

**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

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: Annual Secretarial Compliance Report for the year ended March 31, 2021**

**Ref: Scrip Codes: (BSE – 539118) (NSE – VRLLOG)**

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Annual Secretarial Compliance Report for the year ended March 31, 2021.

You are requested to kindly take the same on record. The report will also be hosted on the Company's website at [www.vrlgroup.in](http://www.vrlgroup.in)

For VRL LOGISTICS LIMITED



**ANIRUDDHA PHADNAVIS**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

Place: Hubballi  
Date: 24.06.2021



**R.PARTHASARATHY, M.Com. A.C.S**  
**Company Secretary**

**Office:**  
**188, Aicoboanagar**  
**9<sup>th</sup> Main, II cross, BTM II stage**  
**BANGALORE -560076**

**Phone : 080- 26686553**  
**Telefax : 080- 26686553**  
**Mobile : 09341219203**  
**E-Mail : rpsrathi@gmail.com**

To,

Date: 12.06.2021

The Board of Directors,  
VRL Logistics Limited,  
Hubli.

Dear Sir,


Sub: Annual Secretarial Compliance Report for the financial Year 2020-21

I have been engaged by VRL Logistics Limited, (hereinafter referred to as the Company) bearing CIN: L60210KA1983PLC005247, whose equity shares are listed on National Stock Exchange and Bombay Stock Exchange to conduct an audit in term of Regulation 24a of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 as amended, read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 and to issue annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued there under from time to time, and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliance by the Company with provisions of all applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and issue report thereon.

My audit was conducted in accordance with guidance note on "Annual Secretarial Compliance Report" issued by the Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. The Annual Secretarial Compliance Report is enclosed as Annexure.

  
R Parthasarathy  
Company Secretary  
ACS: 3667, CP No. 838  
P/R No. 768/2020



**R.PARTHASARATHY, M.Com. A.C.S**  
**Company Secretary**

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188, Aicoboanagar  
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**Annexure-A**

**Secretarial compliance report of VRL Logistics Limited for the year ended 31.03.2021**

I have examined:

- (a) all the documents and records made available\* to us and explanation provided by VRL Logistics Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2021 (“Review Period”) in respect of compliance with the provisions of :

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The applicable specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Depositories Act, 1996 and the Regulations and By-laws framed thereunder;
- (f) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations,,2018;

The following regulations are excluded in this report in view of company not dealing with Employee Stock Option Scheme and Employee Stock Purchase Scheme, Issue and Listing of Debt/ Securities/redeemable preference shares:-

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

*R. Parthasarathy*



(b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(c) The Securities and Exchange Board of India (Issue and Listing of non-convertible and Debt Securities) Regulations, 2013;

and circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity in general has complied with the provisions of the above Regulations and circulars/ guidelines issued. Thereunder.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) There were no action/s taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars* ) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

(d) The Company has taken following actions to comply with the observations made in previous report:-

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 18(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Chairman of Audit committee was not present in the AGM held on 10/08/2019	Due to extra ordinary situation caused by flood the chairman was not able to attend however, another member of Audit committee attended the meeting.	No action possible.

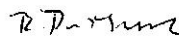
*R. P. Kumar*



2	Regulation 19(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Chairman of Nomination and Remuneration committee was not present in the AGM held on 10/08/2019	However due to extra ordinary situation caused by flood the same chairman was not able to attend. However, another member of NR committee attended the meeting	No action possible.
3	Regulation 20(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Chairman of stake holder's relationship committee was not present in the AGM held on 10/08/2019	However due to extra ordinary situation caused by flood the same chairman was not able to attend and alternative arrangements was made.	No action possible.

\* Physical verification of statutory records could not be done due to Covid-19.

Place: Bangalore  
Date: 12.06.2021

Signature:   
Name of the Practicing Company Secretary  
ACS No.:3667  
C P No.:838  
UDIN:A003667C000451763  
P/R No.768/2020

