



Vardhman

Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

CHANDIGARH ROAD
LUDHIANA-141010, PUNJAB
T: +91-161-2228943-48
F: +91-161-2601 048
E: secretarial.lud@vardhman.com

Ref. VTL:SCY:FEB:2018-19

Dated: 06.02.2019

The Deputy General Manager, Corporate Relationship Deptt, 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-400 051 Scrip Code: VTL
---	--

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 Un-Audited Financial Results of the Company for the quarter/nine-months ended 31st December, 2018 together with Limited Review Report as approved by Board of Directors in its meeting held on 06th February, 2019.

The meeting of the Board of Directors commenced at 10:00 a.m. and concluded at 1:00 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

WARDHMAN TEXTILES LIMITED

Registered Office : Chandigarh Road, Ludhiana-141010

Standard unaudited financial results for the quarter and nine months ended December 31, 2018

Corporate Identity Number (CIN): L17111PB1973PLC003345, PAN: AABCM4692E

Website: www.wardhman.com Email: secretarial.lud@wardhman.com

(Rs. In Crores)

S.No.	Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Nine Months	Nine Months	Year Ended March 31, 2018
		December 31, 2018	September 30, 2018	December 31, 2017	Ended December 31, 2018	Ended December 31, 2017	
I.	Revenue from operations	1,624.24	1,555.31	1,551.46	4,760.30	4,434.12	5,851.37
II.	Other income	52.28	58.99	30.22	135.19	123.69	185.06
III.	Total income from operations (I+II)	1,676.52	1,614.30	1,581.68	4,895.49	4,557.81	6,036.43
IV.	Expenses						
	Cost of materials consumed	839.63	812.55	775.82	2,451.03	2,407.32	3,180.52
	Purchase of stock- in trade	12.91	9.53	8.48	32.90	18.56	33.63
	Change in inventories of finished goods, works -in progress and stock -in- trade	(35.58)	(67.70)	98.34	(76.22)	24.61	(48.01)
	Employee benefits expense	131.40	128.35	119.83	385.20	362.46	479.63
	Finance cost	26.18	28.60	27.18	87.66	80.30	114.32
	Depreciation and amortisation expense	59.98	59.05	57.67	178.03	168.53	228.55
	Power and fuel	175.28	165.68	149.52	493.96	442.27	586.47
	Other expenses	191.47	204.64	190.43	591.18	567.53	760.57
	Total Expenses	1,401.27	1,340.70	1,427.27	4,143.74	4,071.58	5,335.68
V.	Profit before tax (III-IV)	275.25	273.60	154.41	751.75	486.23	700.75
VI.	Tax expense						
	Current tax	73.65	56.07	39.37	173.44	108.12	147.58
	Deferred tax	12.32	21.27	(0.76)	46.99	(8.59)	7.41
VII.	Profit after tax (V-VI)	189.28	196.26	115.80	531.32	386.70	545.76
VIII.	Other Comprehensive Income/(Expenditure)	0.41	0.41	-	1.23	-	1.70
IX.	Total Comprehensive income (VII+VIII)	189.69	196.67	115.80	532.55	386.70	547.46
X.	Earnings Per Share (In Rs.) (not annualized)						
	(a) Basic	32.95	34.17	20.32	92.50	68.64	96.41
	(b) Diluted	32.64	33.83	20.10	91.63	67.90	95.45
XI.	Paid up Equity Share Capital (Face value per share Rs.10)	57.44	57.44	57.39	57.44	57.39	57.43



VARDHMAN TEXTILES LIMITED
Registered Office : Chandigarh Road, Ludhiana-141010

NOTES:

- 1 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), The Chairman & 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".
- 2 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. CIP/CFD/FAC/62/2016 dated July 5, 2016.
- 3 The Company has acquired 68,60,000 shares representing 49% of equity share capital of Vardhman Nisshinbo Garments Company Limited (VNGL) from its joint venture partner namely M/s. Nisshinbo Textile Inc. on January 23, 2019 for a consideration of Rs.1.37 crores . Accordingly VNGL has become a wholly owned subsidiary of the Company w.e.f. January 23, 2019.
- 4 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 June 26, 2018. These 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 1.05 times of outstanding amount of NCDs.
- 5 During the nine months ended December 31, 2018, the Company has issued 11,800 equity shares (including 10,800 shares in the half year ended September 30,2018) under Employee Stock Options Scheme at Rs. 815 per share. As a result of above, the paid up equity share capital of the Company has increased from Rs. 57.43 crores to Rs. 57.44 crores.
- 6 Financial Results has been reviewed by the Audit Committee at its meeting held on February 5, 2019 and approved by the Board of Directors at its meeting held on February 6, 2019. The results for quarter and nine months ended December 31, 2018 have been reviewed by Statutory Auditors as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Place : Ludhiana
Date : February 6, 2019

For Vardhman Textiles Limited
S.P. Oswal
Chairman & Managing Director



[Handwritten signatures and initials]

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

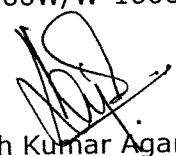
TO THE BOARD OF DIRECTORS OF VARDHMAN TEXTILES LIMITED

1. We have reviewed the accompanying Statement of Standalone Unaudited Financial Results of **VARDHMAN TEXTILES LIMITED** ("the Company"), for the quarter and nine months ended December 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.

This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

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


Rajesh Kumar Agarwal
Partner
(Membership No. 105546)


GURUGRAM, FEBRUARY 6, 2019

S.No	Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Nine Months Ended	Nine Months Ended	Year Ended March 31, 2018	Audited
		December 31, 2018	September 30, 2018	December 31, 2017	December 31, 2018	December 31, 2017		
I.	Revenue from operations	1,729.44	1,685.10	1,647.98	5,114.51	4,738.64	6,248.27	
II.	Other income	60.42	42.07	37.56	129.76	136.07	197.35	
II.	Total Income from operations (I+II)	1,789.86	1,727.17	1,685.54	5,244.27	4,874.71	6,445.62	
V.	Expenses							
	Cost of materials consumed	934.78	892.32	838.75	2,703.32	2,604.44	3,438.28	
	Purchase of stocks- In trade	0.72	4.96	0.59	5.68	3.73	4.15	
	Change in inventories of finished goods, Works -in progress and stock -in- trade	(43.92)	(67.38)	95.30	(81.25)	26.96	(37.87)	
	Employee benefits expenses	138.46	135.63	126.60	406.34	382.49	506.26	
	Finance cost	26.66	29.22	28.17	89.60	82.97	118.19	
	Depreciation and amortisation expense	62.95	61.99	60.60	186.88	177.28	240.00	
	Power and fuel	185.56	177.23	160.00	526.72	473.98	627.09	
	Other expenses	206.73	211.37	201.18	623.42	603.32	807.40	
	Total Expenses	1,511.94	1,445.34	1,511.19	4,460.71	4,355.17	5,703.50	
V.	Profit before tax, non controlling interest, minority interest, share of profit of associates and joint venture (II-IV)	277.92	281.83	174.35	783.56	519.54	742.12	
VI.	Tax expense							
	Current tax	77.80	63.61	44.87	191.02	120.23	165.01	
	Deferred tax	8.99	22.62	(3.81)	48.08	(14.83)	2.18	
VII.	Net Profit after tax (V-VI)	191.13	195.60	133.29	544.46	414.14	574.93	
III.	Share of Profit/(Loss) of Associates and Joint Venture	4.45	4.61	6.50	14.07	12.57	17.51	
IX.	Non Controlling Interest	(0.19)	3.80	4.26	7.22	9.20	11.25	
X.	Net Profit after taxes, non controlling interest and Share of Profit of Associates and Joint Venture (VII+VIII-IX)	195.77	196.41	135.53	551.31	417.51	581.19	
XI.	Other Comprehensive Income/(Expenditure)	0.39	0.41	-	1.21	-	1.57	
XII.	Total Comprehensive Income/(Expenditure) for the period (X+XI)	196.16	196.82	135.53	552.52	417.51	582.76	
XIII.	Earnings Per Share (In Rs.) (not annualized):							
	(a) Basic	34.69	34.80	24.22	97.68	75.48	106.56	
	(b) Diluted	34.35	34.46	23.95	96.75	74.65	105.48	
XIV.	Paid up equity share capital (face value per share Rs.10)	56.44	56.44	56.39	56.44	56.39	56.43	



[Handwritten signature]

[Handwritten mark]

YARDHMAN TEXTILES LIMITED
Consolidated Unaudited Financial Results for the Quarter and nine months ended December 31, 2018
Registered Office : Chandigarh Road, Ludhiana-141010
Statement of Segment Information

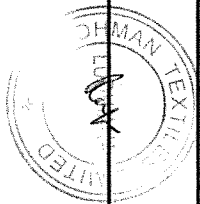
(Rs. In Crores)

Particulars	Quarter Ended	Quarter Ended	Quarter Ended	Nine Months Ended	Nine Months Ended	Year Ended
	December 31, 2018	September 30, 2018	December 31, 2017			
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
I. Segment Revenue						
Textiles	1,657.54	1,591.79	1,584.33	4,874.35	4,547.96	5,996.37
Acrylic Fibre	96.14	117.50	86.26	313.09	245.79	326.93
Total	1,753.68	1,709.29	1,670.59	5,187.44	4,793.75	6,323.30
Less : Inter Segment Revenue	24.24	24.19	22.61	72.93	55.11	75.03
Net sales/Income from operations	1,729.44	1,685.10	1,647.98	5,114.51	4,738.64	6,248.27
II. Segment Results						
Profit before tax & interest from each segment						
Textiles	300.01	282.78	174.17	829.29	538.12	760.91
Acrylic Fibre	(7.48)	13.77	13.16	20.81	24.99	28.77
Total	292.53	296.55	187.33	850.10	563.11	789.68
Less : (a) Interest	26.66	29.22	28.17	89.60	82.97	118.19
(b) Other un-allocable expenditure / (income)	(12.05)	(14.50)	(15.19)	(23.06)	(39.40)	(70.63)
Total Profit before tax	277.92	281.83	174.35	783.56	519.54	742.12
Tax expenses	86.79	86.23	41.06	239.10	105.40	167.19
Net Profit after tax	191.13	195.60	133.29	544.46	414.14	574.93
Add: Share of Profit/(Loss) of Associates and Joint Venture	4.45	4.61	6.50	14.07	12.57	17.51
Less: Non Controlling Interest	(0.19)	3.80	4.26	7.22	9.20	11.25
Net Profit after taxes, non controlling interest and Share of profit of Associates and Joint Venture	195.77	196.41	135.53	551.31	417.51	581.19
III. Segment Assets						
Textiles*	6,008.34	5,584.44	5,539.46	6,008.34	5,539.46	5,863.01
Acrylic Fibre	127.01	170.85	138.67	127.01	138.67	129.88
Unallocated	2,171.76	2,338.83	2,164.21	2,171.76	2,164.21	2,251.20
Total	8,307.11	8,094.12	7,842.34	8,307.11	7,842.34	8,244.09
IV. Segment Liabilities**						
Textiles	627.75	601.45	677.66	627.75	677.66	477.12
Acrylic Fibre	52.82	99.12	50.65	52.82	50.65	48.58
Unallocated	89.12	166.40	53.71	89.12	53.71	78.81
Total	769.69	866.97	782.02	769.69	782.02	604.51
	621.34	449.91	188.58	621.34	188.58	142.08

* Includes Capital Work In Progress and Capital Advances

**Excludes borrowings

[Handwritten signatures and initials]



VARDHMAN TEXTILES LIMITED

Consolidated Unaudited Financial Results for the Quarter and nine months ended December 31, 2018
Registered Office : Chandigarh Road, Ludhiana-141010

NOTES :

1. The consolidated unaudited 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 Nisshinbo Garments Company Limited and (iii) Associates - viz Vardhman Yarns and Threads Limited, Vardhman Special Steels Limited and Vardhman Spinning and General Mills Limited.
2. 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.
3. The Company has acquired 68,60,000 shares representing 49% of equity share capital of Vardhman Nisshinbo Garments Company Limited (VNGL) from its joint venture partner namely M/s. Nisshinbo Textile Inc. on January 23, 2019 for a consideration of Rs.1.37 crores . Accordingly VNGL has become a wholly owned subsidiary of the Company w.e.f. January 23, 2019.
4. 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 June 26, 2018. These 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 1.05 times of outstanding amount of NCDs.
5. During the nine months ended December 31, 2018, the Company has issued 11,800 equity shares (including 10,800 shares in the half year ended September 30,2018) under Employee Stock Options Scheme at Rs. 815 per share. As a result of above, the paid up equity share capital of the Company has increased from Rs. 57.43 crores to Rs. 57.44 crores.
6. Financial Results has been reviewed by the Audit Committee at its meeting held on February 5, 2019 and approved by the Board of Directors at its meeting held on February 6, 2019. The results for quarter and nine months ended December 31, 2018 have been reviewed by Statutory Auditors as per Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
7. In accordance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has opted to publish consolidated financial results. The standalone 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).

For Vardhman Textiles Limited

S.P Oswal
Chairman and Managing Director

Place : Ludhiana
Date: February 06, 2019



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

**TO THE BOARD OF DIRECTORS OF
VARDHMAN TEXTILES LIMITED**

1. We have reviewed the accompanying Statement of Consolidated Unaudited 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 profit/(loss) of its associates and joint venture for the quarter and nine months ended December 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.

This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

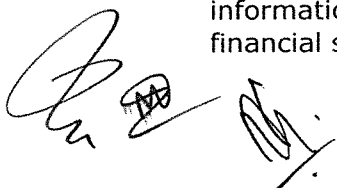
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Parent's personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the interim financial results of the following entities:

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

4. Based on our review conducted as stated above and based on the consideration of the review reports of other auditors referred to in paragraph 5 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We did not review the interim financial results of one subsidiary included in the consolidated unaudited financial results, whose interim financial results reflect total revenues of Rs. 102.83 crores and Rs. 332.09 crores respectively the quarter and nine months ended December 31, 2018, and total loss after tax of Rs. 0.67 crore and total profit after tax of Rs. 24.68 crores respectively for the quarter and nine months ended December 31, 2018, and total comprehensive loss of Rs. 0.67 crore and total comprehensive income of Rs. 24.68 crores respectively for the quarter and nine months ended December 31, 2018, as considered in the consolidated unaudited financial results. The consolidated unaudited financial results also includes Group's share of profit after tax of Rs. 1.68 crores and Rs. 6.04 crores respectively for the quarter and nine months ended December 31, 2018 and total comprehensive income of Rs. 1.67 crores and Rs. 6.03 crores respectively for the quarter and nine months ended December 31, 2018, as considered in the consolidated unaudited financial results, in respect of one associate, whose interim financial results have not been reviewed by us. These interim financial results have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associate, is based solely on the reports of the other auditors.

Our report is not modified in respect of this matter.

6. The consolidated unaudited financial results includes the interim financial results of two subsidiaries which have not been reviewed/audited by their auditors, whose interim financial results reflect total revenue of Rs. 59.49 crores and Rs. 184.77 crores respectively for the quarter and nine months ended December 31, 2018, and total profit after tax of Rs. 4.68 crores and Rs. 19.81 crores respectively for the quarter and nine months ended December 31, 2018 and total comprehensive income of Rs. 4.68 crores and Rs. 19.81 crores respectively for the quarter and nine months ended December 31, 2018, as considered in the consolidated unaudited financial results. The consolidated financial results also includes the Group's share of profit after tax of Rs. 2.65 crores and Rs. 7.89 crores respectively for the quarter and nine months ended December 31, 2018 and total comprehensive income of Rs. 2.65 crores and Rs. 7.89 crores respectively for the quarter and nine months ended December 31, 2018, as considered in the consolidated unaudited financial results, in respect of two associates and one joint venture, based on their interim financial statements / results which have not been reviewed/audited by their auditors. According to the information and explanations given to us by the Management, these interim financial statements / results are not material to the Group.



Our report on the Statement is not modified in respect of our reliance on the interim financial statements / results certified by the Management.

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



Rajesh Kumar Agarwal
Partner
(Membership No. 105546)



GURUGRAM, FEBRUARY 6, 2019