

Corporate Office :

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To,

BSE Limited
Phiroze Jeejeebhoy 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 25.01.2017 and approval of Financial Statements for the Quarter ended 31st December 2016 and declaration of Interim Dividend

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

With respect to above captioned subject and in accordance with Regulation 33 of the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015, Board of Directors of the Company at their meeting held today, *inter alia* approved and adopted the reviewed un-audited financials of the Company for the quarter ended 31st December 2016 along with the status of utilization of public issue proceeds as required under the extant provisions of the Listing Regulations and approved payment of interim dividend at the rate of 40% (Rs. 4/- per equity shares of Rs.10/-). The said Dividend would be paid on or before 13th February 2017.

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

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: 25.01.2017

Place: Hubballi

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
16th Floor, Tower II
Indiabulls Finance Centre
S B Marg, Elphinstone (W)
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Review Report on Quarterly and Year to Date 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 reviewed the accompanying statement of unaudited financial results ("the Statement") of **VRL Logistics Limited** ("the Company") for the quarter ended 31 December 2016 and the year to date results for the period 1 April 2016 to 31 December 2016. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review 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 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.



Walker Chandiook & Co LLP

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with applicable accounting standards, as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 read with SEBI Circular CIR/CFD/CMD/15/2015 dated 30 November 2015 and SEBI Circular CIR/CFD/FAC/62/2016 dated 5 July 2016 and other recognised accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including the manner in which it is to be disclosed, or that it contains any material misstatement.

Walker Chandiook & Co LLP

For **Walker Chandiook & Co LLP**

(formerly Walker, Chandiook & Co)

Chartered Accountants

Firm Registration No: 001076N/N500013

Bh Shetty

per **Bharat Shetty**

Partner

Membership No. 106815

Place: Hubballi

Date: 25 January 2017

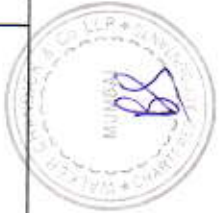




VRL LOGISTICS LIMITED
Registered Office: 18th KM, NH 4, Bengaluru Road, Varur, Hubballi - 581 207, Karnataka
CIN : L60210KA1983PLC005247, Website : www.vrlogistics.com
STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016

Sr. No.	Particulars	Quarter ended			Nine months ended			Year ended
		31.12.2016 (Unaudited)	30.09.2016 (Unaudited)	31.12.2015 (Unaudited)	31.12.2016 (Unaudited)	31.12.2015 (Unaudited)	31.03.2016 (Unaudited)	
1	Income from operations							
	- Net income from operations	44,830.21	44,691.40	42,707.79	135,070.22	129,452.68	170,644.36	
	- Other operating income	322.28	313.72	416.25	951.91	1,236.25	1,607.82	
	Total income from operations (net)	45,152.49	45,005.12	43,124.04	136,022.13	130,688.93	172,252.18	
2	Expenses							
	- Operating expenses	32,076.87	32,767.31	29,543.82	96,855.83	89,131.57	118,698.05	
	- Employee benefits expenses	6,556.67	6,699.49	6,224.28	19,866.41	17,554.34	24,015.99	
	- Depreciation and amortisation expenses	2,387.37	2,379.96	2,241.97	7,141.23	6,709.04	8,995.04	
	- Other expenses	580.63	554.57	659.54	1,656.74	1,810.46	2,375.91	
	Total expenses	41,601.54	42,401.33	38,669.61	125,520.21	115,205.41	154,084.99	
3	Profit from operations before other income, finance costs and exceptional item (1-2)	3,550.95	2,603.79	4,454.43	10,501.92	15,483.52	18,167.19	
4	- Other income	251.87	236.28	220.52	717.68	680.59	867.91	
5	Profit from ordinary activities before finance costs and exceptional item (3+4)	3,802.82	2,840.07	4,674.95	11,219.60	16,164.11	19,035.10	
6	- Finance costs	548.78	659.30	659.56	1,890.15	2,477.20	3,162.79	
7	Profit from ordinary activities after finance costs but before exceptional item (5-6)	3,254.04	2,180.77	4,015.39	9,329.45	13,686.91	15,872.31	
8	- Exceptional item	-	-	-	-	-	-	
9	Profit from ordinary activities before tax (7+8)	3,254.04	2,180.77	4,015.39	9,329.45	13,686.91	15,872.31	
10	- Tax expense	1,078.68	549.97	1,421.75	2,876.59	4,455.72	5,240.19	
11	Net profit from ordinary activities after tax (9-10)	2,175.36	1,630.80	2,593.64	6,452.86	9,231.19	10,632.12	
12	- Extraordinary item (net of tax ₹ 48.23 lakhs) [refer note 5]	-	243.97	-	243.97	-	-	
13	Net profit for the period (11-12)	2,175.36	1,386.83	2,593.64	6,208.89	9,231.19	10,632.12	
14	Other comprehensive income (net of tax)	(20.54)	(19.66)	(141.16)	(61.60)	(368.23)	(509.61)	
15	Total comprehensive income	2,154.82	1,367.17	2,452.48	6,147.29	8,862.96	10,122.51	
16	Paid-up equity share capital (face value of ₹ 10/- each)	9,124.35	9,124.35	9,124.35	9,124.35	9,124.35	9,124.35	
17	Reserves excluding Revaluation Reserves	-	-	-	-	-	42,268.32	
18	Earnings per share (not annualised) (₹)							
	Before extraordinary item (11/16)							
	Basic	2.38	1.79	2.84	7.07	10.17	11.70	
	Diluted	2.38	1.79	2.84	7.07	10.17	11.70	
	After extraordinary item (13/16)							
	Basic	2.38	1.52	2.84	6.80	10.17	11.70	
	Diluted	2.38	1.52	2.84	6.80	10.17	11.70	

₹ in Lakhs



SEGMENT INFORMATION FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2016

₹ in Lakhs

Particulars	Quarter ended		Nine months ended		Year ended 31.03.2016 (Unaudited)
	31.12.2016 (Unaudited)	30.09.2016 (Unaudited)	31.12.2016 (Unaudited)	31.12.2015 (Unaudited)	
1. Segment revenue					
- Income from operations					
a) Goods transport	35,383.58	35,929.51	106,720.30	101,998.80	135,626.19
b) Bus operations	8,617.02	7,292.85	25,029.42	24,730.50	31,760.97
c) Sale of power	325.80	1,095.81	2,108.23	1,928.12	2,139.42
d) Air chartering service	503.81	373.23	1,212.27	795.26	1,117.78
- Other operating income					
a) Goods transport	36.54	53.71	142.35	98.73	168.47
b) Un-allocable revenue	285.74	260.01	809.56	1,137.52	1,439.35
Total	45,152.49	45,005.12	136,022.13	130,688.93	172,252.18
Less: Inter segment revenue					
Income from operations (net)	45,152.49	45,005.12	136,022.13	130,688.93	172,252.18
2. Segment results					
(Profit before tax and finance costs)					
a) Goods transport	3,463.36	3,101.47	9,969.75	12,467.88	15,163.18
b) Bus operations	642.40	(441.70)	1,629.84	4,423.95	5,207.21
c) Sale of power	(93.70)	658.51	818.68	695.37	479.01
d) Air chartering service	55.43	(47.56)	(83.47)	(238.48)	(296.14)
Total	4,067.49	3,270.72	12,334.80	17,348.72	20,553.26
Less: Unallocable (expenditure)/revenue:					
a) Finance costs	(548.78)	(659.30)	(1,890.15)	(2,477.20)	(3,162.79)
b) Other expenditure (net of other income)	(264.67)	(430.65)	(1,115.20)	(1,184.61)	(1,518.16)
c) Extraordinary item (refer note 5)		(292.20)			
Profit before tax	3,254.04	1,888.57	9,037.25	13,686.91	15,872.31
3. Segment assets					
a) Goods transport	48,053.82	49,188.31	48,053.82	49,618.30	49,865.78
b) Bus operations	13,454.80	14,189.80	13,454.80	11,628.99	13,831.54
c) Sale of power	11,130.42	11,760.47	11,130.42	12,022.60	11,259.36
d) Air chartering service	3,346.11	3,482.16	3,346.11	3,714.16	3,608.93
e) Un-allocable	15,266.39	15,759.57	15,266.39	15,300.65	15,504.61
Total segment assets	91,251.54	94,380.31	91,251.54	92,284.70	94,170.22
4. Segment liabilities					
a) Goods transport	5,834.63	5,895.93	5,834.63	5,754.63	5,684.73
b) Bus operations	1,040.77	1,129.59	1,040.77	1,003.99	858.88
c) Sale of power	2.32	2.64	2.32	2.41	2.61
d) Air chartering service	55.80	65.09	55.80	53.22	45.14
e) Un-allocable	31,170.80	31,901.92	31,170.80	35,588.30	36,186.19
Total segment liabilities	38,104.32	38,995.17	38,104.32	42,402.55	42,777.55

The Company reports a) Goods transport b) Bus operations c) Sale of power and d) Air chartering service as operating segments in accordance with Ind AS 108 on "Operating segments".



Notes:

- 1) The financial results for the quarter and nine months ended 31 December 2016 and for the quarter ended 30 September 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 nine months ended 31 December 2015, and previous 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 25 January 2017. The statutory auditors of the Company have carried out the limited review of the aforesaid financials results. There are no qualifications in the limited review report issued for the said period.
- 3) Reconciliation of financial results using applicable Ind AS and erstwhile Indian GAAP is as under:

Particulars	₹ in Lakhs		
	Quarter ended 31.12.2015	Nine months ended 31.12.2015	Year ended 31.03.2016
Net profit for the period under erstwhile Indian GAAP	2,473.18	8,910.07	10,231.35
Interest income resulting from fair valuation of security deposits paid	59.71	147.53	174.04
Rent income arising on fair valuation of security deposits received	-	1.50	3.07
Re-classification of actuarial loss on defined employee benefit obligations	153.42	400.34	533.74
Finance cost recognised based on effective interest cost and fair valuation of financial liabilities (net)	(10.69)	(21.80)	(35.81)
Amortisation of prepaid lease rent arising from discounting of security deposits paid	(69.72)	(174.34)	(201.28)
Deferred tax impact	(12.26)	(32.11)	(72.99)
Net profit for the period under Ind AS	2,593.64	9,231.19	10,632.12
Other comprehensive income (net of tax)	(141.16)	(368.23)	(509.61)
Total comprehensive income	2,452.48	8,862.96	10,122.51



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

Sr. no.	Particulars	Objects of the issue as per the Prospectus	Utilisation upto 31.12.2016	₹ in Lakhs	
				Unutilised amounts as at 31.12.2016	
1	Purchase of goods transportation vehicles	6,741.51	6,081.76	659.75	
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	11,040.28	659.75	

The unutilised amounts of the issue as at 31 December 2016, have been temporarily deployed in cash credit account with a scheduled commercial bank. There are adequate cash credit drawing limits available with this bank for the Company, which will be utilised towards the objects as stated in the Prospectus.

5) Extraordinary item for the quarter ended 30 September 2016 and for the nine months ended 31 December 2016 represents impairment loss on a wind turbine generator amounting to ₹ 243.97 lakhs (net of tax ₹ 48.23 lakhs), on account of fire.

6) The Board of Directors at their meeting held on 25 January 2017 have declared an interim dividend of ₹ 4 per share of nominal value, ₹ 10 each, for the year 2016-17.

7) Previous period/year figures have been re-grouped/rearranged, wherever necessary to make their classification comparable with the current period.

Place: Hubballi

Date: 25 January 2017

For and on behalf of the Board of VRL LOGISTICS LIMITED


Vijay Sankeshwar

Chairman and Managing Director

