

Date: May 28, 2025

To,
Department of Corporate Services,
BSE Limited,
P.J Towers, Dalal Street,
Mumbai- 400001

Scrip Code: 523888

Dear Sir/Ma'am,

Sub: Outcome of Board Meeting held today i.e., May 28, 2025 - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with Regulation 30 & 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that, the Board of Directors of the Company at its meeting held today i.e., May 28, 2025 have inter-alia, considered and approved the following:

1. Audited Financial Statements/Results of the Company for the Financial Year and Quarter ended March 31, 2025;

Accordingly, as per Regulation 33 of the SEBI Listing Regulations, we enclose herewith a copy of:

- a. Audited Financial Results of the Company for the Quarter and Financial Year ended March 31, 2025;
- b. Independent Auditor's Report issued by M/s. Thakur Vaidyanath Aiyar & Co., Statutory Auditors of the Company on the Financial Results for the Quarter and Financial Year ended March 31, 2025;
- c. Declaration by the Whole Time Director & CFO of the Company on Audit Report with unmodified opinion pursuant to Regulation 33(3)(d) of SEBI Listing Regulations on the aforesaid financial results.

The meeting of the Board of the Directors of the Company commenced 12:00 p.m. and concluded at 01:05 p.m.

You are requested to kindly take the same on record.

Yours sincerely,
For V.R. Woodart Limited

Anwar Shaikh
Whole-Time Director and Chief Financial Officer
DIN: 10939770

THAKUR, VAIDYANATH AIYAR & CO.
Chartered Accountants
NEW DELHI, MUMBAI, KOLKATTA, PATNA,
CHENNAI AND CHANDIGARH

B Wing, 602, Sixth Floor,
Plot No. 85, Sai Sangam Owners
Premises CO Op. Society Ltd
Sector – 15, CBD Belapur
Navi Mumbai - 400 614
Phone No. - +91 22 4005 3021
E-mail: tvamum@gmail.com

INDEPENDENT AUDITOR'S REPORT

TO
THE BOARD OF DIRECTORS OF
V R WOODART LIMITED

Report on the audit of the Financial Results

Opinion

We have audited the accompanying Quarterly and Year to date financial results of **V R WOODART LIMITED** (the "Company") for the quarter and year ended March 31, 2025 attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of SEBI (Listing Obligation 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 these financial results:

- i. are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable accounting standards and other accounting principles generally accepted in India, of the net loss and other comprehensive income and other financial information for the quarter and year ended March 31, 2025.

Basis of Opinion

We conducted our audit in accordance with the Standards of Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013 (the Act). Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the audit of the 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 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 is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

Refer note no. 3 of the financial results regarding preparation of accounts on a going concern basis through the net worth of the Company has already been eroded completely and Company has limited its operations.

Our conclusion is not modified in respect of the above matter.

Management's Responsibilities for the Financial Results

The Financial Results have been prepared on the basis of the annual Ind AS financial statements. The Company's management and Board of Directors are responsible for the preparation of these financial results that gives a true and fair view of the net loss and other comprehensive income 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 and Regulation 52 of the Listing Regulations. The responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds 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 Financial Results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Financial Results as a whole is free from material misstatements, 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 misstatements when its 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 Financial Results.

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 misstatements of the Financial Results, whether due to fraud or error, design and perform audit procedure 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- 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 Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosure 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 Financial Results, including the disclosure, and whether the Financial Results represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and sufficient 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 Financial Results includes the results for the quarter ended March 31, 2025 being the balancing figure between the Audited figures in respect of the full financial year ended March 31, 2025 and the published 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 Thakur, Vaidyanath Aiyar & Co.
Chartered Accountants
Firm Registration No.: 000038N

BJAY PRAKASH
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Date: 2025.05.28
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Braj Kumar Sinha
Partner
Membership No.: 095817
UDIN No. 25095817BMLKXU8950

Place: Mumbai
Date: 28.05.2025



V.R. WOODART LIMITED
 Regd.Off. : Shop No 1, Rajul Apartment 9, Harkness Road, Walkeshwar Mumbai - 400006
 Statement of audited financial results for the quarter and year ended March 31, 2025

(₹ in Lacs)

Particulars	Quarter ended			Year ended	
	31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024
	Audited	Unaudited	Audited	Audited	Audited
I Revenue from operations	-	-	-	-	-
II Other Income	-	-	-	-	-
III Total Income (I+II)	-	-	-	-	-
IV Expenses					
(a) Cost of materials consumed and other inputs	-	-	-	-	-
(b) Changes in inventories of finished goods and work-in-progress	-	-	-	-	-
(c) Employee benefits expense	0.69	-	-	0.69	2.66
(d) Finance costs	-	-	-	-	-
(e) Depreciation and amortization expense	-	-	-	-	-
(f) Other expenses	6.08	2.50	1.75	12.43	6.47
Total expenses (IV)	6.77	2.50	1.75	13.12	9.13
V Loss before tax (III - IV)	(6.77)	(2.50)	(1.75)	(13.12)	(9.13)
VI Tax expense	-	-	-	-	-
VII Loss for the period (V - VI)	(6.77)	(2.50)	(1.75)	(13.12)	(9.13)
VIII Other Comprehensive Income					
Items that will not be reclassified to profit or loss	-	-	-	-	-
(a) Remeasurement of the defined benefit obligations	-	-	-	-	-
(b) Tax relating to items that will not be reclassified to profit or loss	-	-	-	-	-
Total Comprehensive Income for the period (VIII)	(6.77)	(2.50)	(1.75)	(13.12)	(9.13)
IX Paid-up equity share capital (Face value Rs.10 each per share)	1,489.18	1,489.18	1,489.18	1,489.18	1,489.18
X Other Equity (excluding revaluation reserve)	-	-	-	(1,701.67)	(1,688.55)
XI Earnings Per Share (Rs.10 each per share) (not annualised for the quarters)					
Basic	(0.05)	(0.02)	(0.01)	(0.09)	(0.06)
Diluted	(0.05)	(0.02)	(0.01)	(0.09)	(0.06)

Notes:

- The audited financial results of the Company have been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
 - The Statement of Audited Financial Results were reviewed and recommended by the Audit Committee and thereafter approved by the Board of Directors at their respective meetings held on May 28, 2025. The statutory auditors have expressed an unmodified opinion on these results.
 - The Company has no assets & repaid all the outstanding and limited its operations. The Directors of the Company & other party have provided interest free unsecured loans for the continued operations and considering various opportunities that may arise from time to time and hence accounts of the company have been prepared on a going concern basis.
 - The audited financial results for the three months ended March 31, 2025 and the three months ended March 31, 2024 are the balancing figures between the audited figures for the full financial years then ended and the published year to date reviewed figures upto the third quarter of the respective financial year.
 - The Promoters of the Company sold 24.12% (pre preferential issue share capital) i.e. 35,91,146 shares of the Company on February 06, 2025.
- Further, Faze Three Limited ('FTL'- existing promoter) has entered into Share Purchase Agreement ('SPA') with Ms. Minal Patil & Ms. Maddukuri Mounica (together referred to as 'the Acquirers'), in pursuance of which the Acquirers have agreed to acquire the remaining 9,00,000 Shares held by FTL in accordance with the terms of the Share Purchase Agreement.
- Furthermore, the Board of Directors of the Company on March 07, 2025 and the Shareholders of the Company by way of special resolution on April 04, 2025 have approved the Preferential Issue of Equity Shares and Convertible Warrants. Under this preferential issue, the Acquirers are also being offered 62,10,000 equity shares and 20,40,000 warrants, each, together representing 40.28% of post preferential issue fully diluted share capital of the Company.
- Pursuant to the SPA and the proposed preferential allotment, the Acquirers have triggered the obligation to make an Open Offer in terms of Regulation 3(1) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Pursuant to which the acquirers have given a Detailed Public Announcement for the same on March 13, 2025. Post completion of the Open Offer, the Acquirers would be classified in the 'Promoter' Category of the Company and the existing Promoters will transfer control and management of the Company to the Acquirers and submit an application for declassification from the 'Promoter and Promoter Group' categories to 'Public' category, in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The figures for the previous quarter /year have been regrouped / reclassified wherever necessary, to make them comparable.

Mumbai
28-May-2025

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**By Order of the Board
For V.R. Woodart Limited**

Anwar Abdul Haque Shaikh
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**Anwar Shaikh
Whole Time Director & CFO
DIN: 10939770**



V R Woodart Limited

Statement of Assets & Liabilities as at March 31, 2025

(₹ in Lacs)

Particulars		As at March 31, 2025 (Audited)	As at March 31, 2024 (Audited)
A	ASSETS		
1	Non-current assets		
	(a) Financial assets		
	Deposits	-	-
	Total Non-current assets	-	-
2	Current assets		
	(a) Financial assets		
	Cash and cash equivalents	0.16	0.20
	(b) Other current assets	-	0.03
	Total current assets	0.16	0.23
	TOTAL - ASSETS	0.16	0.23
B	EQUITY AND LIABILITIES		
1	Equity		
	(a) Equity share capital	1,489.18	1,489.18
	(b) Other equity	(1,701.67)	(1,688.55)
	Total equity	(212.49)	(199.37)
2	Current liabilities		
	(a) Financial liabilities		
	(i) Borrowings	212.00	198.80
	(ii) Other financial liabilities	0.64	0.75
	(b) Other current liabilities	0.01	0.05
	Total current liabilities	212.65	199.59
	TOTAL - EQUITY AND LIABILITIES	0.16	0.23
		By Order of the Board For V.R.Woodart Limited	
<p>BJAY PRAKASH SINHA</p> <p>Digitally signed by BJAY PRAKASH SINHA Date: 2025.05.28 12:59:00 +05'30'</p> <p>Mumbai 28-May-2025</p>		<p>Anwar Abdul Haque Shaikh</p> <p>Digitally signed by Anwar Abdul Haque Shaikh Date: 2025.05.28 12:55:17 +05'30'</p> <p>Anwar Shaikh Whole Time Director & CFO DIN: 10939770</p>	



V.R. Woodart Limited

Statement of cash flows for the year ended 31 March 2025

(Amount in lacs, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
	Audited	Audited
Cash flow from operating activities		
Profit / (Loss) before tax	(13.12)	(9.13)
Adjustments for:		
Interest income	-	-
Interest expense	-	-
Operating loss before working capital changes	(13.12)	(9.13)
Changes in working capital		
Decrease/Increase in trade payables	-	
Increase in other current liabilities	(0.04)	0.23
Increase/ (decrease) in other financial liabilities	(0.11)	
Increase/Decrease in other current assets	0.03	0.00
Cash used in operations	(13.24)	(8.90)
Income tax paid / adjusted	-	-
Net cash flows used in operating activities (A)	(13.24)	(8.90)
Cash flow from Investing activities		
Interest received	-	-
Net cash flow from investing activities (B)	-	-
Cash flow from Financing activities		
Proceeds from short term borrowings	13.20	7.01
Net cash flow from financing activities (C)	13.20	7.01
Net increase in cash and cash equivalents (A+B+C)	(0.04)	(1.89)
Cash and cash equivalents at the beginning of the year	0.20	2.09
Cash and cash equivalents at the end of the year	0.16	0.20
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	0.16	0.18
Bank balance on EEFC account	-	-
Cash on hand	-	0.02
Total cash and bank balances at end of the year	0.16	0.20

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Mumbai
28-May-2025

By Order of the Board
For V.R. Woodart Limited

Anwar
Abdul
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Date: 2025.05.28
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Anwar Shaikh
Whole Time Director & CFO
DIN: 10939770



Date: May 28, 2025

To,
Department of Corporate Services,
BSE Limited,
P.J Towers, Dalal Street,
Mumbai- 400001

Scrip Code: 523888

Dear Sir/Ma'am,

Sub: Declaration on the Audit Report with un-modified opinion on Audited Financial Results of the Company for the Quarter and Financial Year ended March 31, 2025

Pursuant to the second proviso of Regulation 33(3)(d) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Anwar Shaikh, Whole-Time Director & CFO of the Company, hereby declare that the Statutory Auditors of the Company i.e. M/s. Thakur Vaidyanath Aiyar & Co., have issued the Audit Report on the Audited Financial Results of the Company for the Quarter and Financial Year ended March 31, 2025 with an unmodified opinion and it does not contain any audit observation(s), reservation(s), adverse comment(s) or qualification(s).

You are requested to kindly take the same on record.

Thanking you,

Yours sincerely,
For V.R. Woodart Limited

Anwar Shaikh
Whole-Time Director and Chief Financial Officer
DIN: 10939770