

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
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Script Code: – 539118

National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G-Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051
Script Code: – VRLLOG

Dear Sir / Madam,

Sub: Proceedings of Postal Ballot and Scrutinizers Report

This has reference to our filing dated 14th December 2024 regarding “Notice of Postal Ballot and Postal Ballot form”. Pursuant to completion of Postal Ballot/ e-voting process, the following details may please be noted:

- 1. Summary of proceedings of Postal Ballot pursuant to Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, concluded today on 15th January 2025.**

Pursuant to Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014, as amended and other applicable provisions if any of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had sought the approval of shareholders by special resolution through Postal Ballot for the following resolutions -

- 1. Approval for remuneration payable to Dr. Vijay Sankeshwar (DIN: 00217714) as a Managing Director of the Company.**
- 2. Appointment of Mr. Shankar Vasantryao Pinge (DIN: 10847936) as an Independent Director (w.e.f 19th February 2025);**
- 3. Appointment of Dr. D.V. Guruprasad (DIN: 01558266) as an Independent Director (w.e.f 19th February 2025)**

The Company had provided the facility of voting by postal ballot as well as e-voting, engaging the services of KFin Technologies Limited (“KFin”) for facilitating the e-voting process. The Company had dispatched the notice along with the Postal Ballot form to the eligible shareholders by registered post at their registered address / email on 14th December 2024.

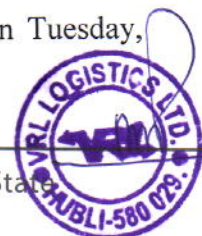
The Board had appointed CS. Akshay S. Pachlag (Membership No/COP No. 30741/11710), Practicing Company Secretary as the Scrutinizer to conduct the Postal Ballot process in fair and transparent manner.

Voting through both modes viz. postal ballot and e-voting remained open from 9.00 am on Tuesday, 17th December 2024 to 5.00 pm on Wednesday, 15th January 2025.

Regd. & Admn. Office : Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State
Phone : 0836 2237613 Fax : 0836 2237614 e-mail : varurho@vrllogistics.com

Customer Care : HUBBALLI © 0836 - 2307800 e-mail : customercare@vrllogistics.com

Website : www.vrllogistics.com CIN : L60210KA1983PLC005247 **GSTIN (KAR): 29AABCV3609C1ZJ**



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Details of votes cast are as follows:

Sl. No	Resolutions	Total No of Votes polled	No of Votes in favour	No of Votes against	% of Votes in favour	% of Votes against
1	<i>Approval for remuneration payable to Dr. Vijay Sankeshwar (DIN: 00217714) as a Managing Director of the Company.</i>	77643683	77635482	8201	99.99	0.01
2	<i>Appointment of Mr. Shankar Vasantrya Pinge (DIN: 10847936) as an Independent Director (w.e.f. 19th February 2025);</i>	77643683	77642790	893	99.99	0.01
3	<i>Appointment of Dr. D.V. Guruprasad (DIN: 01558266) as an Independent Director (w.e.f. 19th February 2025).</i>	77643683	77642854	829	99.99	0.01

Based on the above, the Chairman declared that the above resolutions were passed with the requisite majority. In accordance with Rule 22 of the Companies (Management and Administration) Rules 2014, the said Resolutions are deemed to have been passed on 15th January 2025, being the last date for voting.

2. Scrutinizer's report

We enclose herewith the report of the Scrutinizer of even date

3. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are enclosed herewith.

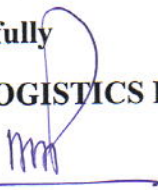
The said results along with scrutinizer report are being hosted on the website of our Company viz. www.vrlgroup.in as well as website of KFin viz. www.evoting.kfintech.com .

You are requested to take note of the same.

Thanking you,

Yours faithfully

For VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 15.01.2025

Place: Hubballi

Encl: as above

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Scrutinizer's Report

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
VRL Logistics Limited (the "Company")
CIN: L60210KA1983PLC005247
Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi - 581207.

Dear Sir,

1. I, Akshay S Pachlag, Company Secretary in Practice, Hubballi, was appointed as the scrutinizer by the Board of Directors of the Company at their meeting held on 13th November 2024 for the purpose of scrutinizing e-voting process (remote e-voting) and postal ballot forms under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the Notice for the postal ballot dated 11th December 2024.
2. The Company had availed the remote e-voting facility offered by KFIN Technologies Limited for conducting the e-voting process by the shareholders of the Company. The Company had also provided voting by the Postal Ballot Form along with prepaid postage Business Reply Envelope to the Shareholders of the Company.
3. The Equity Shareholders holding shares as on 11th December 2024, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of Postal Ballot.
4. The management of the Company is responsible to ensure Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and by postal ballot form for the resolutions contained in the Notice for the postal ballot dated 11th December 2024. My responsibility as a scrutinizer for the voting process of e-voting through electronic means is restricted to furnish scrutinizer's report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by KFIN Technologies Limited (KFIN), the Agency authorized under the Rules and engaged by the Company to provide remote e-voting facilities for the voting through electronic means and postal ballots received by me respectively.
5. The remote E-Voting period remained open from 9.00 AM on Tuesday, 17th December, 2024 to 5.00 PM on Wednesday, January 15, 2025.
6. The votes cast through physical ballots form received before 5.00 PM on -Wednesday, January 15, 2025 were considered and no postal ballot forms were received after the cut off time.
7. The votes cast through remote e-voting were unblocked by me at 05.02 pm on Wednesday, January 15, 2025 in the presence of two witnesses who are not in the employment of the Company.



8. The results of remote e-voting along with the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Kfin (<https://evoting.kfintech.com>).

9. The result of voting through physical ballot forms and remote e-voting is as under:

Resolution No. 1: Approval for payment of remuneration to Dr. Vijay Sankeshwar (DIN: 00217714), Managing Director of the Company by way of Special Resolution

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
251	220	77635482	99.99	23	8201	0.01	2	0	0

The Resolution stands passed.

Resolution No. 2: Appointment of Mr. Shankar Vasant Rao Pinge (DIN: 10847936) as an Independent Director of the Company by way of Special Resolution

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
251	228	77642790	99.99	15	893	0.01	2	0	0

The Resolution stands passed.

Resolution No. 3: Appointment of Dr. D. V. Guruprasad (DIN:01558266) as an Independent Director of the Company by way of Special Resolution

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
251	228	77642854	99.99	15	829	0.01	2	00	0

The Resolution stands passed.

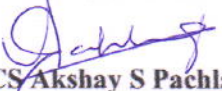


10. The relevant records relating to the e-voting and postal ballots are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes.

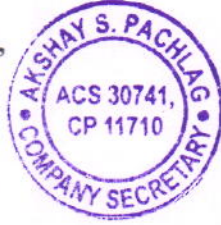
Thanking you,

Yours faithfully,

For A S Pachlag & Co.,
Company Secretaries


CS Akshay S Pachlag
Proprietor

ACS 30741, CP 11710
PR Certificate No 1377/2021



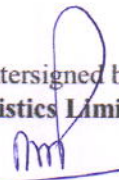
Place: Hubballi

Dated: 15th January 2025

UDIN:A030741F003691882



Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer

Company Name	VRL LOGISTICS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	66303
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of remuneration payable to Dr. Vijay Sankeshwar (DIN: 00217714), Managing Director of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52690971	52688691	99.9957	52688691	0	100.0000	0.0000
	Poll	52690971	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	52690971	2280	0.0043	2280	0	100.0000	0.0000
Public- Institutions	E-Voting	25684261	24940029	97.1024	24933584	6445	99.9741	0.0258
	Poll	25684261	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	25684261	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9093263	11365	0.1250	9695	1670	85.3057	14.6942
	Poll	9093263	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	9093263	1318	0.0145	1232	86	93.4749	6.5250
Total		87468495	77643683	88.7676	77635482	8201	99.9894	0.0106



Resolution required: (Ordinary/ Special)		SPECIAL - Appointment of Mr. Shankar Vasantao Pinge (DIN: 10847936) as an Independent Director of the company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52690971	52688691	99.9957	52688691	0	100.0000	0.0000
	Poll	52690971	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	52690971	2280	0.0043	2280	0	100.0000	0.0000
Public- Institutions	E-Voting	25684261	24940029	97.1024	24940029	0	100.0000	0.0000
	Poll	25684261	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	25684261	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9093263	11365	0.1250	10522	843	92.5824	7.4175
	Poll	9093263	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	9093263	1318	0.0145	1268	50	96.2063	3.7936
Total		87468495	77643683	88.7676	77642790	893	99.9988	0.0012



Resolution required: (Ordinary/ Special)		SPECIAL - Appointment of Dr. D. V. Guruprasad (DIN:01558266) as an Independent Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	52690971	52688691	99.9957	52688691	0	100.0000	0.0000
	Poll	52690971	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	52690971	2280	0.0043	2280	0	100.0000	0.0000
Public- Institutions	E-Voting	25684261	24940029	97.1024	24940029	0	100.0000	0.0000
	Poll	25684261	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	25684261	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9093263	11365	0.1250	10586	779	93.1456	6.8543
	Poll	9093263	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	9093263	1318	0.0145	1268	50	96.2063	3.7936
Total		87468495	77643683	88.7676	77642854	829	99.9989	0.0011

