

Corporate Office :

Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State
Phone : 0836 2237511
Fax : 0836 2256612
e-mail : headoffice@vrllogistics.com

To,

BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

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: Outcome of Board Meeting held on 19.05.2017 and approval of Audited Financial Statements for the Quarter and Year ended 31st March 2017

Ref: Scrip Codes (BSE: 539118, NSE: VRLLOG)

Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015, Board of Directors at their meeting held on today have considered and approved the following:

- a) The audited financials of the Company for the quarter and year ended 31st March 2017 along with the status of utilization of public issue proceeds as required under the extant provisions of the Listing Regulations.
- b) Revision in the Remuneration of Mr. Anand Sankeshwar, Managing Director from Rs.16,50,000/- (Rupees Sixteen Lakh Fifty Thousand Only) to Rs.25,00,000/- (Rupees Twenty Five Lakhs only) w.e.f 01st April 2017 based on the recommendation of Nomination and Remuneration Committee and subject to approval from shareholders for the said revision at the ensuing Annual General Meeting of the Company.
- c) Board has approved the resignation of Mr. S R Prabhu, Non-Executive Director of the Company and appointed Mr. K N Umesh, Chief Operating Officer of the Company as a whole time director subject to approval of shareholders at the ensuing Annual General Meeting of the Company.
- d) Mr. Ramesh Shetty, Non-Executive Director of the Company, whose tenure expires at the upcoming Annual General Meeting, stated that he would not seek re-appointment at the ensuing 34th Annual General Meeting of the Company. Pursuant to notice under Section 160 of the Companies Act 2013 by a member of the Company, as also based on the recommendation of Nomination and Remuneration Committee, the Board recommends the appointment of Mr. L R Bhat, Chief Technical Officer, as whole time director of the Company at the ensuing Annual General Meeting of the Company subject to approval of the shareholders.



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Website : www.vrllogistics.com CIN : L60210KA1983PLC005247

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- e) The Board of Directors of the Company have recommended that the interim dividend declared during FY 2016-17 be treated as the final dividend for the said year.
- f) AGM would be held on 04th August 2017 at the Registered office situated at RS No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 2017.

We enclose herewith the copy of the audited financials (press release) including a statement of utilization of public issue proceeds alongwith declaration for unmodified opinion for your reference and records. We also enclose herewith the copy of the Audit Report furnished by the auditors of the Company thereon.

The Board meeting commenced at 2.15 pm and concluded at 4.45 pm. The above information will also be hosted on the Company's website www.vrlgroup.in.

We request you to kindly take note of the same.

Thanking you,

Yours faithfully

For VRL LOGISTICS LIMITED


ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER



Date: 19.05.2017

Place: Hubballi

Sr. no.	Particulars	Quarter ended			Year ended	
		31 March 2017 (Unaudited) (refer note 5)	31 December 2016 (Unaudited)	31 March 2016 (Unaudited) (refer note 5)	31 March 2017 (Audited)	31 March 2016 (Audited)
1	Income					
	Revenue from operations	44,286.38	45,152.49	41,563.25	180,308.51	172,252.18
	Other income	212.14	251.87	187.32	929.82	867.91
	Total income	44,498.52	45,404.36	41,750.57	181,238.33	173,120.09
2	Expenses					
	Freight, handling and servicing cost	32,864.23	32,076.87	29,591.98	129,720.06	118,723.55
	Employee benefits expense	6,741.38	6,556.67	6,534.19	26,607.79	24,088.53
	Finance costs	510.06	548.78	685.59	2,400.21	3,162.79
	Depreciation and amortisation expense	2,384.42	2,387.37	2,260.50	9,817.85	8,969.54
	Other expenses	505.61	580.63	565.45	2,162.35	2,375.91
	Total expenses	43,005.70	42,150.32	39,637.71	170,708.26	157,320.32
3	Profit before tax (1-2)	1,492.82	3,254.04	2,112.86	10,530.07	15,799.77
4	Tax expense	654.45	1,078.68	919.96	3,482.81	5,375.68
5	Profit for the period (3-4)	838.37	2,175.36	1,192.90	7,047.26	10,424.09
6	Other comprehensive income					
	Items that will not be reclassified to profit or loss					
	Re-measurement gain/ (losses) on defined benefit plans (net of tax)	137.58	(20.54)	66.65	75.98	(301.58)
	Other comprehensive income (net of tax)	137.58	(20.54)	66.65	75.98	(301.58)
7	Total comprehensive income (5+6)	975.95	2,154.82	1,259.55	7,123.24	10,122.51
8	Paid-up equity share capital	9,124.35	9,124.35	9,124.35	9,124.35	9,124.35
9	Earnings per share (face value of ₹ 10/- each) (not annualised) (₹) (5/8)					
	Basic	0.92	2.38	1.31	7.72	11.47
	Diluted	0.92	2.38	1.31	7.72	11.47



SEGMENT INFORMATION FOR THE QUARTER AND YEAR ENDED 31 MARCH 2017

₹ in Lakhs

Particulars	Quarter ended		Year ended		
	31 March 2017 (Unaudited) (refer note 5)	31 December 2016 (Unaudited)	31 March 2016 (Unaudited) (refer note 5)	31 March 2017 (Audited)	31 March 2016 (Audited)
1. Segment revenue					
- Income from operations					
a) Goods transport	35,737.81	35,383.58	33,627.39	142,458.11	135,626.19
b) Bus operations	7,591.21	8,617.02	7,030.47	32,620.63	31,760.97
c) Sale of power	238.61	325.80	211.30	2,346.84	2,139.42
d) Transport of passengers by air	391.16	503.81	322.52	1,603.43	1,117.78
- Other operating income					
a) Goods transport	14.80	36.54	69.74	157.15	168.47
b) Un-allocable revenue	312.79	285.74	301.83	1,122.35	1,439.35
Total	44,286.38	45,152.49	41,563.25	180,308.51	172,252.18
Less: Inter segment revenue	-	-	-	-	-
Income from operations (net)	44,286.38	45,152.49	41,563.25	180,308.51	172,252.18
2. Segment results					
(Profit before tax and finance costs)					
a) Goods transport	2,846.16	3,463.36	2,695.30	12,815.91	15,163.18
b) Bus operations	(426.60)	642.40	783.26	1,203.24	5,207.21
c) Sale of power	(186.79)	(93.70)	(216.36)	339.69	479.01
d) Transport of passengers by air	(80.33)	55.43	(57.66)	(163.80)	(296.14)
Total	2,152.44	4,067.49	3,204.54	14,195.04	20,553.26
Less: Unallocable (expenditure)/ revenue:					
a) Finance costs	(510.06)	(548.78)	(685.59)	(2,400.21)	(3,162.79)
b) Other expenditure (net of other income)	(149.56)	(264.67)	(406.09)	(1,264.76)	(1,590.70)
Profit before tax	1,492.82	3,254.04	2,112.86	10,530.07	15,799.77
3. Segment assets					
a) Goods transport	51,948.70	48,053.82	49,865.78	51,948.70	49,865.78
b) Bus operations	13,229.06	13,454.80	13,831.54	13,229.06	13,831.54
c) Sale of power	10,116.27	11,130.42	11,259.36	10,116.27	11,259.36
d) Transport of passengers by air	3,319.66	3,346.11	3,608.93	3,319.66	3,608.93
e) Un-allocable	11,054.26	15,266.39	15,604.61	11,054.26	15,604.61
Total segment assets	89,667.95	91,251.54	94,170.22	89,667.95	94,170.22
4. Segment liabilities					
a) Goods transport	5,643.91	5,834.63	5,684.73	5,643.91	5,684.73
b) Bus operations	1,218.69	1,040.77	858.88	1,218.69	858.88
c) Sale of power	3.45	2.32	2.60	3.45	2.60
d) Transport of passengers by air	67.88	55.80	45.14	67.88	45.14
e) Un-allocable	28,610.85	31,170.80	36,186.20	28,610.85	36,186.20
Total segment liabilities	35,544.78	38,104.32	42,777.55	35,544.78	42,777.55



STATEMENT OF ASSETS AND LIABILITIES

₹ in Lakhs

Particulars	As at	
	31 March 2017 (Audited)	31 March 2016 (Audited)
Assets		
Non- current assets		
Property, plant and equipment	69,008.48	71,048.25
Capital work-in-progress	177.28	1,623.38
Investment properties	259.29	264.47
Other intangible assets	120.02	166.61
Financial assets		
Investments	5.75	5.75
Other financial assets	2,751.67	2,678.00
Income tax assets	155.50	305.52
Other non- current assets	2,192.16	2,456.03
	74,670.15	78,548.01
Current assets		
Inventories	1,832.11	1,833.33
Financial assets		
Trade receivables	7,541.69	7,302.44
Cash and cash equivalents	1,155.68	1,838.21
Bank balances other than above	68.99	120.34
Other financial assets	466.50	511.88
Other current assets	3,932.83	4,016.01
	14,997.80	15,622.21
Total assets	89,667.95	94,170.22
Equity and liabilities		
Equity		
Equity share capital	9,124.35	9,124.35
Other equity	44,998.82	42,268.32
	54,123.17	51,392.67
Liabilities		
Non- current liabilities		
Financial liabilities		
Borrowings	5,954.52	11,540.75
Other financial liabilities	810.55	804.92
Provisions	503.48	359.30
Deferred tax liabilities (net)	8,960.94	8,841.85
Other non-current liabilities	604.46	508.86
	16,833.95	22,055.68
Current liabilities		
Financial liabilities		
Borrowings	6,314.92	4,971.47
Trade payables	442.75	529.39
Other financial liabilities	10,250.22	13,514.55
Provisions	451.07	815.16
Current tax liabilities (net)	209.18	45.69
Other current liabilities	1,042.69	845.61
	18,710.83	20,721.87
Total equity and liabilities	89,667.95	94,170.22



Notes:

- 1) The financial results for the quarter and year ended 31 March 2017 and for the quarter ended 31 December 2016 are in compliance with the Indian Accounting Standards (Ind AS) notified by the Ministry of Corporate Affairs. Consequently, the financial results for the corresponding quarter and year ended 31 March 2016 have been restated to comply with Ind AS to make them comparable.
- 2) The financial results were reviewed by the Audit Committee and were thereafter approved by the Board of Directors of the Company at their respective meetings held on 19 May 2017. There are no qualifications in the audit report issued for the said year.

- 3) Reconciliation of equity and financial results using applicable Ind AS and erstwhile Indian GAAP is as under:

Particulars	₹ in Lakhs	
	As at 31 March 2016	
Equity under erstwhile Indian GAAP	51,353.82	
Interest income resulting from fair valuation of security deposits paid	568.21	
Amortisation of prepaid lease rent arising from discounting of security deposits paid	(757.16)	
Rent income arising on fair valuation of security deposits received	30.31	
Fair valuation of financial liabilities	(26.08)	
Finance cost de-recognised based on effective interest cost	28.13	
Deferred tax benefit	195.44	
Equity under Ind AS	51,392.67	

Particulars	₹ in Lakhs	
	Quarter ended 31 March 2016	Year ended 31 March 2016
Net profit for the period under erstwhile Indian GAAP	1,321.28	10,231.35
Interest income resulting from fair valuation of security deposits paid	26.51	174.04
Amortisation of prepaid lease rent arising from discounting of security deposits paid	(26.94)	(201.28)
Rent income arising on fair valuation of security deposits received	1.57	3.07
Fair valuation of financial liabilities	(1.80)	(4.29)
Finance cost recognised based on effective interest cost	(12.20)	(31.51)
Re-classification of actuarial loss on defined employee benefit obligations	60.86	461.20
Deferred tax impact	(176.38)	(208.49)
Net profit for the period under Ind AS	1,192.90	10,424.09
Other comprehensive income (net of tax)	66.65	-301.58
Total comprehensive income	1,259.55	10,122.51



4) The utilisation of IPO proceeds is summarised below:-

₹ in Lakhs

Sr. no.	Particulars	Objects of the issue as per the Prospectus	Utilisation upto 31 March 2017	Unutilised amounts as at 31 March 2017
1	Purchase of goods transportation vehicles	6,741.51	6,741.51	-
2	Repayment/pre-payment, in full or part, of certain borrowings availed by the Company	2,800.00	2,800.00	-
3	General corporate purposes	1,452.99	1,452.99	-
4	Issue related expenses (only those apportioned to the Company)	705.53	705.53	-
	Total	11,700.03	11,700.03	-

5) Figures for the quarters ended 31 March 2017 and 31 March 2016 as reported in these financial results, are the balancing figure: between audited figures in respect of the full financial years and the published year to date figures up to the end of the third quarter of the respective financial years.

Place: Hubballi

Date: 19 May 2017



(Signature)

Vijay Sankeshwar
Chairman and Managing Director



Walker Chandiook & Co LLP

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

To the Board of Directors of VRL Logistics Limited

1. We have audited the financial results of VRL Logistics Limited ("the Company") for the year ended 31 March 2017, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Attention is drawn to Note 5 to the financial results regarding the figures for the quarter ended 31 March 2017, as reported in these financial results, being the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of the third quarter of the financial year. Also, the figures up to the end of the third quarter had only been reviewed and not subjected to audit. These financial results are based on the financial statements for the year ended 31 March 2017 prepared in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 ("the Act") and published year to date figures up to the end of the third quarter of the financial year prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, Interim Financial Reporting, specified under Section 133 of the Act, and SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016, which are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial results based on our audit of the financial statements for the year ended 31 March 2017 and our review of financial results for the nine months period ended 31 December 2016.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.



Walker Chandiook & Co LLP

3. In our opinion and to the best of our information and according to the explanations given to us, the financial results:
- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circulars CIR/CFD/CMD/15/2015 dated 30 November 2015 and CIR/CFD/FAC/62/2016 dated 5 July 2016 in this regard; and
 - (ii) give a true and fair view of the net profit (including other comprehensive income) and other financial information in conformity with the accounting principles generally accepted in India including Ind AS specified under Section 133 of the Act for the year ended 31 March 2017.
4. The Company had prepared separate financial results for the year ended 31 March 2016, based on the financial statements for the year ended 31 March 2016 prepared in accordance with Accounting Standards ('AS') prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and financial results for the nine months period ended 31 December 2015 prepared in accordance with the recognition and measurement principles laid down in AS 25, Interim Financial Reporting, prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended) and SEBI Circular CIR/CFD/CMD/15/2015 dated 30 November 2015, and other accounting principles generally accepted in India, on which we issued auditor's report dated 23 May 2016. These financial results for the year ended 31 March 2016 have been adjusted for the differences in the accounting principles adopted by the Company on transition to Ind AS, which have also been audited by us. Our opinion is not modified in respect of this matter.

Walker Chandiook & Co LLP

For **Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

B. Shetty

per **Bharat Shetty**

Partner

Membership No. 106815

Hubballi

19 May 2017



Corporate Office :

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DECLARATION PURSUANT TO REGULATION 33(3)(D) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2016 AND SEBI CIRCULAR NO. CIR/CFD/CMD/56/2016

In accordance with Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended by the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 and SEBI Circular No. CIR/CFD/CMD/56/2016 dated 27th May 2016, we hereby declare that Walker Chandiook and Co, LLP, Chartered Accountants (Firm Registration No: 001076N/N500013), Statutory Auditors of the Company have issued an Audit Report with unmodified opinion on Audited Financial Results of the Company for the quarter and year ended 31st March 2017.

This declaration is being given under the authority of Board of Directors of the Company.



Sunil Nalavadi
Chief Financial Officer

Date: 19.05.2017

Place: Hubballi



Aniruddha Phadnavis
Company Secretary and Compliance Officer

Date: 19.05.2017

Place: Hubballi