

Regd. & Admn. Office :

Bengaluru Road Varur

HUBBALLI - 581 207 Karnataka State

Phone : 63661 19394

Fax : 0836 2237614

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To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
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: Annual Secretarial Compliance Report for the year ended March 31, 2022

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, 2022.

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

For VRL LOGISTICS LIMITED


ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER



Place: Hubballi

Date: 28.05.2022

Corporate Office : Giriraj Annexe Circuit House Road **HUBBALLI - 580 029** Karnataka

Phone : 0836 2237511 Fax : 0836 2256612 e-mail : headoffice@vrllogistics.com

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

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

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

Office:
188, Aicoboanagar
9th Main, II cross, BTM II stage
BANGALORE -560076

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

To,

Date: 27.05.2022

The Board of Directors,
VRL Logistics Limited,
Hubballi.

Dear Sir,

Sub: Annual Secretarial Compliance Report for the Financial Year 2021-22

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



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

Office:
188, Aicoboanagar
9th Main, II cross, BTM II stage
BANGALORE -560076

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

Annexure-A

Secretarial Compliance Report of VRL Logistics Limited for the year ended 31.03.2022

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 31.03.2022 (“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;

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 and buy back of securities:-

R. Parthasarathy



- (a) The Securities and Exchange Board of India (Share based Employee benefits) Regulations, 2014.
- (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;
- (d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018;

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

(a) (a) The listed entity in general has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 17(2) and 18(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Board Meeting/Audit Committee Meeting in the 1 st quarter of FY 2021-22 was held on 12.06.2021, after a gap of 125 days instead of 120 days.	As stated by Company, due to extra-ordinary situation caused by Covid-19/Lock down/ restrictions on movement of persons/Auditors, SEBI granting time for filing Financial results for the year/quarter ending 31.03.2021 up to 30.06.2021 and MCA also granting permission to hold Board Meeting beyond gap of 120 days during the said period, the Company held its Meeting after a gap of 125 days taking into account the feasibility and convenience of all concerned which was the earliest possible schedule for holding the said Meeting.

(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 actions taken by listed entity to comply with the observations made in previous report does not arise during the period under review.

Place: Bangalore
Date: 27.05.2022


Signature:
Name of the Practicing Company Secretary
ACS No.:3667
C P No.:838
UDIN: A 003667D000407114
P/R No.768/2020

