



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

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Ref. VTXL:SCY:MAY:2018-19

Dated: 12.05.2018

The Deputy General Manager, Corporate Relationship Department, Bombay Stock Exchange Limited, 1 st Floor, New Trading Ring, Rotunda Building, P.J Towers, Dalal Street, Fort, Mumbai - 400001 Scrip Code: 502986	The National Stock Exchange of India Ltd., "Exchange Plaza", Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 Scrip Code: VTL
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SUB: DISCLOSURE UNDER REGULATION 30 & 33 OF SEBI LISTING OBLIGATIONS

Dear Sir,

Pursuant to Regulation 30 read with Part A of Schedule III and Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we are enclosing herewith Audited Financial Results (both Standalone & Consolidated) of the Company for the quarter/financial year ended 31st March, 2018 together with Auditors' Report as approved by Board of Directors in its meeting held on 12th May, 2018.

The Board of Directors has recommended a dividend of Rs. 15/- per share on fully paid up equity shares of the Company. This dividend shall be paid tentatively by the end of September, 2018.

We further state that the report of Auditors is with unmodified opinion with respect to the Audited Financial Results of the Company for the quarter/ financial year ended 31st March, 2018.

The meeting of the Board of Directors commenced at 11:30 a.m. and concluded at 03.35 p.m.

Kindly note and display the notice on your notice Board for the information of the members of your exchange and general public.

Thanking you,
Yours faithfully,
For VARDHMAN TEXTILES LIMITED

(SANJAY GUPTA)
Company Secretary

YARNS | FABRICS | THREADS | GARMENTS | FIBRES | STEELS

Particulars	Quarter Ended March 31, 2018	Quarter Ended December 31, 2017	Quarter Ended March 31, 2017	(Rs. In Crores)	
	Audited (Refer note no.9)	Unaudited	Audited (Refer note no.9)	Audited	Audited
I. Revenue from operations	1,417.25	1,551.46	1,498.98	5,851.37	5690.95
II. Other Income (Refer note no. 3)	61.37	30.22	110.94	185.06	628.36
III. Total income from operations (I+II)	1,478.62	1,581.68	1,609.92	6,036.43	6,319.31
IV. Expenses					
Cost of materials consumed	773.20	775.82	768.25	3,180.52	2836.69
Purchase of stock- In trade	15.07	8.48	5.24	33.63	29.20
Change in inventories of finished goods,	(72.62)	98.34	30.18	(48.01)	(74.18)
work-in progress and stock -in- trade					
Employee benefits expense	117.17	119.83	120.23	479.63	453.61
Finance cost	34.02	27.18	33.84	114.32	125.13
Depreciation and amortisation expense (Refer note no. 1)	60.02	57.67	87.20	228.55	329.49
Power and fuel	144.20	149.32	136.26	586.47	553.99
Other expenses	193.04	190.43	183.50	760.57	760.57
Total Expenses	1,264.10	1,427.27	1,364.70	5,335.68	5,014.50
V. Profit before tax (III-IV)	214.52	154.41	245.22	700.75	1,304.81
VI. Tax expense					
Current tax	39.46	39.37	55.29	147.58	281.57
Deferred tax	16.00	(0.76)	1.01	7.41	21.65
VII. Profit after tax (V-VI)	159.06	115.80	188.92	545.76	1,001.59
VIII. Other Comprehensive Income/(Expenditure)	1.70	-	(0.22)	1.70	(0.22)
IX. Total Comprehensive Income (VII+VIII)	160.76	115.80	188.70	547.46	1,001.37
X. Earnings Per Share (in Rs.)					
(a) Basic	27.70	20.32	30.87	96.41	163.67
(b) Diluted	27.42	20.10	30.87	95.45	163.67
XI. Paid up Equity Share Capital (Face value per share Rs.10)	57.43	57.39	55.93	57.43	55.93
XII. Paid up Debt Capital*				499.80	-
XIII. Reserves excluding Revaluation Reserves				4,574.53	3,929.92
XIV. Capital Redemption Reserve				6.26	6.26
XV. Debenture Redemption Reserve				17.81	-
XVI. Net Worth**				4,631.96	3,985.85
XVII. Debt Equity Ratio***				0.49	0.55
XVIII. Debt Service Coverage Ratio****				2.63	2.66
XIX. Interest Service Coverage Ratio*****				9.13	18.80

* Paid up Debt Capital comprises of listed debentures only.

** Net Worth = Equity share capital + other equity

*** Debt equity ratio = Total Debt/Net Worth

**** Debt service coverage ratio (DSCR) = EBDIT/(Gross Interest + Scheduled principal repayment of Long term Debts)

***** Interest service coverage ratio (ISCR) = EBDIT/Gross Interest

VARDHMAN TEXTILES LIMITED
Regd. Office : Chandigarh Road, Ludhiana-141010

Audited Balance Sheet as at March 31, 2018

(Rs. In Crores)

Sr. No.	Particulars	Audited	
		March 31 ,2018	March 31,2017
	ASSETS		
1	Non-current assets		
	(a) Property, plant and equipment	2,503.04	2,451.41
	(b) Capital work-in-progress	105.08	48.54
	(c) Intangible assets	3.73	6.74
	(d) Financial assets		
	-Investments	787.96	972.19
	-Loans	0.59	0.61
	-Other financial assets	8.97	1.74
	(e) Other non-current assets	85.26	66.04
	Total of Non-current assets	3,494.63	3,547.27
2	Current assets		
	(a) Inventories	2,116.51	1,589.00
	(b) Financial assets		
	-Investments	804.04	670.60
	-Trade receivables	727.32	717.91
	-Cash and cash equivalents	65.20	38.22
	-Bank Balance other than above	3.11	2.25
	-Loans	45.21	36.56
	-Other financial assets	23.99	40.47
	(c) Current tax assets (net)	99.07	45.14
	(d) Other current assets	316.88	271.11
	Total current assets	4,201.33	3,411.26
	Total Assets	7,695.96	6,958.53
	EQUITY AND LIABILITIES		
	Equity		
	(a) Equity share capital	57.43	55.93
	(b) Other equity	4,574.53	3,929.92
	Total equity	4,631.96	3,985.85
	Liabilities		
1	Non-current liabilities		
	(a) Financial liabilities		
	-Borrowings (Refer note no.5)	1,195.55	719.35
	-Other financial liabilities	0.65	0.49
	(b) Provisions	7.04	8.90
	(c) Deferred tax liabilities (net)	235.60	238.41
	(d) Other non-current liabilities	22.18	21.01
	Total of Non-current liabilities	1,461.02	988.16
2	Current liabilities		
	(a) Financial Liabilities		
	-Borrowings	805.51	1,055.06
	-Trade payables	196.19	177.41
	-Other financial liabilities	471.94	600.76
	(b) Provisions	4.82	4.28
	(c) Current tax liabilities (net)	9.45	-
	(d) Other current liabilities	115.07	147.01
	Total of Current liabilities	1,602.98	1,984.52
	Total Equity and Liabilities	7,695.96	6,958.53

VARDHMAN TEXTILES LIMITED

Regd. Office : Chandigarh Road, Ludhiana-141010

NOTES:

- 1** During the first quarter of financial year 2017-18, the management had reviewed the useful life of general plant and machinery and had re-estimated that useful life of such plant and machinery should be 10 years instead of 7.5 years. Accordingly, the necessary accounting changes have been done prospectively w.e.f April 01, 2017 as per Ind-AS-8 and Ind-AS-16. The depreciation expense charged for the quarter ended December 31, 2017, quarter and year ended March 31, 2018 would have been higher by Rs 24.27 crores, Rs. 28.50 crores and Rs.101.28 crores respectively had the Company continued with previously estimated useful life for general plant and machinery.
- 2** The Company is primarily in the business of manufacturing and sales of textile products (i.e., Yarns and Fabrics). The Chief Operating Decision Maker (CODM), Managing Director, performs a detailed review of the operating results, makes decisions about the allocation of resources based on the analysis of the various performance indicators of the Company as a whole. Therefore, there is only one operating segment namely, "Textiles".
- 3** Other income for the year ended March 31, 2017 includes Rs. 36.38 crores arising on account of tendering of equity shares of a subsidiary of the Company, under buy back offer, an income of Rs 313.08 crores (Rs. 274.61 crores net of taxes) arising to the Company on sale of its 40% equity stake in its subsidiary company namely Vardhman Yarns & Threads Limited (VYTL) and an income of Rs 42.76 crores (Rs. 35.45 crores net of taxes) arising on sale of certain pieces of land along with building constructed thereon to VYTL.
- 4** The Financial Results has been prepared in accordance with the Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and SEBI's circular no. CIR/CFD/FAC/62/2016 dated July 5, 2016.
- 5** The Company has issued secured, rated listed Redeemable Non-convertible Debentures (NCDs) aggregating to Rs. 499.80 crores for cash at par on private placement basis on September 8, 2017. The NCDs are listed at the Bombay Stock Exchange of India (BSE) and comprise of three series repayable in third, fourth and fifth years and have an overall yield of 7.69% per annum. CRISIL has assigned a rating of AA+ with Stable outlook to the said NCDs of the Company on August 18, 2017. The NCDs are secured by way of a first pari passu charge over the immovable and movable fixed assets of the Company and it should have asset cover of more than 105% of outstanding amount of NCDs.



VARDHMAN TEXTILES LIMITED**Regd. Office : Chandigarh Road, Ludhiana-141010**

Details of earliest due dates for the payment of interest and repayment of the principal of NCD's are as follows:

Particulars	Due Date	
	Interest	Principal
1500 7.59% Series A NCDs of Rs. 10 Lacs each	10-Sep-18	08-Sep-20
1500 7.69% Series B NCDs of Rs. 10 Lacs each	10-Sep-18	08-Sep-21
1998 7.75% Series C NCDs of Rs. 10 Lacs each	10-Sep-18	08-Sep-22

- 6** During the year ended March 31, 2018 the Company had acquired 10.56 % equity shares of VMT Spinning Company Limited (VMT). Accordingly it has become a wholly owned subsidiary of the Company.
- 7** (a) The Company was holding its own 14,62,202 equity shares of Rs.10 each through Mahavir Share Trust (The Trust). The Trust has sold the said 14,62,202 equity shares of the Company during the year ended March 31,2018 for a consideration of Rs.182.23 crores.
(b) Also during the quarter March 31, 2018, the Company has issued 42,450 equity shares under Employee Stock Options Scheme at Rs.815 per share .
As a result of (a) and (b) above, the paid up equity share capital of the Company has increased from Rs.55.93 crores to Rs.57.43 crores.
- 8** During the year ended March 31, 2018, the Company has subscribed to 38,83,333 equity shares of Vardhman Special Steels Limited offered through Rights Issue at a price of Rs.50 per share amounting to Rs.19.41 crores.
- 9** The figures for the quarter ended March 31, 2018 are the balancing figures between the audited figures in respect of full year ended March 31 and unaudited figures upto nine months ended December 31.
- 10** The Board of directors has recommended a dividend of Rs. 15.00 per share on fully paid up equity shares of the company.
- 11** Figures for previous periods/year have been recast/regrouped, wherever necessary to make them comparable.
- 12** Financial Results has been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on May 12, 2018.

Place : Ludhiana

Date : May 12, 2018

for Vardhman Textiles Limited

S.P. Oswal
Chairman & Managing Director

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
VARDHMAN TEXTILES LIMITED**

Chartered Accountants
7th Floor, Building 10, Tower B,
DLF Cyber City Complex,
DLF City Phase - II,
Gurugram - 122 002,
Haryana, India

Tel: +91 124 679 2000
Fax: +91 124 679 2012

1. We have audited the accompanying Statement of Standalone Financial Results of **VARDHMAN TEXTILES LIMITED** ("the Company"), for the year ended March 31, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related standalone Ind AS financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with relevant rules Issued thereunder ('Ind AS') and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such standalone financial statements.
3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the Statement 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. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
 - (ii) gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit and Total comprehensive income and other financial information of the Company for the year ended March 31, 2018.

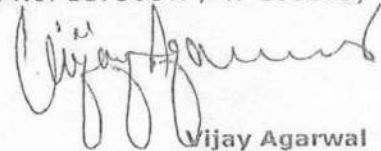


**Deloitte
Haskins & Sells LLP**

5. The Statement includes the results for the Quarter ended March 31, 2018 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.
6. The comparative financial information of the Company for the quarter and year ended March 31, 2017 prepared in accordance with Ind AS included in this Statement has been audited by the predecessor auditor. The report of the predecessor auditor on these comparative financial information dated May 10, 2017 expressed an unmodified opinion.

Our report is not modified in respect of these matters.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)



Vijay Agarwal
(Partner)
(Membership No. 094468)

Place: Ludhiana
Date: May 12, 2018

Particulars	(Rs. In crores)			
	Quarter Ended March 31, 2018 Audited (Refer note no.9)	Quarter Ended December 31, 2017 Unaudited	Quarter Ended 31st March, 2017 Audited (Refer note no.9)	Year Ended March 31, 2018 Audited
I. Revenue from operations	1,509.63	1,647.98	1,596.52	6,248.27
II. Other income (Refer note no. 3)	61.28	37.56	71.39	197.35
III. Total income from operations (I+II)	1,570.91	1,685.54	1,667.91	6,445.62
IV. Expenses				
Cost of materials consumed	833.84	838.75	812.27	3,438.28
Purchase of stocks- in trade	0.42	0.59	5.39	4.15
Change in inventories of finished goods,	(64.83)	95.30	39.11	(37.87)
Works -in progress and stock -in- trade				
Employee benefits expenses	123.77	126.60	126.85	506.26
Finance cost	35.22	28.17	35.08	118.19
Depreciation and amortisation expense (Refer note no. 1)	62.72	60.60	90.73	240.00
Power and fuel	153.11	160.00	146.58	627.09
Other expenses	204.08	201.18	199.34	807.40
Total Expenses	1,348.33	1,511.19	1,455.35	5,703.50
V. Profit before tax, non controlling interest, minority interest, share of profit of associates and joint venture (III-IV)	222.58	174.35	212.56	742.12
VI. Tax expense				
Current tax	44.78	44.87	59.69	165.01
Deferred tax	17.01	(3.81)	(2.65)	2.18
VII. Net Profit after tax (V-VI)	160.79	133.29	155.52	574.93
VIII. Share of Profit/(Loss) of Associates and Joint Venture	4.94	6.50	4.51	17.51
IX. Non Controlling Interest	2.05	4.26	1.51	11.25
X. Net Profit after taxes, non controlling interest and Share of Profit of Associates and Joint Venture (VII+VIII-IX)	163.68	135.53	158.52	581.19
XI. Other Comprehensive Income/(Expenditure)	1.57	-	(0.42)	1.57
XII. Total Comprehensive Income/(Expenditure) for the period (X+XI) (Comprising Profit and Other Comprehensive Expenditure for the period)	165.25	135.53	158.10	582.76
XIII. Earnings Per Share (In Rs.) (not annualized): (a) Basic (b) Diluted	29.01 28.72	24.22 23.95	28.91 28.91	106.56 105.48
XIV. Paid up equity share capital (face value per share Rs.10)	56.43	56.39	54.91	56.43
XV. Paid up Debt Capital**				499.80
XVI. Reserves excluding Revaluation Reserves (other than non controlling interest)				4,897.27
XVII. Capital Redemption Reserve				40.43
XVIII. Debenture Redemption Reserve				17.81
XIX. Net Worth**				4,953.70
XX. Debt Equity Ratio***				0.47
XXI. Debt Service Coverage Ratio****				2.73
XXII. Interest Service Coverage Ratio*****				9.46

* Paid up Debt Capital comprises of listed debentures only/-
** Net Worth = Equity share capital + Reserves attributable to owners of equity
*** Debt equity ratio = Total Debt/Equity
**** Debt service coverage ratio (DSCR) = (EBITDA)/(Gross Interest + Scheduled principal repayment of Long term Debts)
***** Interest service coverage ratio (ISCR) = (EBITDA)/Gross Interest

VARDHMAN TEXTILES LIMITED
Consolidated balance sheet

(Rs. In crores)

Particulars	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)
ASSETS		
Non-current assets		
(a) Property, plant and equipment	2,614.59	2,571.31
(b) Capital work-in-progress	105.71	49.03
(c) Goodwill	12.50	12.54
(d) Other intangible assets	3.81	6.74
(e) Investment in associates and joint ventures	106.00	75.17
(f) Financial Assets		
(i) Investments	748.58	858.75
(ii) Loans	0.59	0.61
(iii) Others financial assets	9.40	10.09
(g) Other non-current Assets	97.31	78.41
Total Non-current assets	3,698.49	3,662.65
Current assets		
(a) Inventories	2,256.64	1,752.81
(b) Financial assets		
(i) Investments	979.09	934.40
(ii) Trade receivables	757.53	733.50
(iii) Cash and cash equivalents	70.38	42.29
(iv) Bank Balance other than above	3.38	2.36
(v) Loans	29.80	29.71
(vi) Other financial assets	18.35	26.40
(c) Current tax assets (net)	78.41	21.26
(d) Other current assets	352.02	295.67
Total Current assets	4,545.60	3,838.40
TOTAL ASSETS	8,244.09	7,501.05
Equity and Liabilities		
Equity		
(a) Equity share capital	56.43	54.91
(b) Other equity	4,897.27	4,218.32
(c) Non-controlling interests		
- Equity Share capital	23.44	25.63
- Other Equity	85.34	86.56
Equity attributable to the owners of the Company	5,062.48	4,385.42
Liabilities		
Non-current liabilities		
(a) Financial liabilities		
(i) Borrowings	1,209.77	742.70
(ii) Other financial liabilities	0.65	0.49
(b) Provisions	7.69	9.69
(c) Deferred tax liabilities (Net)	255.62	255.69
(d) Other non-current liabilities	22.18	21.03
Total Non-current liabilities	1,495.91	1,029.60
Current liabilities		
(a) Financial liabilities		
(i) Borrowings	821.19	1,066.32
(ii) Trade payables	239.86	245.15
(iii) Other financial liabilities	489.26	617.87
(b) Provisions	5.47	4.65
(c) Current tax liabilities (net)	10.93	-
(d) Other current liabilities	118.99	152.04
Total Current liabilities	1,685.70	2,086.03
TOTAL EQUITY AND LIABILITIES	8,244.09	7,501.05

Particulars	Quarter Ended March 31, 2018 (Audited) Refer note no. 9	Quarter Ended December 31, 2017 (Unaudited)	Quarter ended March 31, 2017 (Audited) Refer note no. 9	Year Ended March 31, 2018 (Audited)	Year Ended March 31, 2017 (Audited)
	(Rs. In Crores)	(Rs. In Crores)	(Rs. In Crores)	(Rs. In Crores)	(Rs. In Crores)
I. Segment Revenue					
Textiles	1,448.41	1,584.33	1536.20	5996.37	5,828.47
Acrylic Fibre	81.14	86.26	88.78	326.93	367.84
Total	1,529.55	1,670.59	1624.98	6323.30	6,196.31
Less : Inter Segment Revenue	19.92	22.61	28.46	75.03	166.36
Net sales/income from operations	1,509.63	1,647.98	1,596.52	6,248.27	6,029.95
II. Segment Results					
Profit before tax & Interest from each segment					
Textiles	222.79	174.16	234.27	760.91	1,070.41
Acrylic Fibre	8.95	17.41	5.87	47.15	57.51
Total	231.74	191.57	240.14	808.06	1,127.92
Less : (a) Interest	35.22	28.17	35.08	118.19	128.68
(b) Other un-allocable expenditure / (income)	(26.06)	(10.95)	(7.50)	(52.25)	(281.84)
(Net of un-allocable (income)/expenditure)					
Total Profit before tax	222.58	174.35	212.56	742.12	1,281.08
Tax expenses	61.79	41.06	57.04	167.19	323.66
Net Profit after tax	160.79	133.29	155.52	574.93	957.42
Add: Share of Profit/(Loss) of Associates and Joint Venture	4.94	6.50	4.51	17.51	36.86
Less: Non Controlling Interest	2.05	4.26	1.51	11.25	12.86
Net Profit after taxes, non controlling interest and Share of profit of Associates and Joint Venture	163.68	135.53	158.52	581.19	981.42
III. Segment Assets					
Textiles	5,863.01	5539.46	5,144.50	5,863.01	5,144.50
Acrylic Fibre	389.43	399.03	391.86	389.43	391.86
Unallocated	1,991.65	1903.85	1,964.69	1,991.65	1,964.69
Total	8,244.09	7,842.34	7,501.05	8,244.09	7,501.05
IV. Segment Liabilities*					
Textiles	477.12	677.66	459.18	477.12	459.18
Acrylic Fibre	48.58	50.65	74.98	48.58	74.98
Unallocated	78.81	53.71	87.40	78.81	87.40
Total	604.51	782.02	621.56	604.51	621.56

*excludes borrowings

NOTES:-

1. During the first quarter of financial year 2017-18, the management had reviewed the useful life of general plant and machinery of textile segment and had re-estimated that useful life of such plant and machinery should be 10 years instead of 7.5 years. Accordingly, necessary accounting changes have been done prospectively w.e.f 1st April 2017 as per Ind-AS-8 and Ind-AS-16. The depreciation expense charged for the quarter ended December 31, 2017, quarter and year ended March 31, 2018 would have been higher by Rs. 28.55 crores and Rs. 104.20 crores respectively had the group continued with previously estimated useful life for general plant and machinery.
2. The consolidated financial results includes result of all its - (i) Subsidiaries - viz Vardhman Acrylics Limited, VMT Spinning Company Limited and VTL Investments Limited, (ii) Joint Venture - viz Vardhman Nishinbo Garments Company Limited and (iii) Associates - viz Vardhman Yarns and Threads Limited, Vardhman Special Steels Limited & Vardhman Spinning and General Mills Limited.
3. Other income for the year ended March 31, 2017 include - (i) an income of Rs. 252.38 crores (Rs. 213.91 crores net of taxes) arising to the Company on sale of its 40% equity stake in its subsidiary company namely Vardhman Yarns & Threads Limited (VYTL) to its Joint Venture Partner namely American & Efrid Global.
(ii) an income of Rs. 42.76 crores (Rs. 35.45 crores net of taxes) arising on sale of certain pieces of land in Hoshiarpur alongwith building constructed thereon to VYTL.
4. This financial statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standard) rules, 2015, Companies (Indian Accounting Standard) amendment rules 2016.
5. The Company has issued secured, rated listed Redeemable Non-convertible Debentures (NCDs) aggregating to Rs. 499.80 crores for cash at par on private placement basis on September 8, 2017. The NCDs are listed at the Bombay Stock Exchange of India (BSE) and comprise of three series repayable in third, fourth and fifth years and have an overall yield of 7.69% per annum. CRISIL has assigned a rating of AA+ with Stable outlook to the said NCDs of the Company on August 18, 2017. The NCDs are secured by way of a first pari passu charge over the immovable and movable fixed assets of the Company and it should have asset cover of more than 105% of outstanding amount of NCDs.

Details of earliest due dates for the payment of interest and repayment of the principal of NCDs are as follows:

Particulars	Due Date	
	Interest	Principal
1500 7.59% Series A NCD's of Rs. 10 Lacs each	10-Sep-18	08-Sep-20
1500 7.69% Series B NCD's of Rs. 10 Lacs each	10-Sep-18	08-Sep-21
1998 7.75% Series C NCD's of Rs. 10 Lacs each	10-Sep-18	08-Sep-22

6. During the year ended March 31, 2018 the Company had acquired 10.56 % equity shares of VMT Spinning Company Limited (VMT). Accordingly VMT Spinning Company Limited has become a wholly owned subsidiary of the Company.
7. (a) The Company was holding its own 14,62,202 equity shares of Rs.10 each through Mahavir Share Trust (The Trust). The Trust has sold the said 14,62,202 equity shares of the Company during the year ended March 31, 2018 for a consideration of Rs.182.23 crores.
(b) Also during the quarter ended March 31, 2018, the Company has issued 42,450 equity shares under Employee Stock Options Scheme at Rs.815 per share .
As a result of (a) and (b) above, the paid up equity share capital of the Company has increased from Rs.54.91 crores to Rs.56.43 crores.
8. During the year ended March 31, 2018, the Company has subscribed to 38,83,333 equity shares of Vardhman Special Steels Limited offered through Rights Issue at a price of Rs.50 per share amounting to Rs.19.41 crores.
9. The figures for the quarter ended March 31 are the balancing figures between the audited figures in respect of full year and unaudited figures upto nine months ended December 31.
10. Figures for previous periods/year have been recast/regrouped, wherever necessary to make them comparable.
11. The Board of directors has recommended a dividend of Rs. 15.00 per share on fully paid up equity shares of the company.
12. The Board of Directors has approved the above results in its meeting held on May 12, 2018.
13. In accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has opted to publish consolidated financial results. The stand alone financial results of the Company is available on the Company's website www.vardhman.com or on the website of BSE (www.bseindia.com) or NSE (www.nseindia.com).

Place : Ludhiana
Date: May 12, 2018

for Vardhman Textiles Limited


S.P. Oswal
Chairman & Managing Director

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
VARDHMAN TEXTILES LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of **VARDHMAN TEXTILES LIMITED** ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the net profit of its joint venture and associates for the year ended March 31, 2018 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement 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 Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint venture referred to in paragraph 5 below, the Statement:

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- a. Includes the results of the following entities:

Name of the entity	Relationship
VMT Spinning Company Limited	Wholly owned subsidiary company
VTL Investments Limited	Wholly owned subsidiary company
Vardhman Acrylics Limited	Subsidiary company
Vardhman Yarns and Threads Limited	Associate company
Vardhman Special Steels Limited	Associate company
Vardhman Spinning and General Mills Limited	Associate company
Vardhman Nisshinbo Garments Company Limited	Joint Venture

- b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and
- c. gives a true and fair view in conformity with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India of the net profit, Total comprehensive income and other financial information of the Group for the year ended March 31, 2018.

5. We did not audit the financial statements of three subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of Rs. 645.69 crores as at March 31, 2018, total revenues of Rs. 583.28 crores, total net profit after tax of Rs. 50.57 crores and total comprehensive income of Rs. 50.49 crores for the year ended on that date, as considered in the consolidated financial results. The consolidated financial results also include the Group's share of net profit of Rs. 17.51 crores and total comprehensive income of Rs. 17.51 crores for the year ended March 31, 2018, as considered in the consolidated financial results, in respect of three associates and one joint venture, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial results, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, joint ventures and associates, is based solely on the reports of the other auditors.

Our opinion on the Statement is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

6. The Statement includes the results for the Quarter ended March 31, 2018 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

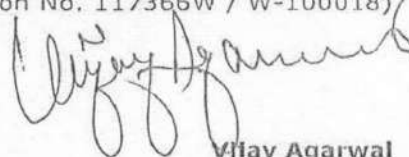
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**Deloitte
Haskins & Sells LLP**

7. The comparative financial information of the Group for the quarter and year ended March 31, 2017 which includes its share of profit in its associates and joint venture prepared in accordance with Ind AS included in this Statement have been audited by the predecessor auditor. The report of the predecessor auditor on these comparative financial information dated May 10, 2017 expressed an unmodified opinion.

Our report is not modified in respect of these matters.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W / W-100018)



Vijay Agarwal
(Partner)
(Membership No. 094468)

Place: Ludhiana
Date: May 12, 2018