

Regd. & Admn. Office :
Bengaluru Road Varur
HUBBALLI - 581 207 Karnataka State
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To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Codes: 539118

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

Dear Sir / Madam,

Sub: Voting results and proceedings of the 39th Annual General Meeting of the Company

In continuation of our AGM notice intimated on 16th July 2022 and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), we wish to inform you that the 39th Annual General Meeting of the Company was held on 10th August 2022 at 4.00 p.m. at the registered office situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Varur) and transacted the business mentioned in the Notice thereat.

In this regards, we attach herewith the following:

1. Gist of proceedings at the 39th Annual General Meeting held on 10th August 2022.
2. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations.
3. Scrutinizers report in accordance with Section 108 of the Companies Act, 2013 read with Rules made thereunder.

The proceedings of 39th AGM, voting results along with Scrutinizers report will also be hosted on our Company's website at www.vrlgroup.in and also on the website of the Registrar and Transfer Agents of the Company at www.kfintech.com.

You are requested to take note of the same.

For VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Hubballi
Date: 10.08.2022



GIST OF PROCEEDINGS AT THE 39TH ANNUAL GENERAL MEETING OF THE COMPANY

The 39th Annual General Meeting of the Company was held on Wednesday, 10th August 2022 at 4.00 p.m. at the registered office situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Varur).

Members Present:

A total of 46 members attended the meeting as per the records of the attendance.

Directors Present:

Dr. Vijay Sankeshwar	: Chairman and Managing Director
Mr. L R Bhat	: Whole Time Director
Mr. K.N.Umesh	: Whole Time Director
Mr. Shankarasa Ladwa	: Independent Director (Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee)
Dr. Prabhakar Kore	: Independent Director
Mrs. Medha Pawar	: Independent Director
Mr. Anand Pandurangi	: Independent Director
Mr. Gurudas Narekuli	: Independent Director
Dr. Raghottam Akamanchi	: Non Executive Director

Key Managerial Personnel:

Mr. Sunil Nalavadi	: Chief Financial Officer
Mr. Aniruddha Phadnavis	: Company Secretary and Compliance Officer

Auditors Present:

Mr. Daraius Fraser	: Partner of Kalyaniwalla & Mistri LLP, Chartered Accountants, Statutory Auditors
Mr. R Parthasarathi	: Secretarial Auditor

Scrutinizer:

Mr. Akshay Pachlag	: Proprietor, A.S. Pachlag &Co, Company Secretaries, Hubballi
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The meeting commenced at 4:00 P.M. and concluded at 4.45 P.M

Documents & Registers which were kept for inspection by members:

1. Notice of the 39th Annual General Meeting
2. Board's report alongwith Annexures thereto for the financial year ended on 31st March 2022
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31st March 2022
4. Statutory Registers under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts / Arrangements in which Directors are interested and Register of Members.
5. Cost Audit Report
6. Secretarial Audit Report
7. Corporate Governance Report and Compliance Certificate thereon



Mr. Aniruddha Phadnavis, Company Secretary and Compliance officer welcomed the members and all the Directors and statutory auditors to the 39th Annual General Meeting on behalf of the Company and requested Dr. Vijay Sankeshwar, Chairman and Managing Director of the Company to address the meeting.

Dr. Vijay Sankeshwar, Chairman and Managing Director, chaired the proceedings of the meeting. After ascertaining the presence of the requisite quorum, Chairman called the meeting to order and commenced the proceedings of the meeting. He informed the shareholders that the requisite statutory documents are open for inspection.

The Chairman gave an overview of the business operations & performance of the Company for the financial year ended 31st March, 2022 as a part of his speech.

Mr. Sunil Nalavadi, Chief Financial Officer appraised the members on the financial performance of the Company.

Members were informed that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had enabled the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 9.00 a.m. on 7th August 2022 and ended at 5.00 p.m. on 9th August 2022.

The Chairman informed the members that the facility for voting through electronic means (i.e. Insta Poll) was made available at the meeting for Members who have not cast their vote through remote e-voting.

He further informed that the Board of Directors have engaged the services of KFin Technologies Limited ("KFin") as the agency to provide e-voting facility and have appointed Mr. Akshay Pachlag, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the Insta-Poll and remote E-voting Process.

With the consent of the members present, the notice convening the 39th Annual General Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31st March 2022 were taken as read.

Thereafter, all the agenda items specified in the Notice were taken up and the floor was open for discussions. The following agenda items as per Notice were transacted at the Meeting:

1. Adoption of Audited Financial Statements for the FY 2021-22 together with the Reports of Board of Directors and Auditors thereon.
2. Confirm interim dividend paid on Equity Shares as the final dividend for the financial year ended on 31st March 2022.
3. Re-appointment of Mr. Raghottam Akamanchi (DIN: 07038738), Non – Executive Director who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of Mr. K.N. Umesh (DIN: 02602595), Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
5. Approval for reappointment of Mr. L. R. Bhat (DIN: 01875068), as the Whole-time Director for further period of five years and fix his remuneration.
6. Approval for reappointment of Mr. K.N. Umesh (DIN: 02602595), as the Whole-time Director for further period of five years and fix his remuneration.



7. Approval for continuation of Dr. Prabhakar Kore (Din: 00509836) as a Non-Executive Director on attaining the age of 75 years
8. Approval and ratification of remuneration payable to M/s. S. K. Tikare & Co., Cost Accountants for FY 2022-23

The members were requested to give their views / comments on the agenda items. The Chairman along with management team addressed the queries raised by the members at the meeting.

Subsequently Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Akshay Pachlag, Scrutinizer to oversee orderly conduct of the Voting.

The Chairman informed that the E-voting results alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and KFin and shall also be communicated to the Stock Exchanges within the time prescribed under law.

Thereafter meeting concluded with vote of thanks to the Chair.

FOR VRL LOGISTICS LIMITED



**ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER**

Date: 10.08.2022

Place: Hubballi



	VRL LOGISTICS LIMITED
Date of the AGM/EGM	10-08-2022
Total number of shareholders on record date	59801
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	43
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the audited financial statements as at 31st March 2022 and the reports of the Board of Directors and Auditors thereon.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,46,16,346	86.1882	1,46,16,346	0	100.0000	0.0000	0	1,48,954
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,46,16,346	86.1882	1,46,16,346	0	100.0000	0.0000	0	148954
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,428	38	99.6685	0.3314	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	18,159	38	99.7912	0.2088	0	62
Total		8,83,43,495	7,61,14,543	86.1575	7,61,14,505	38	100.0000	0.0000	0	149016



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm interim dividend paid on Equity Shares as the final dividend for the financial year ended on 31st March 2022									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,263	203	98.2295	1.7704	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	17,994	203	98.8844	1.1156	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,62,63,294	203	99.9997	0.0003	0	62



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in the place of Mr.Raghottam Akamanchi (DIN 07038738) who retires by rotation and being eligible, offers himself for re-appointment.									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,47,57,483	7,817	99.9470	0.0529	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,47,57,483	7,817	99.9471	0.0529	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,428	38	99.6685	0.3314	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	18,159	38	99.7912	0.2088	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,62,55,642	7,855	99.9897	0.0103	0	62



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in the place of Mr. K N Umesh (DIN 02602595), who retires by rotation and being eligible, offers himself for reappointment									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,47,57,483	7,817	99.9470	0.0529	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,47,57,483	7,817	99.9471	0.0529	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,319	147	98.7179	1.2820	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	18,050	147	99.1922	0.8078	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,62,55,533	7,964	99.9896	0.0104	0	62



Resolution No.	5									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. L R Bhat (Din 01875068) as a Whole-time 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,355	111	99.0319	0.9680	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	18,086	111	99.3900	0.6100	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,62,63,386	111	99.9999	0.0001	0	62



Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. K. N. Umesh (Din 02602595) as a Whole-time 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,354	112	99.0231	0.9768	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	18,085	112	99.3845	0.6155	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,62,63,385	112	99.9999	0.0001	0	62



Resolution No.	7									
Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of Dr. Prabhakar Kore (Din 00509836) as a Non-Executive Director on attaining the age of 75 years									
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,02,14,309	45,50,991	69.1777	30.8222	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,02,14,309	45,50,991	69.1778	30.8222	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,076	390	96.5986	3.4013	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	17,807	390	97.8568	2.1432	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,17,12,116	45,51,381	94.0320	5.9680	0	62



Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - Approval, Consideration and Ratification of remuneration fixed by the board for cost auditor to conduct the cost audit of the wind power division 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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	6,14,80,000	6,14,78,250	99.9972	6,14,78,250	0	100.0000	0.0000	0	0
	Poll		1,750	0.0028	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		6,14,80,000	100.0000	6,14,80,000	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	1,69,58,634	1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,47,65,300	87.0666	1,47,65,300	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	99,04,861	11,466	0.1158	11,400	66	99.4243	0.5756	0	5
	Poll		6,731	0.0680	6,731	0	100.0000	0.0000	0	57
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		18,197	0.1838	18,131	66	99.6373	0.3627	0	62
Total		8,83,43,495	7,62,63,497	86.3261	7,62,63,431	66	99.9999	0.0001	0	62





Consolidated Scrutinizer's Report

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

To,

The Chairman of the 39th Annual General Meeting of the Equity Shareholders of **VRL Logistics Limited** (the "Company") held on August 10, 2022 at 04.00 P.M. at RS No. 351/1, 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 for the purpose of scrutinizing e-voting process (remote e-voting) and voting by poll through electronic system (Insta Poll) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 39th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 10, 2022 at 04.00 P.M. at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207.
2. The management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 39th AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means is restricted to furnish a consolidated 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 e-voting facilities for the voting through electronic means.
3. The Equity Shareholders holding shares as on August 03, 2022, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
4. The remote E-Voting period remained open from 9.00 AM on Sunday, August 7, 2022 to 5.00 PM on Tuesday, August 9, 2022.
5. The votes cast through remote e-voting were unblocked by me at 05.03 pm on 09 August 2022 in the presence of two witnesses who are not in the employment of the Company.
6. The results of Insta Poll along with the list of shareholders who voted "For" or "Against" the below resolutions were provided by Kfin. Thereafter, the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Kfin (<https://evoting.karvy.com>).
7. The result of voting through electronic means (i.e. combined result of remote e-voting and Insta Poll at the AGM) is as under:



Resolution No. 1: Adoption of Audited Annual Accounts for the FY 2021-22 together with the Reports of Board of Directors and Auditors thereon.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	210	76114505	100	2	38	0	3	149016	0

Resolution No. 2: To confirm interim dividend paid on Equity Shares as the final dividend for the year ended on 31st March 2022

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	208	76263294	99.99	2	203	0	2	62	0

Resolution No. 3: Appointment of Dr. Raghottam Akamanchi, who retires by rotation, being eligible, offers himself for reappointment.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	206	76255642	99.98	7	7855	0.01	2	62	0

Resolution No. 4: Appointment of Mr. K. N. Umesh, who retires by rotation, being eligible, offers himself for reappointment.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	204	76255533	99.98	9	7964	0	2	62	0

Resolution No. 5: To consider and approve Re-appointment of Mr. L R Bhat as a Whole-time Director of the company.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	208	76263386	99.99	5	111	0	2	62	0



Resolution No. 6: To consider and approve Re-appointment of Mr. K. N. Umesh as a Wholetime Director of the company

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	207	76263385	99.99	6	112	0	2	62	0

Resolution No. 7: To consider and approve Continuation of Dr. Prabhakar Kore as Non Executive Independent Director of the company on attaining age of 75 years.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	195	71712116	94.03	18	4551381	5.96	2	62	0

Resolution No. 8: To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2022-23.

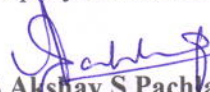
Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
215	208	76263431	99.99	5	66	0	2	62	0

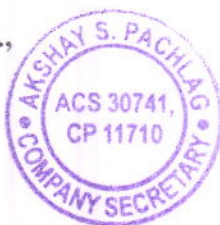
8. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

For A S Pachlag & Co.,
Company Secretaries

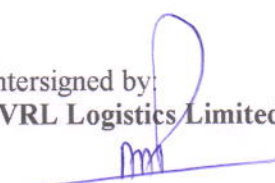

CS Akshay S Pachlag
ACS 30741, CP 11710
Proprietor



Place: Hubballi
Dated: August 10, 2022
UDIN: A030741D000777916



Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer