VRL LOGISTICS LTD



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 To wers 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: Voting results and proceedings of the 37th Annual General Meeting of the Company

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

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 37th Annual General Meeting of the Company was held on 14th August 2020 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).

In this regards, we attach herewith the following:

1. Gist of proceedings at the 37th Annual General Meeting held on 14th August 2020.

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 voting results alongwith 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: 14.08.2020

Corporate Office: Giriraj Annexe Circuit House Road HUBBALLI - 580 029 Karnataka
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Customer Care: HUBBALLI © 0836 - 2307800 e-mail: customercare@vrllogistics.com
Website: www.vrllogistics.com
CIN: L60210KA1983PLC005247 GSTIN (KAR): 29AABCV3609C1ZJ

The 37th Annual General Meeting of the Company was held on Friday, 14th August 2020 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 45 members attended the meeting as per the records of the attendance.

Directors Present:

Dr. Vijay Sankeshwar

: Chairman and Managing Director

Mr. Anand Sankeshwar Mr. L R Bhat

: Managing Director : 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)

: Independent Director : Independent Director

Mrs. Medha Pawar Mr. Anand Pandurangi Mr. Gurudas Narekuli Mrs. Smriti Bellad

: Independent Director : Independent Director : Non Executive Director

Dr. Raghottam Akamanchi Dr. Ashok Shettar

: Non Executive Director

Key Managerial Personnel:

Mr. Sunil Nalavadi

: Chief Financial Officer

Mr. Aniruddha Phadnavis

: Company Secretary and Compliance Officer

Auditors Present:

Mr. Nikhil Modi

: Representative of Walker Chandiok & Co LLP, Chartered Accountants

Statutory Auditors

Scrutinizer:

Mr. Akshay Pachlag

: Proprietor, A.S. Pachlag & Co, Company Secretaries, Hubballi

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 37th Annual General Meeting

2. Board's report alongwith Annexures thereto for the financial year ended on 31st March 2020

3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31st March 2020

- 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 Senior Management team to the 37th 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 also 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, 2020 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 extended 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 11th August 2020 and ended at 5.00 p.m. on 13th August 2020.

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 Private Limited ("KFintech") 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 37th Annual general Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31st March 2020 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:

- Adoption of Audited Financial Statements for the FY 2019-20 together with the Reports of Board of Directors and Auditors thereon.
- To confirm Interim Dividend paid as the Final Dividend on Equity Shares for the year ended March 31, 2020

- 3. Re-appointment of Mr. K N Umesh, Whole time Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 4. Re-appointment of Mr. Raghottam Akamanchi, Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.
- 5. To consider appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as the Auditors of the company from the Conclusion of 37th Annual General Meeting, till the conclusion of the 42nd Annual General Meeting.
- 6. Re-appointment of Mrs. Medha Pawar as an Independent Director.
- 7. Re-appointment of Mr. Shankarasa Ladwa as Independent Director.
- 8. Re-appointment of Dr. Anand Pandurangi as an Independent Director.
- 9. Approval for payment of remuneration to Dr. Vijay Sankeshwar, Chairman and Managing Director.
- 10. Approval for payment of remuneration to Mr. Anand Sankeshwar, Managing Director.
- 11. Approval for payment of remuneration to Mr. L. R. Bhat, Whole time Director.
- 12. Approval for payment of remuneration to Mr. K. N. Umesh, Whole time Director.
- 13. To consider, approve and ratify the remuneration payable to M/s. S. K. Tikare & Co., Cost Accountants for FY 2020-21

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 electronica!!y ("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 KFintech 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: 14.08.2020 Place: Hubballi

			VRL LOGISTICS LIMITED	IITED						
Date of the AGM/EGM			14-08-2020							
Total number of shareholders on record date			41217							
No. of shareholders present in the meeting either in person or through proxy:	er in person or thro	ugh proxy:								
Promoters and Promoter Group:			5							
Public:			40							
No. of Shareholders attended the meeting through Video Conferencing	ugh Video Conferen	cing								
Promoters and Promoter Group:			Not Applicable							
Public:			Not Applicable							
Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adop	ORDINARY - Adoption of Audited Financial Stateme	incial Statements fo	or the FY 2019-20 to	gether with the Re	ports of Board of [ints for the FY 2019-20 together with the Reports of Board of Directors and Auditors thereon	rs thereon		
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
				% of Votes Polled			% of Votes in	% of Votes		
		No. of shares held No. of votes	No. of votes	on outstanding shares	No. of Votes – in	No. of Votes –	favour on votes polled	against on votes polled		
Category	Mode of Voting	(1)	polled (2)	(3)=[(5)/(favour (4)	against (5)	(6)=[(4)/	(7)=[(5)/(5)		Votes Abstained
	E-Voting		614,80,000	10	614,80,00		10			
	Poll	614 80 000	0	0.0000	0		0.0000	0.0000	614,80,000	0
Promoter and Promoter Group	Postal Ballot (if applicable)	000000000000000000000000000000000000000	0	0.0000	0		0.0000	0.0000	0	0
	Total		614,80,000	100.000	614,80,000		0 100.0000	0.0000	614,80,000	0
	E-Voting		215,31,477	93.5931	215,31,477)	100.0000	0.0000	0	3,308
	Poll	220.05 404	0	0.0000	0		0.0000	0.0000	0	0
Public- Institutions	Postal Ballot (if applicable)	250,05,404	0	0.0000	0		0.0000	0.0000	0	0
	Total		215,31,477	93,5931	215,31,477		0 100.0000	0.0000	0	3308
	E-Voting		4,882	0.0833	4,881		1 99.9795	0.0204	0	1,804
	Poll	100.00	11,736	0.2003	11,736)	0 100.0000	0.0000	2,285	0
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Public- Non Institutions	applicable)		0							
	Total	100000	16,618		16,617		1 99.9940			
() () () () () () () () () ()	Total	903,43,495	830,28,095	91.9027	830,28,094		1 100.0000	0.0000	614,82,285	HUFF 5112



Shares for the year ended on 31st March 2020 No. of Votes – in No. of Votes in favour on votes against on votes polled favour (4) No. of Votes – in No. of Votes – in No. of Votes – in favour on votes polled favour (4) 100.0000	Resolution No.	2									
No. of shares held No. of votes No. of votes held No. of votes	Resolution required: (Ordinary/ Special)	ORDINARY - Con	firm Interim Dividens	I lenid as the Final D	ividend on Fauity	The same of the same					
Mode of Voting No. of shares held No. of votes Mode of Voting No. of votes polled No. of votes No	Whether promoter/ promoter group are interested in the agenda/resolution?	ON			c duith and	onares for the year	ended on 31st Mar	ch 2020			
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Mode of Voting No. of shares held No. of votes Sinares S					% of Votes Polled			of Wetselin	7 7 7 70		
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Total	Public- Institutions	Postal Ballot (if									
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Total 903,43,495 830,29,899 91,9047 830,78,094 1 spr 0.0000	Public- Non location discussions	Postal Ballot (if								2,203	
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		Total	903,43,495		91.9047	830 28 094	1 805	00000	10000	C07 ⁶ 7	0



No. of votes No.	Resolution No.	3									
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Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-s	ORDINARY - Re-appointment of Mr. Raehottam Akamanchi. Non-Everutive Director who retires humanchisa haise distille after the second	aghottam Akaman	chi Non-Executive	oritor other retire	a solution and a	23	331		
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				% of Votes Polled on outstanding			% of Votes in	% of Votes		
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	Total		614,80,000	100,0000	614,80,000		1(614 80 000	
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	Poll	220.05.404	0	0.0000	0					00000
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Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	C
	Total		215,31,477	93,5931	215,31,477	0	10		0	3308
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	Total		18,422		18,34	75	0	0.0000	2000	
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					DISCOUNT THE PARTY SHOWS SHOWING THE PARTY SHOWI				1C07,20.410	3308



Resolution required; (Ordinary) Special)	ointment of Ms Kalyaniwalla Mistry LLP nd Annual _x00D	Chartered Accountants, I	Mumbai as the Auc	ditors of the compa	iny from the Conclus	ion of 37th Annual	Months Marking
Promoter group are No							Octicial Meeting
No. of shares held No. of votes							
No. of shares held No. of votes							
No. of shares held No. of votes							
No. of shares held No. of votes	% of Votes Polled	olled		% of Votes in	% of Votes		
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Total 903.43.495 830.28.095	830.28.095	830	•	0400.00	000000	5,485	1804



Resolution No.	9									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	SPECIAL - Re-appointment of Mrs. Medha Pawar as an Independent Director	edha Pawar as an In	Idenendent Director						
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
-			-							
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
Category	Mode of Voting	No. of shares held No. of votes (1) polled (2)	No. of votes polled (2)	shares No. of Vot (3)=[(2)/(1)]* 100 favour (4)	es – in	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100		Verbon In call of	
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Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	0.0000	C	C
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	E-Voting		215,31,477	93.5931	215,31,477	0			000,00,00	00000
	Poll	230.05.404	0	0.0000	0	0				2,308
	Postal Ballot (if	or 'co'oo								
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	00000	C	C
	Total		215,31,477	93.5931	215,31,477	0	100.000			0
	E-Voting		989'9	0.1141	4,807	1,879		28.1034		3308
	Poll	58 58 091	11,736	0.2003	11,736	0	100.0000	00000	2 205	
	Postal Ballot (if	100,00,00						00000	2,203	
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	00000	C	C
	Total			0.3144	16,543	1,879	89.8002	10.1998	2 285	
	Total	903,43,495	830,29,899	91.9047	830,28,020	1,879	7799.99	0.0023	201 10 1 10	0000
								0.000	074,04,10	2208



At - Re-appointment of Mr. Shankarasa Ladva as Independent Director. At - Re-appointment of Mr. Shankarasa Ladva as Independent Director.	Resolution No.	7									
No of shares held No. of votes States held No. of votes	Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	ointment of Mr. Shar	nkarasa Ladwa as I	ndependent Directo	1					
No. of shares held No. of votes Section Section	Whether promoter/ promoter group are interested in the agenda/resolution?	No									
No. of shares held No. of votes Shares Shares No. of votes Shares No. of votes Shares No. of votes Shares No. of votes Shares Shares No. of votes Shares No. of votes Shares Shares		-				-			-		
Mode of Voting No. of shares held No. of votes Shares Sh					% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
E-Voting E-Voting	Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	shares (3)=[(2)/(1)]* 100	es – in	No. of Votes – against (5)	polled (6)=[(4)/(2)]*100	polled (7)-(7)-(7)	Veter	
Postal Ballot (if applicable) Postal Ballot (if applicable		E-Voting		614,80,000		1,80,000			0.0000		Votes Abstained
Postal Ballot (if applicable)		Poll	614 80 000	0						614 90 00	0 0
Total	Promoter and Dromote retornory	Postal Ballot (if	00000								
F-Voting F-Voting E-Voting E-Voting	dnois latorior and latorior	applicable)		0			0				0
E-Voting 215,31,477 93.5931 215,31,477 0 100,000 0,0000 0,0000 0		lotal		614,80,000			0		0.0000	614 80 000	
Politicable Postal Ballot (if applicable) Postal Ballot (if applicable) Color Color		E-Voting		215,31,477		215,31,477	0			and and and	
Postal Ballot (if applicable)		Poll	230.05.404	0			0				
Total Company Compan	Public- Institutions	Postal Ballot (if		C		•					
E-Voting		Total		1		0	0		0.0000	0	0
Poll postal Ballot (if applicable) 58,58,091 6,686 0.1141 6,611 75 98.8782 1.1217 0 Postal Ballot (if applicable) 58,58,091 11,736 0.2003 11,736 0 100.000 0.0000 2,285 Total 10,000 0 0 0 0.0000 0 0 0.0000 0 0 Total 10,4071 2,285 0.4071 2,285 0.4071 2,285 0.4071		10101		775,31,477		215,31,477	0		000000	0	3308
Politicable Postal Ballot (if applicable) 11,736 0.2003 11,736 0.2003 11,736 0.2003 0.2000 0.0000 0.2,28 0.0000		E-voting		989'9		6,611	75		1.1217	C	
Postal Ballot (if applicable)		Poll	58 58 091	11,736		11,736	0		00000	3 305	
applicable 0 0.0000		Postal Ballot (if	100000							2,203	0
903.43.495 830.29.899 0.4071 900.000 21 900.700 0.4071	Public- Non Institutions	applicable)		0		0	0	0.0000	00000	C	•
903 43 495 830 79 899 81 800 75 830 75 831 79 899		Total		18,422		18,347	75		0.0000	ט יסר ר	0
	本語の 多数回答 (Manager) 2 日の (Ma	Total	903,43,495	830.29.899	91 9047	ACO OC 059	15		TIOLIA	C97'7	0



Resolution No.	8									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-app	SPECIAL - Re-appointment of Dr. Anand Pandurangi as an Independent Director.	nd Pandurangi as ar	n Independent Dire	ctor.					
Whether promoter/ promoter group are interested in the agenda/resolution?	ON									
						-				-
		No. of shares held No. of votes	No. of votes	% of Votes Polled on outstanding shares	No. of Votes – in	No of Votes	% of Votes in favour on votes	% of Votes against on votes		
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	favour (4)	against (5)	(6)=[(4)/(2)]*100	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100 Votes myslid	Votes Involid	Votor Abstract
	E-Voting		614,80,000	100.0000	614,80,000			0.0000	O DIPAHA	votes Abstained
	Poll	614 80 000	0	0.0000	0	0			614 80 000	
Promoter and Promoter Groun	Postal Ballot (if	00000								
	applicable)		000 000 000					0.0000	0	0
	lotal		514,80,000			0	100.0000	0.0000	614,80,000	C
	E-Voting		215,31,477		215,31,477	0	100.0000	0.0000	0	3 308
	Poll	230.05.404	0	0.0000	0	0	0.0000		C	Conto
D. L. C. A. C. A. C.	Postal Ballot (if									
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	C
	Total		215,31,477	93.5931	215,31,477	0	10			0000
	E-Voting		6,685	0.1141	6,610	75		1.1219		2206
	Poll	58 58 001	11,736	0.2003	11,736	0	100.0000	0.0000	2 285	10
	Postal Ballot (if	רומיסריסר							2,203	
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	C	C
***************************************	Total	新生态	18,421	0.3144	18,346	75			2 205	
	Total	903,43,495	830,29,898	91.9047	830.29.823	75		00000	2,203	
					**************************************			10000	614,82,285	3309



Resolution No.	6									
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	al for payment of re	emuneration to Dr. \	SPECIAL - Approval for payment of remuneration to Dr. Vijay Sankeshwar. Chairman and Managing Director	hairman and Mana	ging Director				
Whether promoter/ promoter group are interested in the agenda/resolution?	No					0.00				
				-				-		
				% of Votes Polled on outstanding			% of Votes in	% of Votes		
Category	Mode of Voting	No. of shares held No. of votes	No. of votes	shares	No. of Votes – in		polled	against on votes polled		
	Simo on Morning	(1)	polled (2)	(3)=(5)/(favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100 Votes Invalid	Votes Invalid	Votes Abstained
	E-Voting		614,80,000	10	614,80,000	0	100.000		0	
	FOIL	614,80,000	0	0.0000	0	0	0.0000		614.80.000	
Promoter and Promoter Group	Postal Ballot (if		c	0000	•				200/20/12	
	Total		000000		0			0.0000	0	0
	Total		000,080,000	100.0000	614,80,000	0	100.000	0.0000	614.80.000	0
	E-Voting		215,31,477	93.5931	215,31,477	0	100.0000		0	2 200
The second secon	Poll	230,05,404	0	0.0000	0	0	0.0000			one'e
Public- Institutions	Postal Ballot (if		c	0000	C	(
	Total		215.31.477		715 21 477				0	0
	E-Voting		6,685		4777	1 013	100.000	0.0000	0	3308
	Poll	200 07 07	1		1	0	-	28.6163	0	1
Public Non hetitutions	Postal Ballot (if	160,86,06						0.0000	2,285	0
	applicable)		0		0	0	0.0000	0.0000	C	C
	lotal		18		16,508	1,913	89.6151	10.3849	2 285	
	Total	903,43,495	830,29,898	91.9047	830,27,985	1,913		0.0003	614 07 30E	T
								- I AMARAGE	ICOSING TO	INI IN WILLIAM



Properties Pro	Resolution No.	10									
No. of shares held No. of votes Shares held No. of votes h	Resolution required: (Ordinary/ Special)	SPECIAL - Approv	al for payment of re	muneration to Mr.	Anand Sankeshwar	. Managing Directo					
No. of shares held No. of votes No. of votes	Whether promoter/ promoter group are interested in the agenda/resolution?	ON									
No. of shares held No. of votes Shares Shares held No. of votes Shares Shares Shares held No. of votes Shares Shares	·-			-				-			
Mode of Voting (1) Mo. of shares held No. of votes held No. of votes No. of vote					% of Votes Polled			% of Votes in	% of Votes		
E-Voting E-Voting FE-Voting	Category	Mode of Voting	No. of shares held	No. of votes	shares (3)=[(2)/(1)1*100	No. of Votes – in		polled			
Politicable Postal Ballot (if applicable) Postal Ballot		E-Voting		4,8(614.80.000	against (2)	(0)=((4)/	_		
Group Postal Ballot (if applicable) Company Comp		Poll	000 000 100							244 00 00	0
Total Applicable Fe-Voting E-Voting E-Voting Fe-Voting E-Voting E-Voting		Postal Ballot (if	014,00,000								0
Total	Promoter and Promoter Group	applicable)		0							C
E-Voting 215,31,477 93.5931 215,31,477 93.5931 215,31,477 0.0000		Total		614,80,000				10	STATE OF THE PERSON	214 00 00	
Poll Postal Ballot (if applicable) Postal Ballot (if applicable) Color Color		E-Voting		215,31,477						000,00,410	
Postal Ballot (if applicable)		Poll	230.05.404								
Potal Ballot (if applicable) Total 215,31,477 93.5931 215,31,477 0 0.0000 0.0000 0 0 0 0		Postal Ballot (if									
Foling E-Voting 6,685 0.1141 4,772 1,913 71.3836 28.6163 0 Postal Ballot (if applicable) 58,58,091 0.0000 0.0000 0 0.0000 0 0.0000 0.0000 0.0000 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0 0.0000 0	Public- Institutions	applicable)								C	C
E-Voting 6,685 0.1141 4,772 1,913 71.3836 28,6163 0 Poll applicable) 58,58,091 11,736 0.0000 0 11,736 0 100.0000 0.0000 2,285 Total 10tal 903,43,495 830,29,898 91.9047 830,27,985 1,913 99,9977 0.0003		Total		215,31,477			0				0000
Poll applicable) 58,58,091 11,736 0.2003 11,736 0 11,736 0 11,736 0.2003 11,736 0 11,736 0 11,736 0 11,736 0 11,736 0 11,736 0 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,736 11,738 <td></td> <td>E-Voting</td> <td></td> <td>6,685</td> <td></td> <td></td> <td></td> <td></td> <td>2</td> <td>0 0</td> <td>2300</td>		E-Voting		6,685					2	0 0	2300
Postal Ballot (if applicable)		Poll	58 58 091	11						7 205	10
applicable Decided D	;	Postal Ballot (if								2,203	
18,421 0.3144 16,508 1,913 89,6151 10,3849 2,285 903,43,495 830,29,898 91.9047 830,27,985 1,913 99,9977 0.0073 614,802,305	Public- Non Institutions	applicable)		0						C	C
903,43,495 830,29,898 91.9047 830,27,985 1,913 99.9977 0,0073 6,14.83		Total		18,421				8		2 285	0
	· · · · · · · · · · · · · · · · · · ·	Total	903,43,495	830,29						300 60 613	T



Docolistica Ma	1									
nesolution No.	11									
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	SPECIAL - Approval for payment of remuneration to Mr. L. R. Bhat, Whole time Director.	muneration to Mr.	L. R. Bhat, Whole ti	me Director.					
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
		-								
		Lod oceración of M		% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
Category	Mode of Voting	(1) polled (2)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	es – in	No. of Votes –	polled	polled		
	E-Voting		614,80,000	_	614,80,000	0	100 0000	(1)=((5)/(2)]*100 Votes Invalid	1	Votes Abstained
	Poll	614 80 000	0	0.0000	0	0	00000		0	0
	Postal Ballot (if	000,000,000					0000	0.0000	614,80,000	0
Promoter and Promoter Group	applicable)		0	0.0000	0	0	00000	0000	•	
	Total		614,80,000	100,000	614,80,000	C	100 000	0,0000	0	0
	E-Voting		215,31,477	93.5931	215,31,477	0	100 000	0.0000	614,80,000	0
	Poll	230.05.404	0	0.0000	0	0	00000	00000	0	3,308
	Postal Ballot (if	101/00/002						0,000	0	0
Public- Institutions	applicable)		0	0.0000	0	0	0.0000	00000	C	
	Total		215,31,477	93.5931	215,31,477	0	100 000	00000		0
	E-Voting		6,685	0.1141	4,772	1,913	71.3836	29 6162	0	3308
	Poll	58 58 091	11,736	0.2003	11,736	0	100.0000	20.0103	0 000	1
3 - 1	Postal Ballot (if							00000	7,285	0
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	00000	C	2
	Total		18,421	0.3144	16,508	1,913	89.6151	10.3940	0 200	0
	Total	903,43,495	830,29,898	91.9047	830.27.985	1 913	2200 00	6,0000	C87'7	7
						CT-06-	1166.66	0.0023	614.82.285	3300

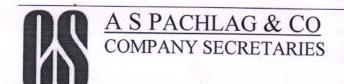


Resolution No.	12									
Resolution required: (Ordinary/ Special)	SPECIAL - Approv	SPECIAL - Approval for payment of remuneration to Mr. K. N. Umesh. Whole time Director	muneration to Mr.	K. N. Umesh. Whole	time Director					
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
			-				-			
		30	4	% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes against on votes		
Category	Mode of Voting	(1) polled (2)	polled (2)	(3)=[(2)/(1)]* 100 favour (4)	No. of Votes – in favour (4)	No. of Votes –	polled (6)=[(4)/(2)]*100	polled polled polled polled		
	E-Voting		614,80,000		614,80,000	_	_	00000		Votes Abstained
	Poll	000 00 113	0	0.0000	0				0 000 000	0
	Postal Ballot (if	000'00'						0.000	614,80,000	0
Promoter and Promoter Group	applicable)		0	0.0000	0	0	0.0000	00000	C	(
	Total		614,80,000	100:0000	614,80,000	0	10	00000	000000	0
	E-Voting		215,31,477	93.5931	215,31,477	0		00000	614,80,000	0
	Poll	230 05 404	0	0.0000	0	0		00000		3,308
0.14.0	Postal Ballot (if	0.000						0000		0
rubiic- institutions	applicable)		0	0.0000	0	0	0.0000	0.0000	0	C
	Total		215,31,477	93,5931	215,31,477	0 10 10 10 10	100.0000	00000	0 0	0
	E-Voting	_	6,685	0.1141	4,837	1,848		27 6439		3308
	Poll	58 58 091	11,736	0.2003	11,736	0		00000	2 200 0	
	Postal Ballot (if	100000						00000	7,203	0
Public- Non Institutions	applicable)		0	0.0000	0	0	0.0000	00000	C	•
	Total		18,421	0.3144	16,573	1,848		10.0320	0 1000	0
· · · · · · · · · · · · · · · · · · ·	Total	903,43,495	830,29,898	91.9047	830,28,050	1 848		0.0000	2,285	
						2,040		0.0022	614.82.285	2200



Resolution No.	13									
Resolution required: (Ordinary/ Special)	ORDINARY - To c	ORDINARY - To consider, approve and ratify the remuneration payable to Ms. S. K. Tikare. Co. Coet Accountance for the remuneration payable to Ms. S. K. Tikare. Co. Coet Accountance for the control of t	d ratify the remune	ration payable to M	S. S. K. Tikare Co.	Cost Accountants	אני טנטני אַן זיט			
Whether promoter/ promoter group are interested in the agenda/resolution?	No					Service de la constante de la	01 F1 2020-21			
	-				-					
				% of Votes Polled on outstanding			% of Votes in favour on votes	% of Votes		
Category	Mode of Voting	(1) polled (2)	No. of votes polled (2)	shares No. of Voi (3)=[(2)/(1)]* 100 favour (4)	No. of Votes – in favour (4)	No. of Votes –		polled		
	E-Voting		614,80,000	_	614,80,000	0	100 0000	(/)=[(5)/(2)]*100 Votes Invalid	1	Votes Abstained
	Poll	24.0000	0	0.0000	C			0.0000	0	0
	Postal Ballot (if	614,80,000					0.000	0.0000	614,80,000	0
Promoter and Promoter Group	applicable)		0	0.0000	0	C	00000	0000		
	Total		614,80,000	100,0000	614.80.000	0	01	0.0000	0	0
	E-Voting		215,31,477	93.5931	215,31,477	0		0.0000	614,80,000	0
	Poll	230.05.404	0	0.0000	0	0		00000		3,308
Duhlic lackitation	Postal Ballot (if							00000	0	0
agin ilstitutions	applicable)		0		0	0	0.0000	0.0000	C	•
	Total		215,31,477	93.5931	215,31,477	0	100.0000	00000		0
	E-Voting		6,685	0.1141	6,644	41	99.3866	0.6133		3308
	Poll	58 58 091	11,736	0.2003	11,736	0	100.000	0.0000	0 100	1
	Postal Ballot (if	Troiorior						0.0000	7,285	0
Public- Non Institutions	applicable)		0	0.0000	0	0	00000	00000	(
	Total		18,421	0.3144	18,380	41	99 7774	300000	0 300 0	0
	Total	903,43,495	830,29,898	91,9047	830,29,857	41	100 0000	0.22220	2,285	
							200000		5 X X X Z X	2222





6, 1st Floor, C Block, Revankar Complex, Court Circle, Hubballi-580029 Office:0836-4256919, Cell: 96200-12919, Email: cs_akshaysp@yahoo.com

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 37th Annual General Meeting of the Equity Shareholders of **VRL Logistics Limited** (the "Company") held on August 14, 2020 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 37th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 14, 2020 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 evoting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 37th 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 Private 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 07, 2020, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
- The remote E-Voting period remained open from 9.00 AM on Tuesday, August 11, 2020 to 5.00 PM on Thursday, August 13, 2020.
- 5. The votes cast through remote e-voting were unblocked by me at 05.17 PM on 13th August 2020 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 2019-20 together with the Reports of Board of Directors and Auditors thereon

Total Ballots		Favour			Against		A	bstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	117	83028094	100	1	1	0	11	61487397	0

Resolution No. 2: Confirm Interim Dividend paid as the Final Dividend on Equity Shares for the year ended on 31st March 2020

Total Ballots		Favour			Against		A	bstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	117	83028094	99.99	2	1805	0	10	61485593	0

Resolution No. 3: Re-appointment of Mr. K N Umesh, Whole time Director, who retires by rotation, being eligible, offers himself for re-appointment..

Total Favour Against Abstain/ Invalid **Ballots** Ballots Votes % **Ballots** Votes % Ballots Votes % 129 117 83029889 100 2 10 0 10 61485593 0

Resolution No. 4: Re-appointment of Mr. Raghottam Akamanchi, Non-Executive Director, who

retires by rotation, being eligible, offers himself for re-appointment.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	. 116	83029824	99.99	3	75	0	10	61485593	0

Resolution No. 5: To consider appointment of M/s Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai as the Auditors

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	117	83028094	100	1	1	0	11	61487397	0

Resolution No. 6: Re-appointment of Mrs. Medha Pawar as an Independent Director.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	115	83028020	99.99	4	1879	0	10	61485593	0



Resolution No. 7: Re-appointment of Mr. Shankarasa Ladwa as Independent Director.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	116	83029824	99.99	3	75	0	10	61485593	0

Resolution No. 8: Re-appointment of Dr. Anand Pandurangi as an Independent Director.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	115	83029823	99.99	3	75	0	11	61485594	0

Resolution No. 9: Approval for payment of remuneration to Dr. Vijay Sankeshwar, Chairman and Managing Director.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	113	83027985	99.99	5	1913	00	11	61485594	0

Resolution No. 10: Approval for payment of remuneration to Mr. Anand Sankeshwar, Managing Director.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	113	83027985	99.99	5	1913	0	11	61485594	0

Resolution No. 11: Approval for payment of remuneration to Mr. L. R. Bhat, Whole time Director.

Total Ballots		Favour			Against		1	Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	113	83027985	99.99	5	1913	0	11	61485594	0

Resolution No. 12: Approval for payment of remuneration to Mr. K. N. Umesh, Whole time Director

Total Ballots		Favour			Against			Abstain/ Invalid	
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	114	83028050	99.99	4	1848	0	11	61485594	0



Resolution No. 13: To consider, approve and ratify the remuneration payable to M/s. S. K. Tikare & Co., Cost Accountants for FY 2020-21.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	116	83029857	100	2	41	0	11	61485594	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.

ACS 30741

Thanking-you,

Yours faithfully,

For A S Pachlag & Co., Company Secretaries

CS Akshay S Pachlag ACS 30741, CP 11710

Proprietor

Place: Hubballi

Dated: August 14, 2020

UDIN: A030741B000582996

Countersigned by: For VRL Logistics Limited

Aniruddha Phadnavis Company Secretary and Compliance Officer