

January 30, 2017

✓ **The Secretary**
BSE Limited
P J Towers
Dalal Street
Mumbai 400 001

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051

Dear Sir/Madam,

Sub: Buyback of 62,60,869 equity shares of INR 10/- each ("Share") of Vardhman Textiles Limited ("Company") at a price of INR 1,150/- per Share under tender offer route ("Buyback")

We would like to inform you that Vardhman Textiles Limited has issued a post buyback public announcement for the Buyback of its equity shares through tender offer route. The Post buyback Public Announcement has been released to appear on January, 2017 in the following newspapers:


- Business Standard (English) (all editions)
- Business Standard (Hindi) (all editions)
- Suraj (Ludhiana edition)
- Desh Sewak (Chandigarh edition)
- Economic Times (MP and Chandigarh Edition)

In this regard, please find enclosed copies of the Post Buyback Public Announcements that have been released to appear in the above mentioned newspapers on January 30, 2017.

Should you require any further clarification, please do not hesitate to contact Shobhit Grover (4336 0173) / Shruti Goyal (4336 0172).

Yours Sincerely,

For Kotak Mahindra Capital Company Limited



Shobhit Grover
Vice President

Encl.: As above

Kotak Mahindra Capital Company Limited

CIN U67120MH1995PLC134050

Registered Office:

27BKC

C - 27, "G" Block

Bandra Kurla Complex

Bandra (East), Mumbai - 400 051, India.

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Vardhman
Delivering Excellence. Since 1965.

VARDHMAN TEXTILES LIMITED

Registered Office: Chandigarh Road, Ludhiana, Punjab, 141010
Corporate Identification Number (CIN): L17111PB1973PLC003345
Telephone: 0161-2228943; Fax: 0161-2601048;
Email: secretarial.lud@vardhman.com Website: www.vardhman.com

POST BUYBACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF VARDHMAN TEXTILES LIMITED

This public announcement (the "Post Buyback Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereof (the "Buy-back Regulations"). This Post Buyback Public Announcement should be read in conjunction with the Public Announcement dated November 28, 2016 and published on November 28, 2016 (the "Public Announcement"), and the Letter of Offer dated December 21, 2016 (the "Letter of Offer"). The terms used but not defined in this Post Buyback Public Announcement shall have the same meanings as assigned in the Public Announcement and the Letter of Offer.

1. THE BUYBACK

- Vardhman Textiles Limited (the "Company") had announced the Buyback of up to 62,60,869 (Sixty Two Lacs Sixty Thousand Eight Hundred Sixty Nine Only) fully paid-up equity shares of face value of Rs. 10/- each ("Equity Shares") from all the existing shareholders / beneficial owners holding Equity Shares as on the record date (i.e. December 9, 2016), on a proportionate basis, through the "Tender Offer" route at a price of Rs 1,150/- (Rupees One Thousand One Hundred fifty only) per Equity Share payable in cash, for an aggregate amount of Rs. 719,99,99,350/- (Rupees Seven Hundred Nineteen Crores Ninety Nine Lacs Ninety Nine Thousand Three Hundred Fifty Only) ("Buyback Size") ("Buyback"). The Buyback Size is 19.73% of the fully paid-up equity share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2016. The number of Equity Shares bought back in the Buyback constitutes 9.84% of the post Buyback, equity share capital of the Company.
- The Company has adopted Tender Offer route for the purpose of Buyback. The Buyback was implemented using the "Mechanism for acquisition of shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 ("SEBI Circular").
- The Tendering Period for the Buyback Offer opened on Wednesday, January 4, 2017 and closed on Tuesday, January 17, 2017.

2. DETAILS OF BUYBACK:

- 62,60,869 (Sixty Two Lacs Sixty Thousand Eight Hundred Sixty Nine Only) Equity Shares were bought back under the Buyback, at a price of Rs. 1,150/- (Rupees One Thousand One Hundred Fifty only) per Equity Share.
- The total amount utilized in the Buyback is Rs. 719,99,99,350/- (Rupees Seven Hundred Nineteen Crores Ninety Nine Lacs Ninety Nine Thousand Three Hundred Fifty Only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc.
- The Registrar to the Buyback i.e. Alankit Assignments Limited ("Registrar"), considered 4,702 valid bids for 98,93,791 Equity Shares in response to the Buyback, resulting in the subscription of approximately 1.58 times the maximum number of shares proposed to be bought back. The details of valid bids considered by the Registrar are as follows:

Sr. No.	Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total Valid Equity Shares Tendered	% Response
1.	Reserved category for Small Shareholders	9,39,131	4,078	3,98,032	42.38%
2.	General category of other Shareholders	53,21,738	624	94,95,759	178.43%
	Total	62,60,869	4,702	98,93,791	158.03%

- All valid applications have been considered for the purpose of Acceptance in accordance with the Buy-back Regulations and Paragraph 23 of the Letter of Offer. The communication of acceptance / rejection shall be dispatched by the Registrar to the Buyback to respective Shareholders, by January 30, 2017.
- The settlement of all valid bids was completed by the Clearing Corporation / BSE on January 25, 2017. The funds in respect of accepted Equity Shares have been paid out to the respective Shareholder Brokers / custodians.
- Demat Equity Shares accepted under the Buyback have been transferred to the Company's demat escrow account on January 25, 2017. The unaccepted demat Equity Shares have been returned to respective Shareholder Brokers / custodians by the Clearing Corporation / BSE on January 25, 2017. The unaccepted physical share certificates have been dispatched to the registered address of the respective eligible Equity Shareholders on January 25, 2017.
- The extinguishment of 62,60,869 Equity Shares accepted under the Buyback, comprising of 62,57,743 Equity Shares in dematerialized form and 3,126 Equity Shares in physical form is currently under process and shall be completed by February 1, 2017. The Company, and its respective directors, accept full responsibility for the information contained in this Post Buyback Public Announcement and also accept responsibility for the obligations of the Company laid down under the Buy-back Regulations.

3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- The capital structure of the Company, pre and post the Buyback is as under:

(Equity Shares have a face value of Rs 10/- each)

Sr. No.	Particulars	Pre-Buyback		Post Buyback#	
		No. of Equity Shares	Amount (Rs Lacs)	No. of Equity Shares	Amount (Rs Lacs)
1.	Authorised Equity Capital	9,00,00,000	9,000	9,00,00,000	9,000
2.	Issued Subscribed and Paid-up Equity Share Capital	6,36,51,879	6,365.19	5,73,91,010	5,739.10

Subject to extinguishment of 62,60,869 Equity Shares

- Details of the Shareholders / beneficial owners from whom Equity Shares exceeding 1% of the total Equity Shares bought back have been accepted under the Buyback are as mentioned below:

Sr. No.	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1	Vardhman Holdings Limited	1,510,652	24.13%	2.63%
2	Adishwar Enterprises LLP	1,264,928	20.20%	2.20%
3	Devakar Investment And Trading Co (Pvt) Ltd*	668,769	10.68%	1.17%
4	Barclays Merchant Bank (Singapore) Ltd.	347,583	5.55%	0.61%
5	Franklin Templeton Investment Funds	269,178	4.30%	0.47%
6	Sundaram Mutual Fund A/C Sundaram Select Midcap	222,127	3.55%	0.39%
7	Baring India Private Equity Fund III Listed Investments Limited	174,396	2.79%	0.30%
8	Mahavir Shares Trust	136,539	2.18%	0.24%
9	IDFC Premier Equity Fund	123,373	1.97%	0.21%
10	VTL Investments Limited	110,527	1.77%	0.19%
11	Templeton Global Investment Trust - Templeton Emerging Markets Small Cap Fund	70,825	1.13%	0.12%
12	Shri Paul Oswal	64,534	1.03%	0.11%

Note: * Includes the allotment to the entities Srestha Holdings Pvt. Ltd, Anklesh Investments Pvt. Ltd, Pradeep Mercantile Co. Pvt. Ltd, Plaza Trading Co. Pvt. Ltd, Marshall Investment & Trading Co. Pvt. Ltd and Syracuse Investment & Trading Co. Pvt. Ltd ("Transferor Companies"), which have been amalgamated with Devakar Investment & Trading Co. Pvt. Ltd. ("Transferee Company"), effective 5th Oct 2016.

- The shareholding pattern of the Company Pre-Buyback (as on December 9, 2016), the Record Date and Post Buyback, is as under:

Particulars	Pre-Buyback		Post Buyback#	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
(A) Promoter and Promoter Group				
Promoters and persons acting in concert, (collectively "the Promoters")	3,96,10,190	62.23	3,57,49,529	62.29
(B) Public Shareholding				
Foreign Investors (OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	75,18,390	11.81		
Indian Financial Institutions/ Banks/ Mutual Funds/Govt. Companies	73,68,891	11.58	2,16,41,481	37.71
Public including other Bodies Corporate	91,54,408	14.38		
Sub Total (B)	24,041,689	37.77	2,16,41,481	37.71
Total (A+B)	6,36,51,879	100.00	5,73,91,010	100.00

Subject to extinguishment of 62,60,869 Equity Shares

4. MANAGER TO THE BUYBACK OFFER



Kotak Mahindra Capital Company Limited
27BKC, 1st Floor, Plot No.C-27, "G" Block,
Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel: +91 22 4336 0128, Fax: +91 22 6713 2446
Contact Person: Mr. Ganesh Rane
Email: project.vardhmanbuyback@kotak.com

5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-back Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buyback Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

For and on behalf of the Board of Directors of
Vardhman Textiles Limited

Sd/-
S.P.OSWAL
Chairman & Managing Director
DIN: 00121737

Sd/-
SACHIT JAIN
Joint Managing Director
DIN: 00746409

Sd/-
NEERAJ JAIN
Joint Managing Director
DIN: 00340459

Place: Ludhiana
Date: January 30, 2017