

Corporate Office:

Giriraj Annexe Circuit House Road
HUBBALLI- 580 029 Karnataka State
Phone : 0836- 2237511
Fax : 0836 2256612
e-mail : headoffice@vrllogistics.com

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: Postal Ballot Notice and Postal Ballot Form

This has reference to our earlier intimation dated 13th November 2024, wherein we had informed that our Board of Directors have recommended *inter-alia* the appointment of Mr. Shankar Vasantrao Pinge and Dr. D.V. Guruprasad as Independent Directors of the Company. Apart from the above, the Board has also approved and recommended for approval of shareholders the remuneration payable to Dr. Vijay Sankeshwar, Managing Director for the balance period of his tenure ending on 31st December 2026.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith a copy of Postal Ballot Notice dated 11th December 2024 alongwith the Postal Ballot Form.

The notice together with the explanatory statement under Section 102 of the Companies Act 2013 is being sent to all the members whose name appear on the Register of Members / list of beneficial owners as on 11th December 2024 (being cut off date), seeking their approval for the agenda items as set out in the notice.

The Company has engaged the services of KFin Technologies Limited (“KFin”) for the purpose of providing e-voting facility to all its members. The voting, both through Postal Ballot and electronic mode shall commence on Tuesday, 17th December 2024 at 09.00 AM (IST) and shall end on Wednesday, 15th January 2025 at 5.00 PM (IST). The results of Postal Ballot would be declared on or before 17th January 2024.

The above information is also available on the website of the Company, www.vrlgroup.in.

Thanking you,

For VRL LOGISTICS LIMITED

ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 14.12.2024

Place: Hubballi





VRL LOGISTICS LIMITED

CIN:L60210KA1983PLC005247

Registered Office: RS NO.351/1, Varur

Post Chabbi Taluk, Hubli Dist. Dharwad, Hubballi– 581207, Karnataka

Tel No : 0836 2237511, Fax No : 0836- 2256612

E-mail: investors@vrllogistics.com; Website:www.vrlgroup.in

Postal Ballot Notice

[Pursuant to section 110 of the Companies Act 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
17 th December 2024 (9.00 AM)	15 th January 2025 (5.00 PM)

Notice of Postal Ballot (Notice) is hereby given to the members of VRL Logistics Limited (the “**Company**”) pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (the “**Act**”, including any statutory modification or re-enactment(s) thereof) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “**Rules**”, including any statutory modification or re-enactment(s) thereof) and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI Listing Regulations**”, as amended from time to time), Secretarial Standard – 2 (‘**SS-2**’) issued by the Institute of Company Secretaries of India (as amended from time to time) and other applicable laws and regulations, to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot (including voting through electronic means). The explanatory statement pertaining to the said resolutions setting out the material facts and the rationale thereof is annexed hereto for your consideration and forms an integral part of this Postal Ballot Notice.

This Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Wednesday, 11th December 2024 (‘**Record Date**’) as received from KFin Technologies Limited (‘**KFin**’), the Company’s Registrar and Transfer Agent (‘**RTA**’) and whose e-mail address is registered with the Depositories (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with postal ballot form are being sent to those Members whose e-mail addresses are not so registered, by permitted mode, along with a self-addressed postage pre-paid business reply envelope (please refer to the “*notes*” section below for more information in this regard).

In compliance with Regulation 44 of the SEBI Listing Regulations read with Section 108 and Section 110 of the Act and rules made thereunder and applicable MCA Circulars, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Postal Ballot Notice.

You are requested to carefully read the instructions printed herein, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original, duly completed, in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Wednesday, 15th January, 2025.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the reverse of the Postal Ballot Form and take note that e-voting (electronic mode) shall commence from Tuesday, 17th December, 2024 at 9.00 AM (IST) and shall end on Wednesday, 15th January, 2025 at 5.00 PM (IST) and members are requested to note that the facility for e-voting shall be blocked forthwith thereafter.

The Board of Directors at their meeting held on Wednesday, 13th November 2024 have appointed CS. Akshay Pachlag (CP No. 11710/Membership No.30741), Practicing Company Secretary, as the Scrutinizer (‘**Scrutinizer**’) to conduct the postal ballot process in a fair and transparent manner.

The results of the Postal Ballot will be announced within two working days after the conclusion of remote e- voting i.e. on or before Friday, 17th January 2025. The results of the postal ballot (including voting through electronic means) along with the Scrutinizer’s report will be made available on the website of the Company at <http://www.vrlgroup.in> and intimated to the stock exchange(s), where the shares of the Company are listed, on or before 17th January 2025.



Special Business:

Agenda Item No.1

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

APPROVAL FOR PAYMENT OF REMUNERATION TO DR. VIJAY SANKESHWAR (DIN: 00217714), MANAGING DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of the sections 196, 197 & 198, read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act 2013 (“the Act”), Regulations 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Article 93 & 97 of the Articles of Association of the company and other applicable provisions, if any, of the Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof and subject to such other approvals, permissions, sanctions as may be necessary and pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors, consent of the members be and is hereby accorded for payment of remuneration to Dr. Vijay Sankeshwar (DIN: 00217714), Chairman & Managing Director of the Company, for the remaining period of his tenure, i.e. for the two year period with effect from 1st January 2025, on the same terms and conditions as contained in the earlier agreement and upon the existing remuneration viz., monthly remuneration not exceeding Rs.27,00,000/- (Rupees twenty seven lakhs only) (inclusive of perquisites) plus commission not exceeding 0.75 % of the net profits of the Company;

RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/ inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V of the Act and that no commission will be paid;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

Agenda Item No.2

APPOINTMENT OF MR. SHANKAR VASANTRAO PINGE (DIN: 10847936) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval by the Board of Directors, provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Shankar Vasant Rao Pinge, (DIN 10847936), as an Independent Director of the Company, who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, for a term of five years w.e.f. 19th February 2025, whose period of office shall not be subject to retirement by rotation

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto”.

Agenda Item No.3

APPOINTMENT OF DR. D. V. GURUPRASAD (DIN: 01558266) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the recommendation of the Nomination & Remuneration Committee and approval by the Board of Directors, provisions of Sections 149, 152 and other applicable provisions of the Companies Act,



2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, consent of the members of the Company be and is hereby accorded for the appointment of Dr. D.V. Guruprasad, (DIN: 01558266) as an Independent Director of the Company, who meets the criteria of independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, for a term of five years w.e.f. 19th February 2025, whose period of office shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), as recommended by the Nomination and Remuneration Committee and by the Board of Directors, consent of the Members be and is hereby accorded for the appointment of Dr. D.V. Guruprasad (holding DIN: 01558266) as an Independent Director of the Company till the conclusion of his term, notwithstanding the fact that he would attain the age of 75 years in the course of such tenure;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this resolution and matters incidental thereto.”

FOR VRL LOGISTICS LIMITED

ANIRUDDHA PHADNAVIS
Company Secretary &
Compliance Officer
ICSI Membership No: ACS20456

Place: Hubballi
Date: 11th December 2024



Notes:

1. The Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Wednesday, 11th December 2024 (“**Cut-Off Date**”) as received from Kfin Technologies Limited, the Company’s Registrar and Transfer Agent (‘**RTA**’) and whose e-mail address is registered with the Depositories (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with postal ballot form are being sent to those Members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid business reply envelope.
2. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot (including voting through remote e-voting). A person who is not a Member on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical postal ballot may download the postal ballot form attached to the e-mail or from the Company’s website www.vrlgroup.in and website of KFin, <https://www.kfintech.com>, where this Postal Ballot Notice is displayed and send the duly completed and signed postal ballot form so as to reach the Scrutinizer on or before 5:00 PM on Wednesday, 15th January 2025.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and applicable MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Sl.No.19 of this Postal Ballot Notice.
6. The remote e-voting shall commence on Tuesday, 17th December, 2024 at 9:00 a.m. (IST) and shall end on Wednesday, 15th January 2025 at 5:00 p.m. (IST). The remote e- voting module shall be disabled by KFin for voting thereafter.
7. The members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
8. Documents referred to in this notice and explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days from 10:00 am to 5:00 pm till from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., upto Wednesday, 15th January 2025.
9. After scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman, or any other person duly authorized, on the result of the Postal Ballot on or before Friday, 17th January 2025. The Scrutinizer’s decision on the validity of votes cast will be final.
10. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.vrlgroup.in/ and on the website of KFin, <https://www.kfintech.com/> immediately after the result is declared by the Chairman or any other person duly authorized, and the same shall be communicated to the stock exchanges, where the equity shares of the Company are listed.
11. The results shall also be displayed on the notice board at the Registered Office of the Company.
12. The resolution(s), if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting.
13. Pursuant to the provisions of Section 110 of the Act read with the applicable Rules and MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.



14. Members who have not registered their e-mail addresses are requested to register the same with the RTA (in case of the physical shareholding) / Depository Participant(s) (in case of electronic shareholding).
15. Pursuant to SEBI Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI vide Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2023/70 dated 17 May, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023. kindly note that the members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., on or before 31st December, 2023 by submitting a duly filled up Form ISR-1(request for registering/change/ updation of PAN, KYC details), ISR-2 (signature of shareholder), SH-13 (nomination), SH-14 (cancellation/variation in nomination), ISR-3 (opting out of Nomination) to our RTA, Kfin Technologies Limited, either by email to einward.ris@kfintech.com/ or by post to Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032. Members holding shares in dematerialized mode are requested to register / update their email addresses with their Depository Participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
16. In case the shares of the Company are jointly held, the postal ballot form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s).
17. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy of the board resolution/ power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at the following e-mail IDs: investors@vrllogistics.com/ cs_akshaysp@yahoo.com. In case of e-voting, the same may be uploaded in the e-voting module under their login.
18. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated 11th August 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.
19. **Information and Other Instructions relating to Remote E-Voting:**
 - (a) In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and applicable MCA Circulars, members are provided with the facility to cast their vote electronically, through the remote e- voting platform provided by KFin, on the resolution(s) set forth in this Postal Ballot Notice.
 - (b) In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, either through their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
 - (c) The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is provided in the covering letter/e-mail accompanying the Postal Ballot Notice.
 - (d) The remote e-voting facility will be available as follows: Commencement of remote e-voting: 9.00 a.m.



(IST) on Tuesday, 17th December 2024; End of remote e-voting: 5.00 p.m. (IST) on Wednesday, 15th January 2025. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

- (e) The Board of Directors of the Company has appointed CS. Akshay Pachlag, Practicing Company Secretary (Membership Number: ACS 30741/CP 11710), as the Scrutinizer to scrutinize the Postal Ballot process and the remote e-voting in a fair and transparent manner.
- (f) The Scrutinizer, after scrutinizing the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, prepare his Report and submit it to the Chairman or any other person duly authorized on or before, Friday, 17th January 2025. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at the link www.vrlgroup.com/investors and on the website of KFin at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.
- (g) Subject to receipt of the requisite number of votes, the Resolution(s) shall be deemed to have been passed on the last date of remote e-voting i.e. on Wednesday, 15th January 2025.
- (h) The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolution(s) proposed to be passed through the Postal Ballot by remote e-voting is on Wednesday, 11th December 2024. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolution(s), in accordance with the process specified in this Postal Ballot Notice.
- (i) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- (j) In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
- (k) The detailed process and manner for remote e-voting is explained herein below:

(I) E-Voting procedure for Individual Shareholders holding securities in Demat:

(a) Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <p>I. URL: https://eservices.nsdl.com</p> <p>II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</p> <p>IV. Click on the link against VRL Logistics Limited or e-Voting service provider “KFin” and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>i. To register click on link: https://eservices.nsdl.com Select “Register Online for IDeAS” or click on the link https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of NSDL</p> <p>I. URL: https://www.evoting.nsdl.com/</p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on VRL Logistics Limited or e-Voting service provider name “KFin” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App ‘NSDL Speed-e’ facility by scanning the QR code given below for seamless voting experience.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. URL: https://web.cdslindia.com/myeasi/home/login or</p> <p>II. URL: www.cdslindia.com</p> <p>III. Click on New System Myeasi</p> <p>IV. Login with user id and password.</p> <p>V. Option will be made available to reach e-Voting page without any further authentication.</p> <p>VI. Click on e-Voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>3. By visiting the e-Voting website of CDSL</p> <p>I. URL: www.cdslindia.com</p> <p>II. Provide demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) where the e-Voting is in progress.</p>



(b) Method of Login for individual Shareholders holding the securities in demat mode through their Depository Participants.

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL / CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication. Click on VRL Logistics Limited or e-Voting service provider name “KFin” and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.

Members who are unable to retrieve their User ID / Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers i.e. NSDL - Email: evoting@nsdl.co.in, toll free numbers: 1800 1020 990 / 1800 22 44 30; or CDSL - Email: helpdesk.evoting@cdslindia.com, phone numbers: 022-23058738 / 022- 23058542-43.

(II) Method of Login for Institutional Shareholders and Shareholders holding securities in Physical form:

(i) The details of the process and manner of remote e-voting are given below:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

(ii) After entering the details appropriately, click on LOGIN.

(iii) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) You need to login again with the new credentials.

(v) On successful login, the system will prompt you to select the EVENT i.e. VRL Logistics Limited.

E-voting Procedure

- i. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut- off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution(s), enter all shares and click ‘FOR’/ ‘AGAINST’ as the case may be or partially in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR’ and / or ‘AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ and the shares held will not be counted under either head.
- ii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- iii. Cast your votes by selecting an appropriate option and click on ‘SUBMIT’. A confirmation box will be displayed. Click ‘OK’ to confirm, else ‘CANCEL’ to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution(s).
- iv. **Query / Grievance:** In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFin Website) or contact Mr. Bhaskar Roy – Deputy Vice President, at evoting@kfintech.com or call KFin’s toll free No. 1800-309-4001 for any further clarifications.

Physical Voting

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.



STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statement sets out all material facts and rationale with regard to the special businesses mentioned in the Postal Ballot Notice:

Agenda No. 1

APPROVAL FOR PAYMENT OF REMUNERATION TO DR. VIJAY SANKESHWAR (DIN: 00217714), MANAGING DIRECTOR OF THE COMPANY

Dr. Vijay Sankeshwar was re-appointed as the Chairman & Managing Director of the Company w.e.f. January 01, 2022 for a period of five years effective at the 34th Annual General Meeting of the Company held on August 7, 2021 and remuneration payable to him was fixed for an initial period of 3 (three) years, i.e., from January 01, 2022 to December 31, 2024. As such members would now need to approve his remuneration for the balance period of such tenure i.e. from January 01, 2025 to December 31, 2026.

Dr. Vijay Sankeshwar has indicated that he does not seek any enhancement in the existing remuneration being paid to him. As such, the management of the Company proposes the continuation of the same remuneration as was being paid to him earlier, which is as follows:-

FIXED PAY

Rs.27,00,000/- (Rupees Twenty Seven Lakhs only) per month, inclusive of perquisites, which is eligible for revision as may be determined by the Nomination and Remuneration Committee with subsequent approval by the Board from time to time.

Remuneration includes,

1. Perquisites and allowance including house maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.
2. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.
3. Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company.
4. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme as per the policy of the Company.
5. Leave and encashment of leave - as per the policy of the Company.
6. Gratuity and / or contribution to the Gratuity Fund of Company - as per the policy of the Company
7. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

The following elements shall not be included in the computation of remuneration stated above:

- a. Gratuity as per rules of the Company (which shall not exceed one half month's Salary for each completed year of service);
- b. Earned leave with full pay or encashment as per rules of the Company;
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company;
- d. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls but excluding long distance personal calls to be paid by Chairman & Managing Director), reimbursement of all travelling & related expenses incurred for official purposes, shall not be included in the computation of perquisites.



For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

VARIABLE PAY

In addition to the above salary and perquisites, commission will also be payable at a rate of not exceeding 0.75% of the net profits of the Company subject to the overall limit of remuneration as per Schedule V as stated in the Notice.

OTHER TERMS & CONDITIONS OF REMUNERATION /APPOINTMENT:-

- a) In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Dr. Vijay Sankeshwar, remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Government from time to time in this regard, as minimum remuneration. However no commission on net profits would be paid.
- b) No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.
- c) As a Managing Director, Dr. Vijay Sankeshwar shall not be liable to retire by rotation in accordance with the Articles of Association of the Company.

The Company had entered into an agreement with Dr. Vijay Sankeshwar for his appointment as a Managing Director. The terms as set out in the explanatory statement may also be treated as an abstract of the terms of the agreement entered into between the Company and Dr. Vijay Sankeshwar under Section 190 of the Companies Act 2013.

The Nomination and Remuneration Committee and the Board of Directors have recommended the continuation of existing remuneration payable to Dr. Vijay Sankeshwar at their meeting held on November 13, 2024. The members were also briefed that the same remuneration be paid in case of inadequate profit or absence of profit in compliance with schedule V of the Companies Act, 2013. Similarly, necessary approval under Regulation 17 (6) of the SEBI (LODR) Regulations is proposed to be taken with regard to payment of remuneration to Dr. Vijay Sankeshwar.

The Board recommends the resolution set forth in agenda No. 1 for the approval of the Members. Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as Annexure A and B to this Notice. Additional disclosure as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration in the event of inadequate profits/ absence of profits for Agenda No 1 is included as Annexure C hereto.

Except Dr. Vijay Sankeshwar, Dr. Anand Sankeshwar and Mr. Shiva Sankeshwar, none of the other Directors, Key Managerial Personnel of the Company in any way, interested or concerned, financially or otherwise, in this item of business.

Agenda No. 2

APPOINTMENT OF MR. SHANKAR VASANTRAO PINGE (DIN: 10847936) AS AN INDEPENDENT DIRECTOR

The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on November 13, 2024 have recommended the appointment of Mr. Shankar Vasant Rao Pinge, as an Independent Director of the Company for a period of five years w.e.f. 19th February 2025. Mr. Shankar Vasant Rao Pinge meets the criteria of independence as specified under the Companies Act 2013 as also under the SEBI Listing Regulations. He shall not be liable to retire by rotation. His appointment as an Independent Director would be in compliance with all applicable statutory requirements.



A notice has been received from members of the Company u/s 160 of the Companies Act 2013 proposing the candidature of Mr. Shankar Vasant Rao Pinge as an Independent Director of the Company.

Brief Profile of Mr. Shankar Vasant Rao Pinge

Born in 1960, he completed his graduation in Commerce in the year 1981 from Karnatak University, Dharwad. He is also a Member of The Institute of Chartered Accountants of India, New Delhi. He worked with State Bank of India from 1984 to 1989. He joined M/s. Saraf Associates, Chartered Accountants, Mumbai in the year 1989 after qualifying as a Chartered Accountant and was associated with the firm from 1989 to 2002 in different positions. He started his own practice in 2002 in the name of M/s. S V Pinge & Co.

He has vast experience in the field of Taxation, Audit and Finance etc. and the Company can utilize his experience in formulating and strengthening internal controls and Internal Audit System etc.

Mr. Shankar Vasant Rao Pinge has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received his consent in writing to act as an Independent Director, and a confirmation that he is not disqualified under section 164(2) of the Companies Act, 2013 as also in terms of proviso to sub-section (5) of Section 152 thereof. The Board of Directors is of the opinion that Mr. Shankar Vasant Rao Pinge fulfils the conditions specified in the Act for his appointment as an Independent Director.

Mr. Shankar Vasant Rao Pinge along with his relatives holds equity shares in the Company and their shareholding does not exceed limits prescribed under the Companies Act 2013 and the SEBI (LODR) Regulations.

None of the other Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in this resolution.

The Board of Directors recommends the appointment of **Mr. Shankar Vasant Rao Pinge** as an Independent Director by Special Resolution at Agenda as set out at agenda item No. 2 for approval of the shareholders.

Information pursuant to Secretarial Standard -2 issued by the Institute of Company Secretaries of India, and SEBI Listing Regulations relating to the proposed appointment is provided in Annexures A & B to this Notice respectively.

Agenda No. 3

APPOINTMENT OF DR. D. V. GURUPRASAD (DIN: 01558266) AS AN INDEPENDENT DIRECTOR

The Nomination and Remuneration Committee of the Company at its meeting held on 13th November 2024 has recommended the appointment of Dr. D.V. Guruprasad as an Independent Director of the Company for a period of five years w.e.f. 19th February 2025. Dr. D. V. Guruprasad meets the criteria of independence under the Companies Act 2013 as also the SEBI Listing Regulations. Dr. D.V. Guruprasad shall not be liable to retire by rotation. His appointment as an Independent Director would be in compliance with all applicable statutory requirements.

A notice has been received from members of the Company u/s 160 of the Companies Act 2013 proposing the candidature of Dr. D.V. Guruprasad as an Independent Director of the Company.

Brief Profile of Dr. D.V. Guruprasad

Born in 1951, he completed his Graduation in B.Sc. from Bangalore University and he also did his Masters degree in English Literature from Karnatak University, Dharwad. He joined Indian Police Service (IPS) in the year 1976. He was awarded Ph.D in English literature by the Gulbarga University on his thesis "*The Letter in Indian Writing in English*" while he was serving as a Superintendent of Police.

He served as Superintendent of Police (SP) in many districts of Karnataka and also served as a DGP of Gulbarga Range apart from being the Commissioner of Police at Hubli-Dharwad. He was one of the very few officers to head both the State CID and State Intelligence Wings. He worked as Intelligence Chief under three Chief Ministers of different Parties which is a rarity. He has also worked in the CISF at New Delhi and served as Addl. DGP, Recruitment and Training.



He has undergone professional training in the UK and Israel. He has specialized in Security, Criminal investigation, and law and order. Problems related to children, women and senior citizens are his special interest and he steered the Gender Sensitization Project of Karnataka police for 3 years. He was closely associated with UNICEF.

He has worked in several non- police organizations. He was Director, Traffic and Director Security and Vigilance of Karnataka State Road Transport Corporation. He was the Director and Head of the State Information Department. After his retirement from the IPS as DGP in 2011, he was the CEO of the M S Ramaiah group of institutions in Bangalore for 7 years and retired in 2018. He thereby has vast experience in the Road Transportation and Education industries.

He was a visiting Professor of Criminology in Rani Chennamma University, Belagavi. He regularly gives lectures in several Universities and training institutions. He is a recognized trainer of Government of India. He is an inspirational speaker. He mentors aspirants for the prestigious Civil Services Examination conducted by the UPSC and several of his mentees have been selected for IAS/IPS in the recent years. He has authored ninety five (95) books, both in Kannada and English and is a popular columnist for various newspapers and magazines.

Dr. D.V. Guruprasad has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Company has also received his consent in writing to act as an Independent Director, and an intimation that he is not disqualified under section 164 (2) of the Companies Act, 2013 as also in terms of proviso to sub-section (5) of Section 152 thereof. The Board of Directors is of the opinion that Dr. D.V. Guruprasad fulfils the conditions specified in the Act, for his appointment as an Independent Director.

He nor his relatives hold any equity shares in the Company either directly or on beneficial basis.

The Board of Directors recommends the appointment of Dr. D.V. Guruprasad as an Independent Director as set out at agenda item No. 3 for approval of the shareholders. A specific approval of the members under Regulation 17 (1A) of the SEBI Listing Regulations is being sought as he would attain the age of 75 years during the proposed tenure of his directorship.

Information pursuant to Secretarial Standard -2 issued by the Institute of Company Secretaries of India, and SEBI Listing Regulations about Dr. D. V. Guruprasad are provided in Annexures A & B to this Notice respectively.

None of the other Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise in this resolution.

ANNEXURE – A

DETAILS OF DIRECTORS SEEKING APPOINTMENT AS REQUIRED UNDER SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

1. Mr. Shankar Vasanttrao Pinge

Name of the Director	Mr. Shankar Vasanttrao Pinge
DIN	10847936
Date of Birth	16 th July 1960
Age	64 years
Date of Initial Appointment	Not Applicable
Tenure of Appointment	Appointment as an Independent Director for a period of five years w.e.f. 19 th February 2025.
Last Salary drawn.	Not Applicable
Remuneration proposed to be paid	No remuneration is proposed except sitting fees payable for attending meetings of the Board/its Committees.
Qualification	B.Com, ACA
Expertise in Specific functional area	Finance, Taxation, Audit, Securities laws, Accounting etc.,
Relationship with other Directors	None
Shareholding in the Company as on 30th September 2024	13,226 Equity shares (Being 0.01% of total shareholding of the Company) – held by him and relatives.
Number of Board meetings held and attended during the FY 23-24	Not Applicable
Listed entities in which the person has resigned in past three years	Not Applicable

2. Dr. D V Guruprasad

Name of the Director	Dr. Devarayadurg Venkateshmurthy Guruprasad (Dr. D.V. Guruprasad)
DIN	01558266
Date of Birth	10 th July 1951
Age	73 years
Date of Initial Appointment	Not Applicable
Tenure of Appointment	Appointment as an Independent Director for a period of five years w.e.f. 19 th February 2025
Last Salary drawn.	Not Applicable
Remuneration proposed to be paid	No remuneration is proposed except sitting fees payable for attending meetings of the Board/its Committees.
Qualification	B.Sc. and M.A (English), IPS, Ph.D.
Expertise in Specific functional area	Expertise in Administration, liaison, Road Transportation, Security, Law & Order, Education and Literature.
Relationship with other Directors	None
Shareholding in the Company as on 30th September 2024	Nil
Number of Board meetings held and attended during the FY 24-25	Not Applicable
Listed entities in which the person has resigned in past three years	Not Applicable



ANNEXURE – B

Details of Directors seeking approval as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India

1. Dr. Vijay Sankeshwar

Name of the Director	Dr. Vijay Sankeshwar
DIN	00217714
Date of Birth	02 nd August 1950
Brief Resume of the Director	Dr. Vijay Sankeshwar holds a Bachelor's Degree in Commerce from Karnatak University, Dharwad. He was a former Member of Parliament and was elected from the Dharwad (North) constituency in the 11th, 12th and 13th Lok Sabha elections and he was also a Member of the Legislature of the State of Karnataka. He was a member of Central Government committees, such as, the Committee of Finance between 1996 and 1997, the Consultative Committee, Ministry of Surface Transport between 1996 and 2000 and the Committee of Transport and Tourism between 1998 and 2000. He has nearly five decades of experience in the transport industry. He has bestowed with various awards such as 'Udyog Ratna' and the Karnataka "Rajyotsava" Award. The Government of India in the year 2020 honored with "PADMA SHRI" award to him which is one of the highest civilian award in the country.
Nature of Expertise	Surface Logistics, Media and Administration.
Qualification	B.Com
Expertise in Specific functional area	Overall Strategy formulation, Policy making and monitoring of overall business.
Directorship held in other Companies	1) Vijayakant Dairy & Food Products Limited 2) VRL Steel Private Limited 3) Vijayanand Foods Private Limited 4) Vijayanand Logistics Private Limited (under process of strike- off/closure)
Membership of Committee in other Companies	Nil
Category	Promoter
Relationship with other Directors	Dr. Anand Sankeshwar & Mr. Shiva Sankeshwar are related to Dr. Vijay Sankeshwar
Shareholding in the Company as on 30th September 2024	2,47,80,564 Equity shares
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Overall Strategy formulation, Policy making and monitoring of overall business.



2. Mr. Shankar Vasant Rao Pinge

Name of the Director	Mr. Shankar Vasant Rao Pinge
DIN	10847936
Date of Birth	16 th July 1960
Brief Resume of the Director	Born in 1960, he completed his graduation in Commerce in the year 1981 from Karnatak University, Dharwad. He is also a Member of The Institute of Chartered Accountants of India, New Delhi. He worked with State Bank of India from 1984 to 1989. He joined M/s. Saraf Associates, Chartered Accountants, Mumbai in the year 1989 after qualifying as a Chartered Accountant and was associated with the firm from 1989 to 2022 in different positions. He started his own practice in 2022 in the name of M/s. S V Pinge & Co.
Nature of Expertise	Finance, Accounting, Taxation, Banking, Audit etc.
Qualification	Bachelor of Commerce and an Associate Member of The Institute of Chartered Accountants of India
Expertise in Specific functional area	Finance, Accounting, Taxation, Banking, Audit etc.
Directorship held in other Companies	None
Membership of Committee in other Companies	None
Category	Non-Executive Independent Director
Relationship with other Directors	None
Shareholding in the Company as on 30th September 2024	13,226 Equity Shares i.e. 0.01% - held by him and relatives.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	He has vast experience in the field of Taxation, Audit and Finance etc. and the Company can utilize his experience in formulating and strengthening internal controls and Internal Audit System etc.

3. Dr. D. V. Guruprasad

Name of the Director	Dr. Devarayadurg Venkateshmurthy Guruprasad (Dr. D.V. Guruprasad)
DIN	01558266
Date of Birth	10 th July 1951
Brief Resume of the Director	Born in 1951, he completed his Graduation in B.Sc. from Bangalore University and he also did his Masters degree in English Literature from Karnatak University, Dharwad. He joined Indian Police Service (IPS) in the year 1976. He was awarded Ph.D in English literature by the Gulbarga University. He served as Superintendent of Police (SP) in many districts of Karnataka and also served as a DGP of Gulbarga Range apart from being the Commissioner of Police at Hubli-Dharwad. He was one of the very few

	<p>officers to head both the State CID and State Intelligence Wings. He worked as Intelligence Chief under three Chief Ministers of different Parties which is a rarity. He has also worked in the CISF at New Delhi and served as Addl. DGP, Recruitment and Training.</p> <p>He has undergone professional training in the UK and Israel. He was also closely associated with UNICEF.</p> <p>He was Director, Traffic and Director Security and Vigilance of Karnataka State Road Transport Corporation. He was the Director and Head of the State Information Department. After his retirement from the IPS as DGP in 2011, he was the CEO of the M S Ramaiah group of institutions in Bangalore for 7 years and retired in 2018.</p> <p>He was a visiting Professor of Criminology in Rani Chennamma University, Belagavi. He regularly gives lectures in several Universities and training institutions. He is a recognized trainer of Government of India. He is an inspirational speaker. He mentors aspirants for the prestigious Civil Services Examination conducted by the UPSC and several of his mentees have been selected for IAS/IPS in the recent years. He has authored ninety five (95) books, both in Kannada and English and is a popular columnist for various newspapers and magazines.</p>
Nature of Expertise	Expertise in Administration, liaison, Road Transportation, Security, Law & Order, Education and Literature.
Qualification	B.Sc. and M.A (English), IPS, Ph.D.
Expertise in Specific functional area	Expertise in Administration, liaison, Road Transportation, Security, Law & Order, Education and Literature.
Directorship held in other Companies	None
Membership of Committee in Companies	None
Category	Non-Executive Independent Director
Relationship with other Directors	None
Shareholding in the Company as on 30th September 2024	Nil
Skills and Capabilities required for the role and the manner in which the proposed person meets such requirements	The Company is expected to benefit from his being a capable administrator, liaisons skills and knowledge of security aspects as also his experience in the road transportation industry.



ANNEXURE – C

STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013.

I GENERAL INFORMATION

1. Nature of industry:

The Company is engaged in the business of Surface Road Transportation (Logistics Industry).

2. Date of Incorporation/commencement of commercial production: 31st March 1983

3. Financial performance based on given indicators:

Standalone Financial Results for the last three years:

(₹ in Lakhs)

Particulars	2023-24	2022-23	2021-22
Profit (Loss) after Tax	8,906.10	32,421.08	16,050.28
Net Worth (including balance in Profit and Loss Account)	94,579.03	97,584.15	65,163.07
Earnings Per Share	10.16	36.58	18.12
Turnover	2,90,971.85	2,92,924.29	2,41,046.54

4. Foreign investments or collaboration, if any:

There is no direct foreign investment in the Company and there is no foreign collaboration in the Company.

As on 30th September 2024, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies through the secondary market in the Company is as under:

Sl.No.	Description	Shares	% Equity
1	Foreign Portfolio - Corp	34,47,233	3.94
2	Non Resident Indians	4,68,357	0.54
	Total	2,230,259	4.48

II INFORMATION ABOUT THE APPOINTEE

1. Background details:

Dr. Vijay Sankeshwar holds a Bachelor's Degree in Commerce from Karnatak University, Dharwad. He was a former Member of Parliament and was elected from the Dharwad (North) constituency in the 11th, 12th and 13th Lok Sabha elections and he was also a Member of the Legislative Council of the State of Karnataka. He was a member of Central Government committees, such as, the Committee of Finance between 1996 and 1997, the Consultative Committee, Ministry of Surface Transport between 1996 and 2000 and the Committee of Transport and Tourism between 1998 and 2000. He is the founder promoter of the Company.

2. Past Remuneration:

The remuneration paid to Dr. Vijay Sankeshwar for the last financial year 2023-24 and 2022-23 was as follows:

(₹ in lakhs)

Name of the Director	2023-24	2022-23
Dr. Vijay Sankeshwar	303.54	337.88

3. Recognition or Awards

a) Dr. Vijay Sankeshwar

Year	Awards
1994	Udyog Ratna by the Institute of Economic Studies, New Delhi
2002	Aryabhat Award
2007	Sir M. Visvesvaraya Memorial Award
2008	Transport Samrat
2012	Transport Personality of the year in India Road Transportation Awards 2012 (IRTA)
2019	Karnataka Rajyotsava Award
2020	PADMASHRI by the Central Government

4. Job profile and Suitability

Dr. Vijay Sankeshwar, Chairman & Managing Director of the Company is highly experienced and controls the affairs of the Company under the direction of the Board of Directors of the Company. He founded this company with a single truck and has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has over five decades of experience in the surface logistics industry. He is actively involved in business strategy and business development functions of the Company.

Remuneration

Details of remuneration as approved by the shareholders earlier and proposed remuneration is tabulated below:

DR.VIJAY SANKESHWAR	
Remuneration Amt in Lakhs	An amount not exceeding ₹ 27,00,000/- (Rupees twenty seven lakhs only) per month inclusive of perquisites.
Perquisites	<p>Remuneration Includes-</p> <ol style="list-style-type: none"> House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company. Leave and encashment of leave - as per the policy of the Company. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide. <p>In addition to the above salary and perquisites, Dr. Vijay Sankeshwar shall also be eligible for a commission of an amount not exceeding 0.75% of the net profits of the Company subject to the overall limit of remuneration drawn during the applicable financial year.</p>

	<p>The following shall not be included in the computation of remuneration stated above:</p> <ol style="list-style-type: none"> Gratuity as per rules of the Company (which shall not exceed one half month's Salary for each completed year of service); Earned leave with full pay or encashment as per rules of the Company. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls but excluding long distance personal calls to be paid by him). <p>For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.</p> <p><u>Other Terms and Conditions</u></p> <ul style="list-style-type: none"> In the event of loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Dr. Vijay Sankeshwar, the remuneration by way of salary, perquisites, or any other allowances as specified above as minimum remuneration as per the Provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) in compliance with Schedule V thereof. However no commission would be payable in such case. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. In accordance with the Articles of Association, Dr. Vijay Sankeshwar shall not be liable to retire by rotation being a Managing Director.
<p>Proposed Remuneration</p>	<p>He does not seek any enhancement in the existing remuneration being paid to him and the proposal is for the continuation of the same remuneration with other terms and conditions of his appointment remaining the same.</p>

5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid to the Chairman & Managing Director looking at the profile of the position and the individual in question, remuneration drawn by Dr. Vijay Sankeshwar is commensurate with that being paid by companies of comparable size in the logistics industry.

6. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Dr. Vijay Sankeshwar, Dr. Anand Sankeshwar and Mr. Shiva Sankeshwar, Directors, are related to each other. Except to the extent of remuneration drawn and shareholding related defrayals, Dr. Vijay Sankeshwar does not have any other pecuniary relationship with the Company or with any of its other Directors or Key Managerial Personnel.

III OTHER INFORMATION

1. Reasons of loss or inadequate profits:

Not Applicable

2. Steps taken or proposed to be taken for improvement:

Not Applicable



3. Expected increase in productivity and profits in measurable terms:

The inherent strength in the Company's business model ensures non-dependence on any particular customer or industry for its revenues. The available drivers and vehicles are being optimally for less than Truck Loads and the company has moved away from all its past non-core verticals. We are transacting freight business coming our way and our entire team continuously approaches existing customers as also potential customers for getting business.

The Company's business has demonstrated ample resilience to adverse economic developments in the past and given the recent branch expansion as also fleet expansion undertaken by the Company, duly backed by stellar financial performance, the business is expected to do very well in the years to come.

The Company has always honored its debt service obligations in a timely manner and would continue to do so in the days to come.

Disclosures

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made in the Explanatory statement attached to the Notice.

The Board recommends the resolution as set out at agenda item no.1 of the Notice as Special Resolutions, for approval of the Members.

Except Dr. Vijay Sankeshwar, Dr. Anand Sankeshwar and Mr. Shiva Sankeshwar, none of the other Directors and Key Managerial Personnel of the Company are concerned or interested, in this resolution.



VRL LOGISTICS LIMITED

CIN: L60210KA1983PLC005247

Registered Office: RS NO.351/1, Varur Post Chabbi Taluk, Hubli Dist. Dharwad,
Hubballi– 581207, Karnataka

Tel No : 0836 2237511, Fax No : 0836- 2256612

E-mail: investors@vrllogistics.com ; Website : www.vrlgroup.in

POSTAL BALLOT FORM

S.NO.

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole/First named Shareholder	
3.	Registered Folio No./*DP ID & Client ID (*Applicable to investors holding shares in dematerialized form)	
4.	Number of shares held	

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot / E- Voting for the business stated in the Postal Ballot Notice of the Company dated 11th December 2024 by sending my / our assent or dissent to the said Resolution(s) by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s) Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for payment of remuneration to Dr. Vijay Sankeshwar (DIN: 00217714), Chairman and Managing Director of the Company			
2.	Appointment of Mr. Shankar Vasant Rao Pingre (DIN: 10847936) as an Independent Director of the Company			
3.	Appointment of Dr. D. V. Guruprasad (DIN:01558266) as an Independent Director of the Company			

Place:

Date:

Signature of the Shareholder or Authorized Signatory

NOTES:

- Kindly read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5:00 P.M. on Wednesday, 15th January 2025. Please note that any Postal Ballot Form(s) received after the said date & time will be strictly treated as if reply from the Member has not been received



ELECTRONIC VOTING PARTICULARS

The E- Voting facility is available at the link <https://evoting.kfintech.com>. The electronic voting particulars are set out as below:

EVENT (ELECTRONIC VOTING EVENT NO.)	USER ID	PASSWORD

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

- (a) A form other than one issued by the company has been used;
- (b) It has not been signed by or on behalf of the Member;
- (c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository;
- (d) It is not possible to determine without any doubt the assent or dissent of the Member;
- (e) Neither assent nor dissent is mentioned;
- (f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
- (g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
- (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
- (i) It is defaced or mutilated in such a way that its identity as a genuine postal ballot form cannot be established;
- (j) Member has made any amendment to the Resolution(s) or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

- ✓ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Resolution(s) contained in the Postal Ballot Notice dated 11th December 2024 is being sought through Postal Ballot Process.
- ✓ Any Member desiring to exercise his/her vote by Physical Postal Ballot, shall send duly completed Postal Ballot Form in the enclosed self- addressed postage pre- paid Business Reply Envelope. The envelope bears the name of Mr. Akshay S. Pachlag, Practicing Company Secretary, appointed as the 'Scrutinizer' for the Postal Ballot Process by the Board of Directors of the Company and the address of the Corporate Office of the Company.
- ✓ **The Voting period will commence on and from Tuesday, 17th December 2024 at 9:00 A.M and end on Wednesday, 15th January 2025 at 5:00 P.M.** The envelope containing Postal Ballot Form should reach the Scrutinizer not later than **5.00 P.M. on Wednesday, 15th January 2025**. Postage on the Business Reply Envelope will be borne by the Company. However, envelope containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company.
- ✓ Consent must be accorded by placing a tick mark (✓) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ✓ The Postal Ballot form should be completed and signed by the Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint- holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ✓ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorized Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorized Signatory(ies).
- ✓ In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be E- mailed to the Scrutinizer at cs_akshaysp@yahoo.com and to the Company at investors@vrllogistics.com with a copy marked to evoting@kfintech.com
- ✓ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.

- ✓ Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ✓ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories in respect of shares held in Dematerialized form or in physical form, respectively.
- ✓ Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date on Wednesday, 11th December 2024.
- ✓ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ✓ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- ✓ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ✓ The Resolution(s), if assented by requisite majority, shall be considered as passed on Wednesday, 15th January 2025 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or E- Voting).
- ✓ The result of the Postal Ballot will be declared / announced on or before Friday, 17th January 2025, at 5:00 P.M. at the Registered Office of the Company.
- ✓ The results along with the Scrutinizers Report shall be placed on the website of the Company viz. www.vrlgroup.in and on the notice board of the Company at its Registered Office and Corporate Office after the declaration of result. The results shall also be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and also displayed on website of KFin i.e. www.evoting.kfintech.com.
- ✓ In case of any query & grievance in relation to the Resolution(s) proposed to be passed may be addressed to Mr. Aniruddha Phadnavis, Company Secretary & Compliance Officer, VRL Logistics Limited, Giriraj Annexe Circuit House Road Hubballi – 580 029, Karnataka or by email to investors@vrllogistics.com
- ✓ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of KFin Technologies Limited), which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to E-Voting.**

