	Other equity	3,838.29	2,856.64	2,265.21
	Total Equity	3,933.88	2,951.99	2,360.22
	Liabilities			
	Non-current liabilities			
a	Financial liabilities			
	(i) Borrowings	242.62	424.60	563.82
	(ii) Lease liabilities	12.49	12.99	13.33
b	Provisions	5.77	7.62	3.02
c	Other non-current financial liabilities	-	-	0.70
d	Deferred tax liabilities (net)	243.50	407.83	401.76
	Total Non- Current Liabilities	504.38	853.04	982.63
	Current liabilities			
a	Financial liabilities			
	(i) Borrowings	104.90	342.85	204.28
	(ii) Lease liabilities	1.35	1.11	0.68
	(iii) Trade payables			
	(a) Total outstanding dues of micro enterprises and small enterprises	36.91	41.66	23.43
	(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	206.02	300.13	352.09
	(iv) Other current financial liabilities	25.82	339.41	34.86
	(v) Derivative instruments	3.58	1.46	-
b	Provisions	12.06	11.97	14.36
c	Current tax liabilities (net)	-	14.54	-
d	Other current liabilities			
	(i) Contract liabilities	2.68	7.08	3.91
	(ii) Other current liabilities	34.71	44.05	14.87
	Total Current Liabilities	428.03	1,104.26	648.48
	Liabilities directly associated with the assets held for sale and discontinued operations	258.59	82.50	-
	Total Equity and Liabilities	5,124.88	4,991.79	3,991.33



GHCL Limited
Standalone Statement of Cash Flows for the year ended March 31, 2023
(INR in crores)
Particulars

For the year ended
March 31, 2023

For the year ended
March 31, 2022
(Restated)

Operating activities

Profit before tax from continuing operations (after exceptional item before tax)	1,442.55	574.16
Profit before tax from discontinued operations	31.92	294.25
Adjustments to reconcile profit before tax to net cash flows :		
Depreciation and amortisation expenses	134.25	130.56
(Gain)/Loss on sale of investments/Provision for diminution in value of investment	(16.75)	24.46
Gain on sale of Home Textiles Business	(68.07)	-
Exceptional loss on balances recoverable from subsidiary company	8.77	-
Provision for doubtful debts	(0.19)	-
Loss on sale/disposal of property, plant and equipment and asset held for sale	16.76	1.58
Interest income	(1.97)	(0.40)
Finance costs	46.51	70.35
Dividend Income	(0.13)	(0.05)
Employees share based payments	13.29	0.04
Liabilities no longer to be required	-	(12.75)
Unrealised exchange Loss/(Gain)	2.25	3.38
Operating Profit before working capital changes	1,609.19	1,085.58

Changes in working capital

Adjustments for (Increase)/Decrease in Operating assets:

Trade receivables	(44.85)	(112.22)
Inventories	(181.17)	(383.30)
Other current financial assets	(10.00)	5.36
Other current assets	36.43	(111.40)
Non-current financial assets	(7.46)	(1.10)
Other non-current assets	(4.53)	0.01

Adjustments for Increase/(Decrease) in Operating liabilities:

Contract liabilities	(0.59)	4.14
Trade payables	(54.22)	26.91
Derivative instruments	-	2.72
Other Non current financial liabilities	-	(0.70)
Other current financial liabilities	(0.04)	295.39
Other current liabilities	(8.53)	30.23
Provisions	7.95	2.25

Cash generated from operations

Income tax paid (net)	(443.24)	(204.90)
Net cash generated from operating activities (A)	898.94	638.97

Cash flow from investing activities

Payment for purchase of Property, plant and equipment, capital work in progress and intangible assets	(357.55)	(345.11)
Proceeds from sale of Property, plant and equipment	7.58	-
Proceeds from sale of Home textile Business	262.34	-
Proceeds from sales of investments	3,347.27	0.43
Purchase of investments	(3,695.21)	-
Interest received	1.97	0.40
Dividend received	0.13	0.05
Net cash flow (used in) investing activities (B)	(433.47)	(344.23)

Cash flow from financing activities

Proceeds from issue of equity shares (including premium)	3.53	5.06
Dividend paid	(142.68)	(52.00)
Proceeds from long-term borrowings	-	100.00
Repayment of long-term borrowings	(135.68)	(249.41)
Proceeds / (Repayment) from short-term borrowings	(206.72)	166.71
Payment of lease liabilities	(2.68)	(2.28)
Bank deposit not considered as cash and cash equivalents matured	4.75	1.72
Bank deposit not considered as cash and cash equivalents placed	(10.96)	(1.63)
Interest paid	(44.69)	(65.29)
Net cash used in financing activities (C)	(535.13)	(97.12)

Net (decrease) / increase in cash and cash equivalents (A+B+C)

Cash and cash equivalents at the beginning of the year	230.27	32.65
Cash and cash equivalents at the end of the year	160.61	230.27

Components of cash and cash equivalents

Cash on hand	0.10	0.08
- On current accounts	50.26	16.82
- Deposits with original maturity of less than three months	110.25	213.37
Total cash and cash equivalents	160.61	230.27



Independent Auditor's Report on the Quarterly and Year to Date Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
GHCL Limited

Report on the audit of the Consolidated Financial Results**Opinion**

We have audited the accompanying statement of quarterly and year to date consolidated financial results of GHCL Limited including GHCL Employees Stock Option Trust ("Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended March 31, 2023 and for the year ended March 31, 2023 ("Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. includes the results of the following entities:
 - GHCL Textiles Limited (Subsidiary)
 - GHCL Employees Stock Option Trust (Employee Welfare Trust)
 - Grace Home Fashions LLC (Subsidiary) (Dissolved w.e.f. March 02, 2023)
 - Dan River Properties LLC (Subsidiary)
- ii. are presented in accordance with the requirements of the Listing Regulations in this regard; and
- iii. gives a true and fair view in conformity with the applicable accounting standards, and other accounting principles generally accepted in India, of the consolidated net profit and other comprehensive loss and other financial information of the Group for the quarter ended March 31, 2023 and for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Results" section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us and other auditors in terms of their reports referred to in 'Other Matter' paragraph below, is sufficient and appropriate to provide a basis for our opinion.



Emphasis of Matters**a. Restatement of Financial Results**

We draw attention to Note 3 to the consolidated financial results which describes the impact of the restatements related to the non-recognition of deferred tax liabilities on revaluation of land, buildings and certain property, plant and equipment and the reclassification of amount of freight recovered from customers disclosed under "Other Expenses" to "Revenue from Operations".

b. Demerger Accounting

We draw attention to Note 2(B) to the consolidated financial results, which indicates that the demerger would be accounted on the Appointed date mentioned in the Scheme of Arrangement i.e. date of filing of certified true copy of the NCLT order along with the sanctioned Scheme with the Registrar of Company, instead of accounting of demerger in the current quarter since, as per applicable Indian Accounting Standards prescribed under Section 133 of the Act, the substantial conditions relating to transfer of demerged undertaking were met during the current quarter Accordingly, no accounting treatment in respect of the demerger has been carried out in these financial results, as the approved Scheme would prevail over the applicable Indian Accounting Standards.

Our opinion is not modified in respect of the above matters.

Management's Responsibilities for the Consolidated Financial Results

The Statement has been prepared on the basis of the consolidated annual financial statements. The Holding Company's Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive loss and other financial information of the Group in accordance with the applicable accounting standards prescribed under section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective company(ies) and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Directors of the Holding Company, as aforesaid.

In preparing the Statement, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective company(ies) to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective company(ies).

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

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can



arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

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

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.
- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results/financial information of the entities within the Group of which we are the independent auditors to express an opinion on the Statement. We are responsible for the direction, supervision and performance of the audit of the financial information of such entities included in the Statement of which we are the independent auditors. For the other entity included in the Statement, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities Exchange Board of India under Regulation 33 (8) of the Listing Regulations, to the extent applicable.



Other Matter

The accompanying Statement includes the audited annual financial statements of GHCL Employees Stock Option Trust whose financial statements reflect total assets of Rs. 6.92 crores as at March 31, 2023, total revenues of Rs. 0.70 crores, total net profit after tax of Rs. 0.67 crores and total comprehensive income of Rs. 0.70 crores for the year ended March 31, 2023, and net cash outflows of Nil for the year ended March 31, 2023 as considered in the Statement which have been audited by the auditor of GHCL Employees Stock Option Trust.

The independent auditor's report of the GHCL Employees Stock Option Trust has been furnished to us by the management and our opinion in so far as it relates to the amounts and disclosures included in respect of the GHCL Employees Stock Option Trust, is based solely on the report of such auditors and the procedures performed by us as stated in paragraph above.

The accompanying statement includes unaudited financial statements and other unaudited financial information in respect of 2 subsidiaries, whose financial statements and other financial information reflect total assets of Rs 8.67 crores as at March 31, 2023, and total revenues of Rs 9.10 crores and Rs 25.87 crores, total net profit after tax of Rs. 9.11 crores and Rs. 13.14 crores, total comprehensive income of Rs. 9.28 crores and Rs. 12.23 crores, for the quarter and the year ended on that date respectively and net cash outflows of Rs. 13.45 crores for the year ended March 31, 2023, whose financial statements and other financial information have not been audited by any auditor.

These unaudited financial statements and other financial information have been approved and furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on such unaudited financial statements/ financial information/financial results. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and report of other auditors and financial information certified by the Management.

The Statement includes the results for the quarter ended March 31, 2023 being the balancing figures between the audited figures in respect of the full financial year ended March 31, 2023 and the published (as restated) unaudited year-to-date figures up to the end of the third quarter of the current financial year, which were subjected to a limited review by us, as required under the Listing Regulations.

For S.R. Batliboi & Co. LLP

Chartered Accountants

ICAI Firm Registration Number: 301003E/E300005

per Sanjay Vij

Partner

Membership No.: 095169



UDIN: 23095169B6XZ YF 40 31

Place: Gurugram

Date: April 29, 2023

GHCL Limited (CIN : L24100GG1983PLC006513)

Registered Office: GHCL House, Opp. Punjabi Hall, Near Navrangpura Bus Stand, Navrangpura, Ahmedabad - 380 009, Gujarat

(Email: ghclinfo@ghcl.co.in, secretarial@ghcl.co.in, Website: www.ghcl.co.in, Phone: 079- 26434100, Fax: 079-26423623)

Statement of Audited Consolidated Financial Results for the Quarter and year ended March 31, 2023

(Rs. in Crore)

S. No.	Particulars	Quarter Ended			Year Ended	Year Ended
		31.03.2023	31.12.2022	31.03.2022	31.03.2023	31.03.2022
		Audited	Restated Unaudited	Restated Audited	Audited	Restated Audited
1	Income from continuing operations					
	(a) Revenue from Operations	1,119.20	1,101.62	1,052.88	4,545.42	3,052.14
	(b) Other Income	22.16	5.72	5.58	39.11	9.96
	Total Income	1,141.36	1,107.34	1,058.46	4,584.53	3,062.10
2	Expenses from continuing operations:					
	a) Cost of materials consumed	285.95	330.27	292.61	1,281.91	950.54
	b) Purchase of stock-in-trade	59.09	39.30	97.98	323.09	236.28
	c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	54.32	0.38	(2.94)	(12.18)	(12.73)
	d) Power, fuel and water expense	206.56	208.57	173.15	854.62	566.41
	e) Employee benefits expense	35.68	36.00	37.35	134.07	108.36
	f) Depreciation and amortisation expense	26.77	22.36	21.67	94.22	86.92
	g) Finance Costs	10.21	9.73	15.13	38.67	51.34
	h) Other expenses	129.27	120.26	124.59	482.86	476.98
	Total Expenses	807.85	766.87	759.54	3,197.26	2,464.10
3	Profit before tax and Exceptional Items from continuing operations (1-2)	333.51	340.47	298.92	1,387.27	598.00
4	Exceptional Items (Refer Note no 2(A))	-	-	-	(75.73)	-
5	Profit before tax from continuing operations (3-4)	333.51	340.47	298.92	1,463.00	598.00
6	Tax expenses of continuing operations					
	(a) Current tax	92.73	87.12	73.12	353.65	148.91
	(b) Tax adjustment for earlier years	(0.04)	(0.58)	(0.02)	(0.62)	(0.02)
	(c) Deferred tax (credit)/charge	(9.97)	(0.14)	2.62	(5.83)	3.16
	Total tax expenses	82.72	86.40	75.72	347.20	152.05
7	Net Profit from continuing operations (5-6)	250.79	254.07	223.20	1,115.80	445.95
8	Profit/(Loss) from discontinued operations	(34.01)	(4.76)	73.04	33.37	283.17
9	Tax credit/(expense) of discontinued operations	9.77	2.91	(24.16)	(7.60)	(79.07)
10	Profit/(Loss) from discontinued operations after tax(8+9)	(24.24)	(1.85)	48.88	25.77	204.10
11	Profit for the period/year (7+10)	226.55	252.22	272.08	1,141.57	650.05
	Other Comprehensive Income					
	(a) Re-measurement gains/(losses) on defined benefit plans - not to be reclassified subsequently to profit & loss	(3.90)	-	0.85	(3.90)	0.44
	(b) Income tax effect on above	0.98	-	(0.21)	0.98	(0.11)
	(c) Re-measurement gains/(losses) on investments in equity shares classified as FVOCI - not to be reclassified subsequently to profit & loss	(0.95)	1.51	(1.02)	(0.21)	1.32
	(d) Income tax effect	(0.48)	-	-	(0.48)	-
	(e) Exchange differences on translation of foreign operations - to be reclassified subsequently to profit & loss	0.16	(0.15)	0.52	(0.56)	0.14
12	Other Comprehensive Income net of tax- not to be reclassified subsequently to profit & loss	(4.19)	1.36	0.14	(4.17)	1.79
13	Total Comprehensive Income comprising profit after tax and other Comprehensive income (11+12)	222.36	253.58	272.22	1,137.40	651.84
14	Profit from continuing operations (7) attributable to :					
	Owners of the Company	250.79	254.07	223.20	1,115.80	445.95
	Non-controlling interest	-	-	-	-	-
15	Profit/(Loss) from discontinued operations (10) attributable to :					
	Owners of the Company	(24.24)	(1.85)	48.88	25.77	204.10
	Non-controlling interest	-	-	-	-	-
16	Profit for the period/ year (11) attributable to :					
	Owners of the Company	226.55	252.22	272.08	1,141.57	650.05
	Non-controlling interest	-	-	-	-	-
17	Total comprehensive income (13) attributable to :					
	Owners of the Company	222.36	253.58	272.22	1,137.40	651.84
	Non controlling interest	-	-	-	-	-
18	Other Equity as per the audited balance sheet	-	-	-	-	-
19	Paid Up Equity Share Capital (face value of Rs.10/- each)	95.59	95.59	95.35	3,860.18	2,851.95
20	Earnings per Share (face value of Rs.10/- each) - (restated)				95.59	95.35
	(a) Basic-continuing operations	26.80	26.58	23.43	117.35	46.82
	(b) Diluted-continuing operations	26.75	26.73	23.34	117.35	46.67
	(c) Basic-discontinued operations	(2.52)	(0.20)	5.12	2.71	21.42
	(d) Diluted-discontinued operations	(2.52)	(0.19)	5.09	2.71	21.35
	(e) Basic-continuing & discontinued operations	24.28	26.38	28.55	120.06	68.24
	(f) Diluted-continuing & discontinued operations	24.23	26.54	28.43	120.06	68.02



Notes to the Statement of Consolidated Financial Results for the Quarter and Year ended March 31, 2023

1. The above consolidated financial results were reviewed by the Audit Committee and approved by the Board of Directors of GHCL Limited ('Holding Company') at their respective meetings held on April 29, 2023. These consolidated financial results have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable. The Statutory Auditors of the Company and its subsidiaries (together referred as 'Group') have conducted an audit of these consolidated financial results of the Company for the quarter and year ended March 31, 2023, in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and expressed an unmodified audit opinion on these results.

2. Discontinued operations

(A) Home Textile Business

Pursuant to the Business Transfer Agreement dated December 06, 2021 and Amendment to Business Transfer Agreement dated March 30, 2022 with Indo Count Industries Limited (ICIL), the Holding Company on April 02, 2022 transferred its Home Textile Business (comprising of weaving, processing, cutting and sewing of home textiles products, hereinafter referred as "HT Business") as a going concern on a slump sale basis during the quarter ended June 30, 2022 after satisfaction of conditions precedent as stipulated in these agreements at a consideration of Rs. 562.34 crores. In addition, Grace Home Fashions LLP ('GHF'), a wholly owned erstwhile subsidiary of the Holding Company also transferred its identified assets (i.e., inventory and intellectual property) to Indo Count Global Inc., USA (US subsidiary of ICIL) on April 02, 2022 at a consideration of Rs. 31.77 crores pursuant to fulfillment of conditions precedent as per the Asset Transfer Agreement (ATA) dated December 06, 2021 and Amendment agreement ('AATA') dated March 30, 2022 for transfer of its identified assets.

Consequent to the above, the resultant profit of Rs. 75.73 crores (net of current and deferred tax impact of Rs. 4.11 crores on such sale of the HT Business recognised under Exceptional Items. The Company's current tax obligation arising from such sale had been booked in accordance with the provision of the Income Tax Act, 1961.

(B) Spinning Division

The Board of Directors of the Holding Company at their meeting held on December 06, 2021 approved a Scheme of Arrangement under Section 230-232 of the Companies Act 2013 consisting of demerger of 'Spinning Division' of GHCL Limited ('Holding Company/Demerger Company/ Company') into GHCL Textiles Limited ('Subsidiary Company/Resulting Company') (the "Scheme").

Upon the Scheme becoming effective, the Spinning division (along with all assets and liabilities thereof as at the appointed date stated in the Scheme) shall be transferred to the Resulting Company on a going concern basis. As a consideration for the Demerger, the resulting Company will issue its equity shares to the shareholders of the Holding Company as on the record date in a 1:1 swap ratio (i.e. One share of INR 2 each will be issued by the Resulting Holding Company for every one share of INR 10 each held in the Holding Company). Further, upon the Scheme becoming effective the investment made by Holding Company in Resulting Company shall be cancelled. The Scheme has been approved by the Hon'ble National Company Law Tribunal, Ahmedabad (NCLT) vide its order dated February 08, 2023.

As per the Scheme, the accounting in respect of the Scheme will be carried out on the Appointed date mentioned in the Scheme i.e. the date on which the Holding Company files the Certified True Copy of the NCLT order along with the sanctioned Scheme with the ROC i.e. 1 April 2023.

However, Appendix A of Ind AS 10 'Distribution of Non-cash Assets to Owners' prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time requires the Holding Company to account for such Scheme (including the consequent loss of control over the subsidiary) in the current year – since the substantial conditions relating to transfer of the demerged undertaking were met during the current quarter.

Since the Certified True Copy of the NCLT order along with the sanctioned Scheme with the ROC was filed after the year end no accounting effect in respect of the Scheme has been given in these consolidated financial results, as the approved scheme prevail over the applicable Indian Accounting Standards.

(C) The net results of Home Textiles Business and Spinning Division has been disclosed separately as discontinued operation as required by Indian Accounting Standard (Ind AS) 105 Asset Held for Sale and Discontinued Operations and Schedule III to the Companies Act, 2013. Consequently, the Company's Statement of Profit and Loss for the periods/year ended March 31, 2023 pertains to its continuing operations only and for that purpose the results for the quarter and year ended March 31, 2022 have been restated accordingly.

The following information relates to discontinued operations of Home Textiles Division and Spinning Division

S. No.	Particulars	Quarter Ended			Year Ended	Year Ended
		31.03.2023	31.12.2022 (Restated)	31.03.2022 (Restated)	31.03.2023	31.03.2022 (Restated)
1	Revenue from Operations	269.51	230.60	517.99	1,090.58	1,718.07
2	Other Income	1.22	2.16	18.26	5.80	33.97
3	Total Expenses	309.72	240.40	451.50	1,063.52	1,457.79
4	Profit before tax	(34.01)	(4.76)	73.04	33.37	283.17
5	Tax expenses	9.77	2.91	(24.16)	(7.60)	(79.07)
6	Net Profit after tax (4+5)	(24.24)	(1.85)	48.88	25.77	204.10

3. (A) The Holding Company had adopted Ind AS with transition date as April 01, 2015 and its first Ind AS financial statements were prepared for the year ended March 31, 2017. The Holding Company had revalued land, buildings and certain property, plant and equipment during the financial year ended March 31, 2009 and such revaluation surplus was credited to "Business Development Reserve" under Reserves and surplus in accordance with the Scheme of Arrangement approved by Hon'ble Gujarat High Court. Under the previous GAAP (Indian GAAP), deferred taxes were not required to be recognised on such revaluation surplus. On the date of transition to Ind AS, the Holding Company carried the carrying cost of property, plant and equipment as deemed cost as per Ind AS 101. Further, the Holding Company was required to create deferred tax liability on difference between the carrying amount of such revalued assets in the balance sheet and its tax base on the date of transition to Ind AS. However, such deferred tax liabilities were not recognised in its first Ind AS financial statements for the year ended March 31, 2017 on the transition date. Such non recognition of deferred tax liabilities has been corrected in the financial statements/results of the current year retrospectively restating the comparative information as per Ind AS 8. A third balance sheet as at the beginning of the earliest period (i.e. April 1, 2021) has also been presented.

(B) The Holding Company during the current year has re-evaluated the terms of arrangement of its contracts with customers with reference to Ind AS 115 and relevant guidance and determined that the amount of freight recovered from customers on sales of goods should have been presented as Revenue from contracts with customers under the head "Revenue from Operations" since the Holding Company is acting as a principal as against presenting such amount of freight recovered as a deduction from the freight expenses under the head "Other expenses". Based on such reassessment, in accordance with the Indian Accounting Standards, the Holding Company has corrected this by reclassifying the amounts of freight recovered from "Other expenses" to "Revenue from Operations" during the current year/periods and the previous year/periods. Such reclassification do not have any impact on the profit before or after tax or other equity of the Group.



(C) (i) The impacts of the above restatements on the balance sheets for each of the periods presented are as follows:

Particulars	Rs. in crores	
	As at April 01, 2021	As at March 31, 2022
Increase in deferred tax liabilities	141.60	138.27
Decrease in other equity:	141.60	138.27
¹ Business Development Reserve	73.89	73.89
² Retained Earnings	67.71	64.38

(ii) The impact of such restatements in the statement of profit and loss for each of the periods presented are as follows:

Particulars	Rs. in crores		
	Quarter ended		Year ended
	31.12.2022	31.03.2022	31.03.2022
Increase in deferred tax credit in the statement of profit and loss	1.66	0.83	3.34
Increase in Revenue from Operations	50.52	56.36	194.27
Increase in Freight and Forwarding under "Other Expenses"	50.52	56.36	194.27

(iii) The impact of such restatements on basic & diluted EPS for each of the periods presented are as follows:

Particulars	(Rupees)		
	Quarter ended		Year ended
	31.12.2022	31.03.2022	31.03.2022
Restated Basic EPS	26.38	28.55	68.24
Published Basic EPS	26.23	28.48	67.89
Restated Diluted EPS	26.54	28.43	68.02
Published Diluted EPS	26.23	28.39	67.68

4. The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of full financial year ended March 31, 2023 and the unaudited published year to date figures upto December 31, 2022 (as restated as per note 3 above), being the end of the third quarter of the financial year which were subjected to limited review. The previous period figures have been regrouped, wherever considered necessary.

5. The Holding Company has entered into a Business Transfer Agreement ("BTA") with Ajmera Cements Private Limited ("Seller") on February 16, 2023 for the acquisition of a specified Business Undertaking located in the Junagarh district of Gujarat, as a going concern on a slump sale basis for an estimated consideration of Rs. 27 Crores, subject to certain adjustments in terms of the BTA ("Proposed Acquisition"). On March 31, 2023, both the parties have mutually agreed to extend the long stop date of the BTA to June 30, 2023 subject to the satisfaction of conditions precedent as stipulated in the BTA and upon securing requisite approvals from competent authorities.

6. Subject to the approval of the shareholders in the ensuing Annual General Meeting of the Holding Company, the Board of Directors of the Company have proposed a dividend of Rs 17.50/- per equity share for the year ended March 31, 2023.

7. The CEO and CFO certificate in respect of the above results in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board of Directors.

8. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group is in the process of assessing the impact of the code and will record the same, if any, in the period the Code becomes effective.

9. The Group operated two segments i.e. Inorganic Chemicals and Textiles. Pursuant to the Scheme of Demerger (refer note 2(B) above), Company's Textiles segment which included Spinning Division has been disclosed as Discontinuing Operations. Accordingly, the Group's continuing operations pertain to one segment i.e. Inorganic Chemicals.

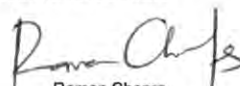
10. In line with the requirements of Regulation 47(2) of the Listing Regulations, 2015, the results are available on the website of BSE Limited (URL: www.bseindia.com/corporates), the National Stock Exchange of India Limited (URL: www.nseindia.com/corporates) and on the company's website (URL: <http://ghcl.co.in/investors/performance-reports>).

New Delhi
April 29, 2023



For and on behalf of Board of Directors of GHCL Limited


R. S. Jalan
Managing Director


Raman Chopra
CFO & Executive Director (Finance)



GHCL Limited (CIN : L24100GG1983PLC006513)			
Statement of Consolidated Assets & Liabilities			
Particulars	Rs. In crores		
	As at 31.03.2023	As at 31.03.2022 Restated	As at 31.03.2021 Restated
	Audited		
I Assets			
Non-current assets			
a Property, plant and equipment	1,718.92	2,454.53	2,657.09
b Capital work-in-progress	108.55	212.98	80.54
c Other Intangible assets	1.84	2.61	6.05
d Right-of-use assets	10.68	17.09	12.16
e Financial assets			
(i) Investments	14.96	16.55	15.15
(ii) Loans	8.99	7.88	14.35
(iii) Other non-current financial assets	16.27	22.07	10.97
f Non current tax assets (net)	24.02	-	-
h Other-non current assets	71.88	90.35	66.57
Total Non-Current Assets	1,976.11	2,824.06	2,862.88
Current assets			
a Inventories	772.33	944.23	763.50
b Financial assets			
(i) Investments	364.84	-	-
(ii) Trade receivables	218.41	229.44	228.36
(iii) Cash and cash equivalents	123.40	243.58	34.97
(iv) Bank balances other than cash and cash equivalents	16.37	11.65	13.66
(v) Loans	1.35	7.84	2.23
(vi) Derivative instruments	-	-	4.14
(vii) Other current financial asset	11.89	5.95	12.83
c Current tax assets (net)	-	-	9.73
d Other current assets	30.85	133.58	34.66
Total Current Assets	1,539.44	1,576.27	1,104.08
Assets held for sale and discontinued operations	1,617.86	595.04	10.90
Total Assets	5,133.41	4,995.37	3,977.86
II Equity and Liabilities			
Equity			
a Equity share capital	95.59	95.35	95.01
b Other equity	3,860.18	2,851.95	2,247.64
Total Equity	3,955.77	2,947.30	2,342.65
Liabilities			
(1) Non-current liabilities			
a Financial liabilities			
(i) Borrowings	242.62	424.60	563.82
(ii) Lease liabilities	12.49	17.90	13.33
b Provisions	5.77	7.62	3.02
c Deferred tax liabilities (net)	243.50	407.84	401.76
d Other non-current financial liabilities	-	-	0.70
Total Non- Current Liabilities	504.38	857.96	982.63
(2) Current liabilities			
a Financial liabilities			
(i) Borrowings	104.90	342.85	41.35
(ii) Lease liabilities	1.35	2.21	0.68
(iii) Trade payables			
(a) Total outstanding dues of micro enterprises and small enterprises	36.91	41.67	23.43
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	192.66	301.17	353.19
(iv) Derivative Instruments	3.58	1.46	-
(v) Other current financial liabilities	25.82	339.41	197.79
b Provisions	12.06	11.91	14.36
c Current tax liabilities (net)	-	14.54	-
d Other current liabilities			
(i) Contract liabilities	2.68	7.08	3.91
(ii) Other current liabilities	34.71	45.32	17.87
Total Current Liabilities	414.67	1,107.62	652.58
Liabilities directly associated with the assets held for sale and discontinued operations	258.59	82.49	-
Total Equity and Liabilities	5,133.41	4,995.37	3,977.86



GHCL Limited

Consolidated Statement of Cash Flows for the year ended March 31, 2023

(INR in crores)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022 (Restated)
Operating activities		
Profit before tax from continuing operations (after exceptional item and tax thereon)	1,463.00	598.00
Profit before tax from discontinued operations	33.37	283.17
Adjustments to reconcile profit before tax to net cash flows :		
Depreciation and amortisation expenses	134.56	131.87
(Gain) on sale of investments/Provision for diminution in value of investment	(16.76)	(0.51)
Gain on sale of Home textile business	(79.78)	2.84
Provision for doubtful debts	(0.19)	-
Loss on sale/disposal of property, plant and equipment and asset held for sale and Lease modification	16.29	-
Interest income	(1.97)	(0.40)
Finance costs	46.51	70.62
Dividend Income	(0.13)	(0.05)
Employees share based payments	13.29	0.04
Unrealised exchange Loss/(Gain)	2.25	3.52
Operating Profit before working capital changes	1,610.44	1,089.10
Changes in working capital		
Adjustments for (Increase)/Decrease in Operating assets:		
Trade receivables	(65.63)	(103.06)
Inventories	(191.04)	(381.34)
Other current financial assets	(10.66)	4.47
Other current assets	36.43	(111.39)
Non-current financial assets	(7.39)	(9.00)
Other non-current assets	(4.73)	0.01
Adjustments for Increase/(Decrease) in Operating liabilities:		
Contract liabilities	(0.59)	4.14
Trade payables	(68.02)	26.81
Derivative instruments	-	2.72
Other current financial liabilities	(0.04)	295.39
Other current liabilities	(7.26)	27.80
Provisions	7.89	2.69
Cash generated from operations	1,299.40	848.34
Income tax paid (net)	(443.24)	(204.92)
Net cash generated from operating activities (A)	856.16	643.42
Payment of Property, plant and equipment, capital work in progress and intangible assets	(357.56)	(337.45)
Proceeds from sale of Property, plant and equipment	7.58	-
Proceeds from sale of Home textile Business	293.27	-
Proceeds from sales of investments	3,347.27	0.43
Purchase of investments	(3,695.21)	-
Interest received	1.97	0.40
Dividend received	0.13	0.05
Net cash flow (used in) investing activities (B)	(402.55)	(336.57)
Proceeds from issue of equity shares (including premium)	3.53	5.06
Dividend paid	(142.68)	(52.00)
Proceeds from long-term borrowings	-	100.00
Repayment of long-term borrowings	(135.68)	(249.41)
Proceeds / (Repayment) from short-term borrowings	(206.72)	166.71
Payment of lease liabilities	(3.71)	(3.23)
Bank deposit not considered as cash and cash equivalents matured	4.75	1.72
Bank deposit not considered as cash and cash equivalents placed	(10.96)	(1.63)
Interest paid	(44.69)	(65.29)
Net cash used in financing activities (C)	(536.16)	(98.07)
Net (Decrease) / Increase in cash and cash equivalents (A+B+C)	(82.54)	208.78
Cash and cash equivalents at the beginning of the year	243.75	34.97
Cash and cash equivalents at the end of the year	161.21	243.75
Components of cash and cash equivalents		
Cash on hand	0.10	0.08
Balances with banks:		
- On current accounts	50.86	30.30
- Deposits with original maturity of less than three months	110.25	213.37
Total cash and cash equivalents	161.21	243.75

