

Corporate Office:

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

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001
Scrip Code: - 539118

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

Dear Sir / Madam,

Sub: Submission of Draft Letter of Offer pertaining to buyback of not exceeding 8,75,000 (Eight Lakh Seventy Five Thousand) fully paid-up equity shares having a face value of INR 10/- (Indian Rupee Ten only) each (“Equity Shares”) of VRL Logistics Limited (hereinafter referred as “the Company”) at a price of INR 700 (Indian Rupees Seven Hundred only) per Equity Share for an aggregate amount not exceeding INR 61,25,00,000 (Indian Rupees Sixty One Crore Twenty Five Lakh only) (“Buyback Size”), on a proportionate basis through tender offer route (“Buyback”), pursuant to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (“Buyback Regulations”).

This is in regard to the captioned buyback and is further to our letter dated February 01, 2023, whereby we had submitted the Public Announcement.

We are pleased to submit herewith the draft letter of offer dated February 07, 2023 (“DLOF”) for your reference and dissemination.

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to such terms under the DLOF.

We request you to kindly take the above on record.

For VRL LOGISTICS LIMITED




ANIRUDDHA ANIL PHADNAVIS
Digitally signed by
ANIRUDDHA ANIL
PHADNAVIS
Date: 2023.02.07
18:49:20 +05'30'

ANIRUDDHA PHADNAVIS
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Hubballi
Date: 07.02.2023

DRAFT LETTER OF OFFER
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Draft Letter of Offer is being sent to you, as a registered Equity Shareholder of VRL Logistics Limited as on the Record Date (defined below) in accordance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended. If you require any clarifications about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buyback i.e., Motilal Oswal Investment Advisors Limited or the Registrar to the Buyback i.e., KFin Technologies Limited (*formally known as Kfin Technologies Private Limited*). Please refer to the section “Definition of Key Terms” on page 3 of this Draft Letter of Offer for the definition of the capitalised terms used herein.

	<p>VRL LOGISTICS LIMITED Corporate Identity Number (CIN): L60210KA1983PLC005247 Registered Office: R.S. No. 351/1, Varur Post Chabbi, Taluk Hubli, District Dharwad, Hubli, Karnataka- 581207 Corporate Office: Giriraj Annexe, Circuit House Road, Hubballi, Karnataka- 580 029 Tel: +91 0836-2237613 Fax: +91 0836-2237614 Website: www.vrlgroup.in E-mail: investors@vrllogistics.com Contact Person: Mr. Aniruddha Phadnavis, Company Secretary and Compliance Officer</p>
<p>OFFER TO BUYBACK NOT EXCEEDING 8,75,000 (EIGHT LAKH SEVENTY FIVE THOUSAND ONLY)) FULLY PAID-UP EQUITY SHARES OF THE COMPANY HAVING FACE VALUE OF ₹ 10/- (INDIAN RUPEES TEN ONLY) EACH, REPRESENTING 0.99 % OF THE EQUITY SHARES IN THE EXISTING TOTAL PAID-UP EQUITY CAPITAL OF THE COMPANY AS ON THE DATE OF THE BOARD MEETING I.E. JANUARY 30, 2023, FROM ALL THE ELIGIBLE SHAREHOLDERS AS ON THE RECORD DATE, BEING FRIDAY, FEBRUARY 10, 2023, ON A PROPORTIONATE BASIS, THROUGH THE ‘TENDER OFFER’ PROCESS, AT A PRICE OF ₹ 700/- (INDIAN RUPEES SEVEN HUNDRED ONLY) PER EQUITY SHARE, PAYABLE IN CASH, FOR AN AGGREGATE MAXIMUM AMOUNT NOT EXCEEDING ₹61,25,00,000/-(INDIAN RUPEES SIXTY ONE CRORES AND TWENTY FIVE LAKHS ONLY) EXCLUDING TRANSACTION COSTS.</p>	
<p>(1) The Buyback is being undertaken in accordance with Article 63 of the Articles of Association of the Company, Sections 68, 69, 70 and all other applicable provisions of the Companies Act and the relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Buyback Regulations read with SEBI Circulars and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of statutory, regulatory, or governmental authorities, as may be required under the applicable laws.</p> <p>(2) The Buyback Size represents 9.44% of the aggregate of the Company’s fully paid-up equity capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2022. The Buyback Size is within the statutory limit of 10% of the aggregate of the paid-up capital and free reserves of the Company as on March 31, 2022 as per Section 68(2) of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations.</p> <p>(3) The Letter of Offer will be sent to all Eligible Shareholders (as defined below) as on the Record Date, being Friday, February 10, 2023 in accordance with the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.</p> <p>(4) For details of the procedure for tender and settlement, please refer to the “Procedure for Tender Offer and Settlement” on page 33 of this Draft Letter of Offer. The Form of Acceptance-cum-Acknowledgement (the “Tender Form”) is enclosed together with this Draft Letter of Offer.</p> <p>(5) For details of the procedure for Acceptance, please refer to the “Process and Methodology for the Buyback” on page 29 of this Draft Letter of Offer. For mode of payment of cash consideration to the Eligible Shareholders, please refer to “Procedure for Tender Offer and Settlement – C. Method of Settlement” on page 40 of this Draft Letter of Offer.</p> <p>(6) A copy of the Public Announcement, this Draft Letter of Offer, and the Letter of Offer (including the Tender Form) is expected to be available on the website of Securities and Exchange Board of India i.e., www.sebi.gov.in and on the website of the Company i.e., www.vrlgroup.in and the Stock Exchanges at www.bseindia.com and www.nseindia.com.</p> <p>(7) Eligible Shareholders are advised to read this Draft Letter of Offer and in particular refer to “Details of Statutory Approvals” and “Note on Taxation” on pages 28 and 43 of this Draft Letter of Offer, respectively, before tendering their Equity Shares in the Buyback.</p>	
BUYBACK PROGRAMME	
BUYBACK OPENS ON	[●]
BUYBACK CLOSES ON	[●]
Manager to the Buyback	Registrar to the Buyback
 <p>Motilal Oswal Investment Advisors Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India Tel. No.: +91 22 7193 4380 Email: vrl.buyback2022@motilaloswal.com Investor Grievance E-mail: moiaplredressal@motilaloswal.com Website: www.motilaloswalgroup.com Contact person: Ritu Sharma/Subodh Mallya SEBI Registration No.: INM000011005 CIN: U671090MH2006PLC1060583</p>	 <p>KFin Technologies Limited (<i>formally known as Kfin Technologies Private Limited</i>). Selenium, Tower B, Plot No- 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032 Telangana, India. Tel.No.:+91 40 6716 2222, Fax.No.:+91 40 2343 1551 Toll Free No.: 18003094001, Email: vrl.buyback@kfintech.com Website: www.kfintech.com Investor Grievance Email: einward.ris@kfintech.com Contact Person: Mr. M. Murali Krishna SEBI Registration No.: INR000000221 CIN: L72400TG2017PLC117649</p>

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1. SCHEDULE OF ACTIVITIES FOR THE BUYBACK

Sr. No.	Activity	Schedule of Activities	
		Day	Date
1.	Date of Board Meeting approving the proposal for the Buyback	Monday	January 30, 2023
2.	Date of Public Announcement for the Buyback	Tuesday	January 31, 2023
3.	Date of publication of the Public Announcement for the Buyback in newspapers	Wednesday	February 01, 2023
4.	Record Date for determining the names of the Eligible Shareholders and the Buyback Entitlement	Friday	February 10, 2023
5.	Buyback Opening Date	[●]	[●]
6.	Buyback Closing Date	[●]	[●]
7.	Last date of receipt of completed Tender Form and other specified documents including physical certificates (if and as applicable) by the Registrar to the Buyback	[●]	[●]
8.	Last date of verification of Tender Forms by Registrar to the Buyback	[●]	[●]
9.	Last date of intimation to the Stock Exchanges regarding Acceptance/ non-acceptance of Equity Shares by the Registrar to the Buyback	[●]	[●]
10.	Last date of completion of settlement of bids by the Clearing Corporation on the Stock Exchanges	[●]	[●]
11.	Last date of dispatch of share certificate(s) by the Registrar to the Buyback / payment to Eligible Shareholders / return of unaccepted Demat Shares by the Stock Exchanges to Eligible Shareholders / Shareholder Broker	[●]	[●]
12.	Last date for payment of consideration to Eligible Shareholders who participated in the Buyback	[●]	[●]
13.	Last date of extinguishment of the Equity Shares bought back	[●]	[●]

Note: Where last dates are mentioned for certain activities, such activities may take place on or before the respective last dates.

2. DEFINITION OF KEY TERMS

This Draft Letter of Offer uses certain definitions and abbreviations which, unless the context otherwise indicates or implies or specified otherwise, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline, policy, circular, notification or clarification shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented, or re-enacted from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Draft Letter of Offer, but not defined herein shall have the meaning ascribed to such terms under the SEBI Buyback Regulations, the Companies Act, the Depositories Act, SEBI Listing Regulations and the rules, etc. made thereunder.

Term	Description
Acceptance/Accept/Accepted	Acceptance of Equity Shares tendered by the Eligible Shareholders in the Buyback
Acquisition Window	The facility for acquisition of Equity Shares through mechanism provided by the Designated Stock Exchange i.e., BSE Limited in the form of a separate window in accordance with the SEBI Circulars
Additional Equity Shares	Additional Equity Shares tendered by an Eligible Shareholder over and above the Buyback Entitlement of such Eligible Shareholder up to the extent of Equity Shares held by such Eligible Shareholder on the Record Date
Articles of Association	Articles of Association of the Company, as amended from time to time
Board Meeting	Meeting of the Board of Directors held on Monday, January 30, 2023, wherein among other things, the proposal for the Buyback was approved
Board/ Board of Directors	Board of Directors of the Company (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorized 'Buyback Committee' thereof)
BSE	BSE Limited
Buyback or Buyback Offer or Offer	Offer by the Company to buyback not exceeding 8,75,000 (Eight Lakh Seventy Five Thousand Only) Equity Shares at a price of ₹700/- (Indian Rupees Seven Hundred Only) per Equity Share from all the Eligible Shareholders, through the Tender Offer process on a proportionate basis in terms of the SEBI Buyback Regulations read with SEBI Circulars
Buyback Closing Date	[●]

Term	Description
Buyback Committee	A committee constituted by the Board, comprising of Dr. Vijay Sankeshwar, Chairman and Managing Director, Mr. L R Bhat, Whole Time Director, Mr. Gurudas Narekuli, Independent Director, Dr. Anand Pandurangi, Independent Director and Dr. Raghottam Akamanchi, Non-Executive Director pursuant to a resolution passed by the Board on Monday, January 30, 2023, to exercise certain powers in relation to the Buyback
Buyback Entitlement	The number of Equity Shares that an Eligible Shareholder is entitled to tender in the Buyback, which is computed based on the number of Equity Shares held by such Eligible Shareholder as on the Record Date and the ratio/ percentage of Buyback applicable in the category, to which such Eligible Shareholder belongs
Buyback Opening Date	[●]
Buyback Price	Price at which Equity Shares will be bought back from the Eligible Shareholders i.e., ₹ 700/- (Indian Rupees Seven Hundred Only) per Equity Share, payable in cash
Buyback Size	Number of Equity Shares proposed to be bought back i.e., not exceeding 8,75,000 (Eight Lakh and Seventy Five Thousand Only) Equity Shares multiplied by the Buyback Price (i.e., ₹ 700/- (Indian Rupees Seven Hundred Only) per Equity Share for an aggregate amount not exceeding ₹61,25,00,000/- (Indian Rupees Sixty One Crores and Twenty-Five Lakhs Only). The Buyback Size excludes Transaction Costs.
Buyback Period	The period between the date of the Board Meeting i.e., Monday, January 30, 2023, and the date on which the payment of consideration to the Eligible Shareholders who have accepted the Buyback is made
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Clearing Corporation	Indian Clearing Corporation Limited
Companies Act/Act	Companies Act, 2013, as amended and relevant rules made thereunder including the Share Capital and Debentures Rules and the Companies (Management and Administration) Rules, 2014, as amended
“Company” or “Our Company” or “we” or “us” or “our”	VRL Logistics Limited, unless the context states otherwise.
Company Demat Account	A demat account of the Company wherein Demat Shares bought back in the Buyback would be transferred
Company’s Broker	Motilal Oswal Financial Services Limited
Demat Share(s)	Equity Share(s) of the Company in dematerialised form
Depositories	Together, NSDL and CDSL
Depositories Act	Depositories Act, 1996, as amended and rules framed thereunder
Designated Stock Exchange	BSE Limited
DIN	Director Identification Number
Director(s)	Director(s) of the Company
DP	Depository Participant
Draft Letter of Offer	This draft letter of offer dated February 07, 2023 filed with SEBI through the Manager to the Buyback
Eligible Shareholders	Equity Shareholders eligible to participate in the Buyback and would mean all shareholders/ beneficial owners of the Equity Shares of the Company on the Record Date, and do not include such shareholders/ beneficial owners of the Equity Shares who are not permitted under the applicable law to tender Equity shares in the Buyback
EPS	Earnings per Equity Share
Equity Shareholder(s)/ Shareholder(s)	Holders of Equity Shares and includes beneficial owners thereof
Equity Share(s)	Fully paid-up equity share(s) of the Company having the face value of ₹ 10/- (Indian Rupees Ten Only) each
Escrow Account	The Escrow Account in the name and style of ‘VRL Logistics Limited Buyback Offer 2023 – Escrow A/c’ opened with ICICI Bank Limited in accordance with the SEBI Buyback Regulations
Escrow Agent	ICICI Bank Limited, acting through its Capital Markets Division, 1 st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020
Escrow Agreement	The agreement dated February 01, 2023 entered into between the Company, the Manager to the Buyback and the Escrow Agent, pursuant to which certain arrangement for Escrow Account is made in relation to the Buyback

Term	Description
FEMA	The Foreign Exchange Management Act, 1999, as amended from time to time, including rules, regulations, circulars, directions and notifications issued thereunder
FII(s)	Foreign Institutional Investor(s)
FPI	Foreign Portfolio Investors as defined under Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
General Category	Eligible Shareholders other than the Small Shareholders
HUF	Hindu Undivided Family
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended
Letter of Offer	The letter of offer dated [●] to be filed with SEBI containing disclosures in relation to the Buy-back as specified in Schedule III of SEBI Buy-back Regulations, including comments received from SEBI on the Draft Letter of Offer.
“Manager to the Buyback” or “Merchant Banker to the Buyback”	Motilal Oswal Investment Advisors Limited
NA	Not applicable
Non-Resident Shareholders	Includes Non-resident Indians (NRI), foreign nationals, foreign institutional investors/ Foreign Portfolio Investors, and Foreign Corporate Bodies (including erstwhile Overseas Corporate Bodies)
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
PAN	Permanent Account Number
Promoters and members of the Promoter Group	Promoters: Vijay Sankeshwar, Anand Sankeshwar, Vani Sankeshwar, Lalitha Sankeshwar, and Bharathi P Holkunde. Promoter Group: Dayanand Sankeshwar, Mrutyunjay Sankeshwar, Mallikarjun Sankeshwar, Umadevi Pattanashetti, Arati Patil, Deepa Sidnal, Shakuntala Sankeshwar, Shiva Sankeshwar, Vaishnovi Sankeshwar, Chandrakant Patil, Kailash Patil, Baswaraj Patil, Surekha Patil, Jyothi Cement Spun Pipe Works, Kailash Transformers Private Limited Karnataka Pre-Stress Concrete Works, Mahadev Industries – Gulburga, Mahadev Prestressed Products Private Limited, Maruti Cement Spun Pipe Works, Mrutyunjay Basavanneppa Sankeshwar (HUF), Natraj Cement Works, Premier Agencies, Raja Cement Spun Pipe Works, Raja Mini Cement, S B Patil Minerals Private Limited, Sankeshwar Minerals Private Limited, Sankeshwar Printers Private Limited, Shiva Concrete Products, Bijapur, Shiva Concrete Products, Tumkur, Someshwar Dall Industries, Vijaykant Dairy and Food Products Limited, VRL Media Private Limited, VRL Electronics Private Limited, VRL Steel Private Limited, Hyperconnect Technologies Private Limited, Vijayanand Infotech Private Limited, Vijayanand Foods Private Limited, Vijayanand Travels Private Limited
Physical Share(s)	Equity Share(s) of the Company in physical form
Public Announcement	Public announcement dated Tuesday, January 31, 2023 in connection with the Buyback in accordance with the SEBI Buyback Regulations which was published on Wednesday, February 01, 2023 in all editions of the English national daily newspaper, namely Financial Express, in all editions of the Hindi national daily newspaper, Jansatta and in all the editions of the Kannada daily newspaper, namely, Vijayavani (Kannada being the regional language of Hubballi wherein the registered office of the Company is located)
RBI	Reserve Bank of India
Record Date	The date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders to whom the Letter of Offer (including the Tender Form) will be sent, and who are eligible to participate in the Buyback in accordance with the SEBI Buyback Regulations. The Record Date for the Buyback is Friday, February 10, 2023
“Registrar to the Buyback” or “Registrar”	KFin Technologies Limited (<i>formerly known as Kfin Technologies Private Limited</i>)
Reserved Category	Small Shareholders eligible to tender Equity Shares in the Buyback
Share Capital and Debentures Rules	Companies (Share Capital and Debenture) Rules, 2014, as amended
SEBI	Securities and Exchange Board of India
SEBI Buyback Regulations	Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time

Term	Description
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended
Shareholder's Broker	The stockbroker of an Eligible Shareholder through whom the order for selling the Equity Shares will be placed in the Acquisition Window
Small Shareholder	As defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares of market value of not more than ₹ 2,00,000/- (Rupees Two Lakhs only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date, i.e., Friday, February 10, 2023
SEBI Circulars	The mechanism for acquisition of shares through stock exchange specified by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and such other circulars as may be applicable, including any further amendments thereof
Stock Exchanges	Together, BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed
Tender Form	Form of Acceptance-cum-Acknowledgement to be filled in and sent to the Registrar by the Eligible Shareholders to participate in the Buyback
Tender Offer	Method of buyback as defined in Regulation 2(i)(q) of the SEBI Buyback Regulations
Tendering Period	Period of 10 Working Days from the Buyback Opening Date ([●]) till the Buyback Closing Date ([●]) (both days inclusive)
Transaction Costs	Any expenses incurred or to be incurred for the buyback viz. brokerage, costs, fees, turnover charges, taxes such as buyback tax, securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, printing and dispatch expenses and other incidental and related expenses and charges
TRS	Transaction Registration Slip generated by the exchange bidding system
U.S.	The United States of America
Working Day(s)	Working day as defined in the SEBI Buyback Regulations

Certain conventions, currency of presentation, use of financial information and stock market data

Page Numbers and Paragraph Numbers: Unless otherwise stated, all references to page numbers and paragraph numbers in this Draft Letter of Offer are to page numbers of this Draft Letter of Offer.

Currency and Units of Presentation: All references to "Rupee(s)", "₹", "Rs." or "₹" are to Indian Rupees, the official currency of the Republic of India.

Financial and Other Data: Unless stated or the context requires otherwise, our financial information in this Draft Letter of Offer is derived from our (i) the audited financial statements for the fiscal years 2020, 2021 and 2022, and (ii) the unaudited financial statements for nine months' period ended December 31, 2022, which have been subjected to a limited review by the Statutory Auditors. Our Company's fiscal year commences on April 1 of each year and ends on March 31 of the next year (referred to herein as "Fiscal", "Fiscal Year" or "FY"). All data related to financials are given in ₹ lakhs, unless otherwise stated.

Stock Market Data: Unless stated or the context requires otherwise, stock market data included in this Draft Letter of Offer is derived from the websites of the Stock Exchanges.

3. DISCLAIMER CLAUSE

As required, a copy of this Draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this Draft Letter of Offer to SEBI should not, in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buyback commitments or for the correctness of the statements made or opinions expressed in this Draft Letter of Offer. The Manager to the Buyback i.e., Motilal Oswal Investment Advisors Limited, has certified that the disclosures made in this Draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and SEBI Buyback Regulations. This requirement is to facilitate Eligible Shareholders to take an informed decision for tendering their Equity Shares in the Buyback.

It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this Draft Letter of Offer, the Manager to the Buyback is expected to exercise due diligence to ensure

that the Company discharges its duty adequately in this behalf and towards this purpose. The Manager to the Buyback i.e., Motilal Oswal Investment Advisors Limited, has furnished to SEBI a due diligence certificate dated February 07, 2023 in accordance with the SEBI Buyback Regulations, which reads as follows:

“We have examined various documents and materials contained in the annexure to this letter, as part of the due- diligence carried out by us in connection with the finalisation of the public announcement dated Tuesday, January 31, 2023 for the Buyback (“Public Announcement”) which was published on Wednesday, February 01, 2023 and the Draft Letter of Offer dated February 07, 2023 (“Draft Letter of Offer”). On the basis of such examination and the discussions with the Company, we hereby state that:

- the Public Announcement and the Draft Letter of Offer are in conformity with the documents, materials and papers relevant to the Buyback;
- all the legal requirements connected with the said Buyback including Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, have been duly complied with;
- the disclosures in the Public Announcement and the Draft Letter of Offer are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders/ beneficial owners of the Company to make a well informed decision in respect of the captioned Buyback; and
- funds used for the Buyback shall be as per the provisions of the Companies Act, 2013, as amended.”

The filing of this Draft Letter of Offer with SEBI does not, however, absolve the Company from any liabilities under the provisions of the Companies Act or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed Buyback.

The Promoters and Board of Directors declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Shareholders has been suppressed/ withheld and/ or incorporated in the manner that would amount to mis-statement/ misrepresentation, and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Promoters Group and Board of Directors and the Company shall be liable for penalty, as may be applicable in terms of the provisions of the Companies Act and the SEBI Buyback Regulations.

The Promoters and members of the Promoter Group and the Board of Directors declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buyback.

3.1. Disclaimer for Persons from the United States of America: The information contained in this Draft Letter of Offer is exclusively intended for persons who are not U.S. Persons as defined in Regulations of the U.S. Securities Act of 1933, as amended, and who are not physically present in the United States of America. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in the United States of America or in any other jurisdiction in which such offer or invitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any such restrictions.

3.2. Disclaimer for persons in foreign countries other than the United States of America: This Draft Letter of Offer has not been filed, registered or approved in any jurisdiction outside India. This Draft Letter of Offer does not in any way constitute an offer to sell, or an invitation to sell, any securities in any jurisdiction in which such offer or invitation is not authorized or to any person to whom it is unlawful to make such offer or solicitation which would subject the Company or the Manager to the Buyback to any new or additional requirements or registrations. Potential users of the information contained in this Draft Letter of Offer are requested to inform themselves about and to observe any applicable legal requirement or restrictions.

3.3. Important notice to all Eligible Shareholders: This Draft Letter of Offer has been prepared for the purposes of compliance with the SEBI Buyback Regulations. Accordingly, the information disclosed herein may not be the same as that which would have been disclosed if this document had been prepared in accordance with the laws and regulations of any jurisdiction outside of India. The Company and the Manager to the Buyback are under no obligation to update the information contained herein at any time after the date of this Letter of Offer. The Letter of Offer shall be dispatched to all Eligible Shareholders (Equity Shareholders as on the Record Date) as per the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable. However, receipt of the Letter of Offer by any Equity Shareholder in a jurisdiction in which it would be illegal to make this Offer, or where making this Offer would require any action to be taken (including, but not restricted to, registration of the Letter of Offer under any local securities laws), shall not be treated by such Equity Shareholders as an offer being made to them. Any Equity Shareholder who tenders his, her or its Equity Shares in the Buyback shall be deemed to

have declared, represented, warranted and agreed that he, she or it is authorised under the provisions of any applicable local laws, rules, regulations and statutes to participate in the Buyback.

- 3.4. **Forward Looking Statement:** This Draft Letter of Offer contains certain forward-looking statements. These forward-looking statements generally can be identified by words or phrases such as ‘believe’, ‘aim’, ‘anticipate’, ‘expect’, ‘estimate’, ‘intend’, ‘objective’, ‘plan’, ‘project’, ‘will’, ‘will pursue’, or other words or phrases of similar import. Similarly, statements that describe our objectives, plans or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Actual results may differ materially from those suggested by forward-looking statements due to risks or uncertainties associated with the business relating to, inter-alia, regulatory changes in which we operate and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes.

Certain figures contained in this Draft Letter of Offer, including financial information, have been subject to rounding-off adjustments. All decimals have been rounded off to two decimal points. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

4. TEXT OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS

The Buyback through Tender Offer has been authorised and approved by the Board of Directors at its meeting held on Monday, January 30, 2023. The relevant extracts of the resolution of the Board of Directors are set out below:

Quote

RESOLUTION:

BUYBACK OF EQUITY SHARES

“RESOLVED THAT in accordance with the Article 63 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), rules framed under the Act, including the Companies (Share Capital and Debentures) Rules, 2014 (the “Share Capital Rules”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (“SEBI Buyback Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), as amended and such other approvals, permissions and sanctions as may be necessary and subject to any modifications and conditions, if any, as may be prescribed by the Securities and Exchange Board of India (“SEBI”), Registrar of Companies, Bangalore, Karnataka (the “ROC”) and/ or other appropriate authorities or bodies (the “Appropriate Authorities”), as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (the “Board”, which expression shall include any committee constituted by the Board to exercise its powers, including the powers conferred by this resolution), the Board hereby approves the proposal for buyback of up to 8,75,000 (Eight Lakhs Seventy Five Thousand) fully paid up equity shares of the Company, having a face value of ₹ 10 (Rupees Ten Only) each (hereinafter referred to as the “Equity Shares” or “Shares”) representing 0.99% of the total number of equity shares in the paid-up share capital of the Company, at a price of ₹ 700/- (Rupees Seven Hundred Only) per fully paid up Equity Share (“Buyback Price”) payable in cash for a maximum amount not exceeding ₹ 61,25,00,000/- (Rupees Sixty One Crores and Twenty Five Lakhs Only (“Buyback Size”), representing 9.44% of the fully paid-up equity share capital and free reserves of the Company through the “Tender Offer” route as prescribed under the SEBI Buyback Regulations, and being within the 10% limit of paid-up share capital and free reserves (including securities premium account) of the Company as per the latest audited financial statements of the Company for the financial year ended March 31, 2022. The Buyback is proposed to be undertaken from the eligible shareholders of the Company as on the record date i.e. Friday, February 10, 2023 (“Record Date”) on a proportionate basis, through the Tender Offer route in accordance with the provisions contained in the SEBI Buyback Regulations and the Companies Act, 2013 and rules made thereunder (the “Buyback”) (including any statutory modification(s) or re-enactment of the Act or Buy-back Regulations, for the time being in force).

RESOLVED FURTHER THAT the Buyback Size does not include any expenses incurred or to be incurred for the Buyback like filing fees payable to the Securities and Exchange Board of India, brokerage, applicable taxes (such as income tax, buyback taxes, securities transaction tax, stamp duty and goods and service tax), advisors' fees, public announcement publication expenses, printing and dispatch expenses and other incidental and related expenses (such expenses referred to as "Transactions costs").

RESOLVED FURTHER THAT in terms of Regulation 6 of the SEBI Buyback Regulations, the Company shall buyback Equity Shares from the existing shareholders/beneficial owners including promoters and promoter group of the Company (including members thereof) and persons in control (including persons acting in concert) who holds equity shares of the Company as on Record Date ("Eligible Shareholders"), on a proportionate basis under the Tender Offer, provided that 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to buyback or number of Equity Shares entitled as per the shareholding of small shareholders as defined in the SEBI Buyback Regulations ("Small Shareholders") at the Record Date, whichever is higher, shall be reserved for small shareholders, as defined in the SEBI Buyback Regulations.

RESOLVED FURTHER THAT the Company shall implement the Buyback using the "Mechanism for Acquisition of Shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, and circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any further amendments thereof and the Company shall approach the Stock Exchange(s), as may be required, for facilitating the same.

RESOLVED FURTHER THAT the Buyback from the Eligible Shareholders who are persons residents outside India, including non-resident Indians, foreign nationals, foreign corporate bodies (including erstwhile overseas corporate bodies) and qualified institutional buyers including foreign portfolio investors, shall be subject to such approvals, if any, and to the extent necessary or required under the Foreign Exchange Management Act, 1999, and the rules and regulations framed thereunder from the concerned authorities including the Reserve Bank of India ("RBI"), and that such approvals shall be required to be taken by such shareholders themselves.

RESOLVED FURTHER THAT the Buyback would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulation 38 of the SEBI Listing Regulations and under the Securities Contracts (Regulation) Rules, 1957, as amended.

RESOLVED FURTHER THAT the proposed Buyback would be implemented from the existing shareholders including the promoter(s) and promoter group of the Company (as have been disclosed under the shareholding pattern filings made by the Company from time to time under the Listing Regulations and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 ("SEBI Takeover Regulations")), from its free reserves and/or securities premium account of the Company or such other sources or by such mechanisms as may be permitted by law, and on such terms and conditions as the Board may decide from time to time, and in the absolute discretion of the Board, as it may deem fit.

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to buyback any shares and/or impair any power of the Company or the Board to terminate any process in relation to such Buyback if so permissible by law.

RESOLVED FURTHER THAT the draft of the Declaration of Solvency prepared in the prescribed form and supporting affidavit and other documents, placed before the meeting be and are hereby approved and Dr. Vijay Sankeshwar, Chairman and Managing Director and Mr. L R Bhat, Whole Time Director of the company be and are hereby authorized to sign the same, for and on behalf of the Board and file the same with the ROC and SEBI in accordance with the applicable laws.

RESOLVED FURTHER THAT a Buyback Committee comprising of Dr. Vijay Sankeshwar, Chairman and Managing Director, Mr. L R Bhat, Whole Time Director, Dr. Anand Pandurangi, Independent Director, Mr. Gurudas Narekuli, Independent Director and Dr. Raghottam Akamanchi, Non-Executive Director of the Company be and is hereby constituted and the powers of the Board in respect of Buyback be delegated to the Committee ("Buyback Committee") and each member of the Buyback Committee be and is hereby severally authorized to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buyback, including, but not limited to, the following:

1. The initiating of all necessary actions for preparation and issue of public announcement, draft letter of offer, letter of offer and related documents;
2. The preparation, finalization and filing of public announcement, draft letter of offer, letter of offer, and all other related documents, resolutions, advertisements, confirmations, intimations and declarations, certificate for extinguishment and physical destruction of shares certificates, if any, and also the certificates for declaration of solvency and supporting affidavit to be executed in accordance with applicable law and other documents or filings required in connection with

the Buyback with the SEBI, ROC, the stock exchanges and other appropriate authority(ies), if any, and alterations, additions, omissions, variations, amendments or corrections will be deemed to have been approved by the Board of Directors;

3. Finalizing the terms of Buyback such as the entitlement ratio, the schedule of activities for Buyback including finalizing the date of opening and closing of Buyback, the timeframe for completion of the Buyback and reaffirming declaration of solvency as and when required;
4. The appointment of printers, advertisement agency, escrow bank, legal advisors, depository participants, and other advisors, consultants or representatives and settlement of the terms of their appointment including remuneration for all such intermediaries/ agencies/ persons, including by the advisory fees, payment of commission, brokerage, fee, charges etc. and enter into agreements/ letters in respect thereof;
5. Seeking all regulatory approvals required for the Company to implement the Buyback, as applicable;
6. Earmarking and making arrangements for adequate sources of funds for the purpose of the Buyback or arranging for bank guarantees as may be necessary for the Buyback in accordance with applicable law;
7. The opening, operation and closure of cash escrow account and special account in accordance with the escrow agreement to be executed by the Company in this regard and entering into agreements with and to give instructions to the escrow bankers in connection therewith;
8. The opening, operation and closure of the demat escrow account in accordance with the escrow agreement to be executed by the Company with the depository participant;
9. To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buyback;
10. To make all applications to the appropriate authority(ies) for their requisite approvals including for approvals as may be required from the RBI under the Foreign Exchange Management Act, 1999 and the rules and regulations framed there under, if any;
11. To sign the documents as may be necessary with regard to the Buyback and use the common seal of the Company on relevant documents required to be executed for the Buyback and to initiate all necessary actions for preparation and issue of various documents and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, ROC, stock exchanges, depositories and/or other appropriate authorities;
12. To decide on designated stock exchange;
13. To deal with stock exchanges (including their clearing corporations), and to sign, execute, and deliver such documents as may be necessary or desirable in connection with implementing the Buyback using the "Mechanism for Acquisition of Shares through Stock Exchange" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing reference number SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 including any further amendments thereof;
14. Depositing of the requisite amount into escrow account in accordance with the provisions of Regulation 9 of the SEBI Buyback Regulations (including cash deposit or arranging for bank guarantee including the amounts of the cash deposit and the bank guarantee) and the escrow agreement entered into with the escrow agent;
15. Taking all actions to verify offers and acceptances received, finalize the basis of acceptance pay the shareholders consideration for shares bought back, and approve split of physical share certificates and transfer of shares;
16. Settling and resolving any queries raised by SEBI, stock exchanges, ROC and any other authorities whatsoever in connection to any matter incidental to and ancillary of the Buyback;
17. Creating and maintaining requisite statutory registers and records as required under the Companies Act and to furnish appropriate returns to the appropriate authorities;
18. Extinguishment of dematerialized shares and physical destruction of share certificates and certificates of extinguishment required to be filed in connection with the Buyback on behalf of the Board;
19. To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper for the implementation of the Buyback; and
20. Sign, execute and deliver such documents, and submit/file such forms, letters, applications, e-forms and other documents, as may be necessary or desirable in connection with or incidental to the Buyback;

The Buyback Committee will cease to exist after completion of Buyback.

RESOLVED FURTHER THAT the quorum for a meeting of the Buyback Committee shall be presence of any two members and the Buyback Committee may regulate its own proceedings and meet as often as required, to discharge its functions.

RESOLVED FURTHER THAT the Buyback Committee be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, to be in the best interest of the shareholders for the implementation of the Buyback, including but not limited to carrying out incidental documentation as also to make applications to the appropriate authorities for their approvals and to initiate all necessary actions for preparation and issue of various

documents, opening of accounts including public announcement, letter of offer, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, BSE Limited, National Stock Exchange of India Limited, ROC, depositories and/or other authorities.

RESOLVED FURTHER THAT the Buyback Committee shall have the power and authority to delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Buyback Committee be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buyback, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback.

RESOLVED FURTHER THAT the Buyback Committee is hereby authorized to appoint and finalize the terms of appointment of advertising agencies, media agencies, printers, consultants or representatives or entities as may be required and deciding and settling their remuneration including by the payment of commission brokerage, fee and charges and entering into agreements and letters in respect thereof.

RESOLVED FURTHER THAT in compliance with the SEBI Buyback Regulations, the following intermediaries and other third parties be and are hereby appointed for the Buyback at such remuneration as may be mutually agreed between the Company and the intermediary/third party:

#	Entity	Purpose
1	Motilal Oswal Investment Advisors Limited	Manager
2	Motilal Oswal Financial Services Limited	Company Broker
3	KFin Technologies Limited	Registrar (designated as investors service centre)
4	BSE Limited	Designated Stock Exchange
5	ICICI Bank Limited	Escrow Agent

The Buyback Committee is hereby authorised to finalise and/or revise the terms and conditions of appointment and engagement (including settling their remuneration/payment of commission, brokerage fees and charges).

RESOLVED FURTHER THAT the Board hereby takes on record the report dated January 30, 2023 issued by M/s Kalyaniwalla & Mistry, LLP, Chartered Accountants, the statutory auditors of the Company, as required under clause (xi) of Schedule I of the SEBI Buyback Regulations.

RESOLVED FURTHER THAT as required by Clause (x) of Schedule I of the SEBI Buyback Regulations, the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion:

1. That immediately following the date of this Board meeting i.e. January 30, 2023 there will be no grounds on which the Company can be found unable to pay its debts;
2. That as regards the Company's prospects for the year immediately following the date of this Board meeting and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting;
3. In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act and the Insolvency and Bankruptcy Code, 2016.

RESOLVED FURTHER THAT the Board hereby confirms that:

1. All the equity shares for Buyback are fully paid-up;

2. The Company shall not issue and allot any Equity Shares or other specified securities including by way of bonus or convert any outstanding employee stock options /outstanding instruments into Equity Shares from the date of the Board Meeting, till the date of payment of consideration to shareholders who have accepted the Buyback;
3. The Company shall not raise further capital for a period of one year from the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback, except in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;
4. The Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting;
5. The Company shall not Buyback locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable;
6. The Company shall not Buyback its shares from any person through negotiated deal whether on or off the stock exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;
7. The Buyback Size i.e. ₹ 61,25,00,000/- (Rupees Sixty One Crores and Twenty Five Lakhs Only) does not exceed 10% of the aggregate of the fully paid-up Equity Share capital and free reserves of the Company as per latest audited financial statements of the Company for the financial year ended March 31, 2022;
8. The Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act.
9. The Company shall not withdraw the Buyback after the draft letter of offer is filed with SEBI or public announcement of the Buyback is made;
10. The Company shall not make any offer of buyback within a period of one year reckoned from the expiry of the Buyback Period i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
11. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;
12. The buyback shall be completed within a period of one (1) year from the date of passing of this Board resolution approving the buyback;
13. As required under Section 68(2)(d) of the Act and the SEBI Buyback Regulations, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up Equity Share capital and free reserves after the Buyback, based on the financial statements of the Company;
14. There are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.
15. The Company shall not directly or indirectly facilitate the Buyback:
 - a. through any subsidiary company including its own subsidiary companies, if any; or
 - b. through any investment company or group of investment companies.
16. The Equity Shares bought back by the Company will be extinguished and physically destroyed in the manner prescribed under the SEBI Buyback Regulations and the Act within 7 (seven) days of the expiry of the Buyback period, i.e., the date on which the payment of consideration is made to the shareholders who have accepted the Buyback;
17. The consideration for the Buyback shall be paid only by way of cash;
18. That the maximum number of shares proposed to be purchased under the Buyback shall not exceed 25% of the total number of Equity Shares in the fully paid-up Equity Share capital of the Company as on the date this Board Meeting;
19. The Company shall not allow buy back of its shares unless the consequent reduction of its share capital is affected;
20. The Company shall not utilise any funds borrowed from banks and financial institutions in fulfilling its obligation under the Buyback;
21. The Company shall not buy-back its shares or other specified securities so as to delist its shares or other specified securities from the stock exchange as per Regulation 4(v) of SEBI Buyback Regulations;
22. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and members of the promoter group, and their associates be advised that they shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoters and members of the promoter group) from the date of this resolution till the closing of the Buyback offer;
23. The statements contained in all the relevant documents in relation to the Buyback shall be true, material and factual and shall not contain any mis-statements or misleading information.
24. The Company shall comply with the statutory and regulatory timelines in respect of the buyback in such manner as prescribed under the Act and/or the SEBI Buyback Regulations and any other applicable laws;
25. The Company shall transfer from its free reserves or securities premium account, a sum equal to the nominal value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve account;

“RESOLVED FURTHER THAT the Company shall maintain a register of shares bought back wherein details of equity shares bought back, consideration paid for the equity shares bought back, date of cancellation of equity shares and date of extinguishing and

physically destroying of equity shares and such other particulars as may be prescribed, shall be entered and that the Company Secretary of the Company be and is hereby authorised to authenticate the entries made in the said register.”

“**RESOLVED FURTHER THAT** Mr. Aniruddha Phadnavis, Company Secretary and Compliance Officer of the Company, be and is hereby severally authorized to file necessary e-forms with the Ministry of Corporate Affairs / ROC, SEBI, stock exchanges and any other statutory authority and to do all such acts, deeds and things as may be necessary to give effect to the above resolutions.”

Compliance Officer for the purpose of Buyback

RESOLVED FURTHER THAT in terms of the SEBI Buyback Regulations, Mr. Aniruddha Phadnavis Company Secretary and Compliance Officer, be and is hereby appointed as the Compliance Officer for the Buyback.

RESOLVED FURTHER THAT a copy of this resolution certified to be true copy be given to any of the concerned individuals / authorities under the signature of any of the Directors of the Company or its Company Secretary.

Unquote

5. DETAILS OF THE PUBLIC ANNOUNCEMENT

5.1. In accordance with Regulation 7(i) of the SEBI Buyback Regulations, the Company has made a Public Announcement dated Tuesday, January 31, 2023 for the Buyback which was published on Wednesday, February 01, 2023 in the newspapers mentioned below:

#	Name of the Newspaper	Newspaper Language	Editions
1	Financial Express	English	All Editions
2	Jansatta	Hindi	All Editions
3	Vijayavani	Kannada	All Editions

**Kannada being the regional language of the place wherein the registered office of the Company is located.*

5.2. The Public Announcement was published within 2 (two) Working Days from the date of the board resolution being passed by the Board of Directors approving the Buyback (i.e., Monday, January 30, 2023).

5.3. The Company will publish further notices or corrigenda, if any, in the above mentioned newspapers.

5.4. A copy of the Public Announcement is available on the Company's website (i.e., www.vrlgroup.in), the website of SEBI (i.e., www.sebi.gov.in) and on the websites of the Stock Exchanges (i.e., www.bseindia.com and www.nseindia.com).

6. DETAILS OF THE BUYBACK

6.1. Pursuant to the resolution passed by the Board of Directors of VRL Logistics Limited on Monday, January 30, 2023, the Company, hereby, announces the buyback of up to 8,75,000 (Eight Lakh Seventy Five Thousand Only) Equity Shares, (representing 0.99 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting), from the shareholders/ beneficial owners of Equity Shares of the Company as on the Record Date being Friday, February 10, 2023 (for further details in relation to the Record Date, refer to section entitled “Process and Methodology of Buy-back” of this Draft Letter of Offer), on a proportionate basis, through the “tender offer” process as prescribed under the SEBI Buyback Regulations, at a price of ₹ 700/- (Indian Rupees Seven Hundred Only) per Equity Share, payable in cash, for an aggregate maximum amount of ₹ 61,25,00,000/- (Rupees Sixty One Crores and Twenty Five Lakhs Indian Rupees. The Buyback Size and the Buyback Price do not include the Transaction Costs. The Buyback Size represents 9.44% of the aggregate of the Company’s fully paid-up equity capital and free reserves as per the latest audited financial statements of the Company, as on March 31, 2022.

6.2. The Buyback is pursuant to Article 63 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of statutory, regulatory, or governmental authorities, as may be required under the applicable laws.

6.3. The Buyback Size represents 9.44% of the aggregate of the Company’s fully paid-up equity capital and free reserves as per the latest audited financial statements of the Company as on March 31, 2022. The Buyback Size is within the statutory limit of 10% of the aggregate of the paid-up capital and free reserves of the Company as on March 31, 2022 as per Section 68(2)

of the Companies Act and Regulation 5(i)(b) of the SEBI Buyback Regulations. The maximum number of Equity Shares proposed to be bought back represents 0.99 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company as on the date of the Board Meeting, which is within the permissible limit of 25% of the total paid-up equity capital of the Company in that financial year. The aggregate maximum amount of the Buyback i.e. ₹ 61,25,00,000/- (Rupees Sixty One Crores and Twenty Five Lakhs Indian Rupees Only) does not exceed 25% of the aggregate of the paid-up capital and free reserves based on both audited financial statements of the Company as on March 31, 2022;

- 6.4. The Buyback shall be undertaken on a proportionate basis from the shareholders of the Equity Shares of the Company as on the Record Date through the “tender offer” process prescribed under Regulation 4(iv)(a) of the SEBI Buyback Regulations. Additionally, the Buyback shall be, subject to applicable laws, implemented by the Company using the “Mechanism for Acquisition of Shares through Stock Exchange” as specified by Securities and Exchange Board of India in its circular bearing reference number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular bearing reference number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular bearing reference number SEBI/HO/CFD/DCR/III/CIR/P/2021/615 dated August 13, 2021 and such other circulars as may be applicable, including any further amendments thereof (“SEBI Circulars”). In this regard, the Company will request the BSE to provide the Acquisition Window for facilitating tendering of Equity Shares under the Buyback and for the purposes of this Buyback, BSE will be the designated stock exchange.
- 6.5. The Buyback from the Eligible Shareholders who are Non-Resident Shareholders (including non-resident Indians, foreign nationals, foreign institutional investors/ foreign portfolio investors, foreign corporate bodies and erstwhile overseas corporate bodies), shall be subject to such approvals, if any, and to the extent necessary or required from the concerned authorities including approvals from the RBI under the FEMA, and the rules and regulations framed thereunder, and that such approvals shall be required to be taken by such Non-Resident Shareholders.
- 6.6. Upon completion of the Buyback, the Company will remain in compliance of the requirement of maintaining minimum public shareholding as specified in Regulation 38 of the SEBI Listing Regulations;
- 6.7. Shareholding of the Promoters and members of the Promoter Group, and directors of the Promoters and members of the Promoter Group entities**

#	Name of the Shareholder	Number of Equity Shares	%age of paid up equity share capital**
Promoters			
1	Vijay Sankeshwar#	2,50,00,000	28.30
2	Anand Sankeshwar*	3,12,65,250	35.39
Promoter Group			
1	Vani Sankeshwar	4,00,000	0.45
2	Lalitha Sankeshwar	21,000	0.02
3	Bharathi P Holkunde	1,750	0.002
	Total	5,66,88,000	64.17

** as on the date of the Board Meeting i.e., January 30, 2023, the date of this Public Announcement i.e., January 31, 2023 and the date of this Draft Letter of Offer i.e. February 07, 2023

holds directorships in the following promoter group entities of the Company

1. VRL Steel Private Limited; 2. VRL Electronics Private Limited; and 3. Vijayanand Foods Private Limited

* holds directorships in the following promoter group entities of the Company

1. VRL Steel Private Limited; 2. VRL Electronics Private Limited; 3. Vijayanand Foods Private Limited; 4. Vijayanand Infotech Private Limited; 5. VRL Media Private Limited and 6. Hyperkonnnect Technologies Private Limited

Dayanand Sankeshwar, Mrutyunjay Sankeshwar, Mallikarjun Sankeshwar, Umadevi Pattanashetti, Arati Patil, Deepa Sidnal, Shakuntala Sankeshwar, Shiva Sankeshwar, Vaishnavi Sankeshwar, Chandrakant Patil, Kailash Patil, Baswaraj Patil, Surekha Patil, Jyothi Cement Spun Pipe Works, Kailash Transformers Private Limited Karnataka Pre-Stress Concrete Works, Mahadev Industries – Gulbarga, Mahadev Prestressed Products Private Limited, Maruti Cement Spun Pipe Works, Mrutyunjay Basavanneppa Sankeshwar (HUF), Natraj Cement Works, Premier Agencies, Raja Cement Spun Pipe Works, Raja Mini Cement, S B Patil Minerals Private Limited, Sankeshwar Minerals Private Limited, Sankeshwar Printers Private Limited, Shiva Concrete Products, Bijapur Shiva Concrete Products, Tumkur, Someshwar Dall Industries, Vijaykant Dairy and Food Products Limited, VRL Media Private Limited, VRL Electronics Private Limited, VRL Steel Private Limited, Hyperkonnnect Technologies Private Limited, Vijayanand Infotech Private Limited, Vijayanand Foods Private Limited, Vijayanand Travels Private Limited forms part of Promoter Group.

- 6.8. Shareholding of the Directors and/ or the key managerial personnel of the Company**

None of the directors of the Company (“Directors”) or key managerial personnel of the Company (“KMPs”) hold any Equity Shares in the Company, as on the date of the Board Meeting, i.e., Monday, January 30, 2023, the date of the Public Announcement, i.e., Tuesday, January 31, 2023 and the date of this Draft Letter of Offer, i.e., February 07, 2023, except for the following:

#	Name of the Shareholder	Designation	Number of Equity Shares	%age of paid up equity share capital**
1	Vijay Sankeshwar	Chairman & Managing Director	2,50,00,000	28.30
2	Anand Sankeshwar	Managing Director	3,12,65,250	35.39
3	Vani Sankeshwar	Executive Director	4,00,000	0.45
4	Lalitha Sankeshwar	Executive Director	21,000	0.02

* Shares held jointly with spouse Mrs. Usha Ramanand Bhat (where Mrs. Usha Ramanand Bhat is the first holder)

** as on the date of the Board Meeting i.e., January 30, 2023, the date of this Public Announcement i.e., January 31, 2023 and the date of this Draft Letter of Offer i.e. February 07, 2023

6.9. No Equity Shares or other specified securities in the Company were either purchased or sold (either through the stock exchanges or off market transaction) except as disclosed in paragraph 6.7 above of this Draft Letter of Offer, by any of the Promoters and members of the Promoter Group, directors of the Promoter and members of the Promoter Group entities (post their appointment as Directors of these entities where ever applicable), where such Promoter or Promoter Group entity is a company and by persons who are in control of the Company during a period of twelve months preceding the date of the Board Meeting and the date of the Public Announcement, respectively, except as follows:

Name of Shareholder	:	Vijay Sankeshwar
Category	:	Promoter
Number of Shares Acquired / Sold	:	47,92,000
Nature of Transaction	:	Sale
Maximum Price per Share (₹)	:	573.30
Date of Maximum Price	:	December 14, 2022
Minimum Price per Share (₹)	:	570.00
Date of Minimum Price	:	December 14, 2022

7. INTENTION OF THE PROMOTERS AND MEMBERS OF THE PROMOTERS GROUP TO PARTICIPATE IN THE BUYBACK

In terms of the SEBI Buyback Regulations, under the tender offer method, the Promoters and members of the Promoter Group, and persons in control of the Company have an option to participate in the Buyback. In this regard, certain Promoters and members of the Promoter Group (who are the persons in control) have expressed their intention to participate in the Buyback, and they may tender up to a maximum number of Equity Shares as detailed below or such lower number of Equity Shares as permitted under applicable law:

#	Name of the Promoter / Promoter Group	Maximum number of Equity Shares which may be tendered
1	Vijay Sankeshwar	2,47,613
2	Anand Sankeshwar	3,09,667
3	Vani Sankeshwar	3,962
4	Lalitha Sankeshwar	208

The details of the date and price of acquisition of the said Equity Shares that the Promoters and members of the Promoter Group intend to tender in the Buyback are set forth below:

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (₹)	Nature of Transaction	Transaction Value (₹)*	Cumulative # of Equity Shares
Vijay Sankeshwar (Promoter)						
1	March 31, 1983	2	1,000	Initial subscription	2,000	2
2	May 25, 1983	148	1,000	Preferential allotment	1,48,000	150
3	May 25, 1987	140	1,000	Preferential allotment	1,40,000	290
4	May 4, 1989	40	1,000	Preferential allotment	40,000	330
5	July 2, 1990	100	1,000	Preferential allotment	1,00,000	430

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (₹)	Nature of Transaction	Transaction Value (₹)*	Cumulative # of Equity Shares	
6	November 30, 1995	135	1,000	Preferential allotment	1,35,000	565	
7	December 31, 1996	100	1,000	Preferential allotment	1,00,000	665	
8	February 15, 1997	51,870	1,000	Bonus	5,18,70,000	52,535	
9	March 18, 1997	660	1,000	Bonus	6,60,000	53,195	
10	March 29, 1997	5	1,000	Transfer from Mr. Anand Sankeshwar	5,000	53,200	
11	August 7, 2006	Sub-division of 53,200 equity shares of the face value of Rs. 1,000 each into 5,320,000 Equity Shares of Rs. 10 each					53,20,000
12	November 4, 2006	41,30,000	10	Transfer from Mrs. Lalita Sankeshwar	4,13,00,000	94,50,000	
13	December 9, 2006	23,625,000	10	Bonus	23,62,50,000	33,075,000	
14	April 25, 2015	(12,83,000)	10	Sold in IPO process	(1,28,30,000)	3,17,92,000	
15	August 30, 2017	(20,00,000)	10	Sold in open market	(2,00,00,000)	2,97,92,000	
16	December 14, 2022	(47,92,000)	10	Sold in open market	(4,79,20,000)	2,50,00,000	
Total Current Holding						2,50,00,000	

*Computed based on the nominal value of the shares.

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (₹)	Nature of Transaction	Transaction Value (₹)*	Cumulative # of Equity Shares	
Anand Sankeshwar (Promoter)							
1	November 8, 1984	30	1,000	Allotment	30,000	30	
2	May 27, 1987	3	1,000	Transfer from Mr. Kori	3,000	33	
3	May 4, 1989	20	1,000	Further Allotment	20,000	53	
4	July 8, 1995	1000	1,000	Preferential Allotment	10,00,000	1,053	
5	November 30, 1995	140	1,000	Preferential Allotment	1,40,000	1,193	
6	December 31, 1996	150	1,000	Preferential Allotment	1,50,000	1,343	
7	February 15, 1997	104,754	1,000	Bonus	10,47,54,000	106,097	
8	March 18, 1997	1,332	1,000	Bonus	13,32,000	107,429	
9	March 29, 1997	(5)	1,000	Transfer to Dr. Vijay Sankeshwar	(5,000)	107,424	
10	March 29, 1997	(2,004)	1,000	Transfer to Mrs. Lalita Sankeshwar	(20,04,000)	105,420	
11	August 7, 2006	Sub-division of 105,420 equity shares of the face value of Rs. 1,000 each into 10,542,000 Equity Shares					10,542,000
12	November 4, 2006	(100,000)	10	Transfer to Mrs. Vani Sankeshwar	(10,00,000)	10,442,000	
13	December 9, 2006	26,105,000	10	Bonus	26,10,50,000	36,547,000	
14	September 29, 2007	650,000	10	Preferential Allotment	65,00,000	37,197,000	
15	April 19, 2012	(44,18,750)	10	Transfer to NSR	(4,41,87,500)	32,778,250	
16	October 1, 2014	(1,20,000)	10	Transfer to Mr. T. Kasivel	(12,00,000)	32,658,250	
17	October 1, 2014	(1,10,000)	10	Transfer to Mrs. Vasantha Kasivel	(11,00,000)	32,548,250	
18	April 25, 2015	(12,83,000)	10	Sold in IPO	(1,28,30,000)	3,12,65,250	
Total Current Holding						3,12,65,250	

*Computed based on the nominal value of the shares.

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (₹)	Nature of Transaction	Transaction Value (₹)*	Cumulative # of Equity Shares
Vani Sankeshwar (Promoter Group)						
1	November 4, 2006	1,00,000	10	Transfer from Mr. Anand Sankeshwar	10,00,000	1,00,000
2	December 9, 2006	2,50,000	10	Bonus	25,00,000	3,50,000
3	September 29, 2007	50,000	10	Preferential Allotment	5,00,000	4,00,000
Total Current Holding						4,00,000

*Computed based on the nominal value of the shares.

Sr. No.	Date of Transaction	No. of Equity Shares	Nominal Value (₹)	Nature of Transaction	Transaction Value (₹)*	Cumulative # of Equity Shares	
Lalitha Sankeshwar (Promoter Group)							
1	March 31, 1983	2	1,000	Initial subscription	2,000	2	
2	May 25, 1983	126	1,000	Preferential allotment	1,26,000	128	
3	May 25, 1987	49	1,000	Preferential allotment	49,000	177	
4	May 4, 1989	60	1,000	Preferential allotment	60,000	237	
5	July 2, 1990	60	1,000	Preferential allotment	60,000	297	
6	November 30, 1995	170	1,000	Preferential allotment	1,70,000	467	
8	December 31, 1996	25	1,000	Preferential allotment	25,000	492	
9	February 15, 1997	38,376	1,000	Bonus	3,83,76,000	38868	
9	March 18, 1997	488	1,000	Bonus	4,88,000	39,356	
10	March 29, 1997	2,004	1,000	Transfer from Mr. Anand Sankeshwar	20,04,000	41,360	
11	August 7, 2006	Sub-division of 41,360 Equity shares of the face value of Rs. 1,000 each into 41,36,000 Equity Shares Rs. 10 each					41,36,000
12	November 4, 2006	(41,30,000)	10	Transfer to Mr. Vijay Sankeshwar	(4,13,00,000)	6,000	
13	December 9, 2006	15,000	10	Bonus	1,50,000	21,000	
Total Current Holding						21,000	

*Computed based on the nominal value of the shares.

Pursuant to the proposed Buyback and depending on the response to the Buyback, the aggregate voting rights of the Promoters and members of the Promoter Group and persons in control of the Company, in the Company may change from the existing shareholding of the total equity capital and voting rights of the Company. Assuming response to the Buyback is to the extent of 100% (full acceptance) from all the Equity Shareholders upto their entitlement, the aggregate shareholding of the Promoters and members of the Promoter Group of the Company, post Buyback will [increase/ decrease] to [●]% of the post Buyback equity share capital of the Company. The Promoters and members of the Promoter Group and persons in control of the Company are already in control over the Company and therefore any further increase/ decrease in the voting rights of the Promoters and members of the Promoter Group and persons in control will not result in any change in control of the Company. Please refer to paragraph 10.3 of this Draft Letter of Offer for further details regarding shareholding (pre and post buyback) of the Promoter and members of the Promoter Group in the Company.

Post the Buyback, the public shareholding of the Company shall not fall below the minimum level as required under Regulation 38 of the SEBI Listing Regulations.

8. AUTHORITY FOR THE BUYBACK

The Buyback is being undertaken by the Company in accordance with Article 63 of the Articles of Association, provisions of sections 68, 69, 70 and other applicable provisions of the Companies Act, the rules made thereunder to the extent applicable, and the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals, permissions, exemptions and sanctions, as may be required under the applicable laws including but not limited SEBI and Stock Exchanges.

The Buyback has been duly authorised by the resolution of the Board of Directors passed at their meeting which was held on Monday, January 30, 2023.

9. NECESSITY OF THE BUYBACK

- 9.1. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash requirements of the Company in the medium term and for returning surplus funds to the shareholders in an effective and efficient manner.
- 9.2. After considering several factors and benefits to the shareholders holding Equity Shares of the Company, the Board decided to approve Buyback of not exceeding 8,75,000 (Eight Lakhs Seventy Five Only) Equity Shares at a price of ₹700/- (Indian Rupees Seven Hundred Only) per Equity Share for an aggregate amount not exceeding ₹ 61,25,00,000/- (Indian Rupees Sixty One Crores and Twenty Five Lakhs Only) excluding the Transaction Costs, for distributing cash to the eligible shareholders. The Buyback is being undertaken, inter-alia, for the following reasons:
- 9.2.1. The Buyback will help the Company to return surplus cash to its shareholders holding Equity Shares broadly in proportion to their shareholding, thereby, enhancing the overall return to shareholders;
- 9.2.2. The Buyback, which is being implemented through the tender offer route as prescribed under the SEBI Buyback Regulations, would involve allocation of number of Equity Shares as per their entitlement or 15% of the number of Equity Shares to be bought back whichever is higher, reserved for the small shareholders. The Company believes that this reservation for small shareholders would benefit a large number of public shareholders, who would get classified as “small shareholder” as per Regulation 2(i)(n) of the SEBI Buyback Regulations;
- 9.2.3. The Buyback may help in improving its return on equity, by reduction in the equity base, thereby leading to long term increase in shareholders’ value; and
- 9.2.4. The Buyback gives an option to the shareholders holding Equity Shares of the Company, who can choose to participate and get cash in lieu of Equity Shares to be accepted under the Buyback offer or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post the Buyback offer, without additional investment.

10. MANAGEMENT DISCUSSION AND ANALYSIS AND THE LIKELY IMPACT OF BUYBACK ON THE COMPANY

- 10.1. The Company believes that the Buyback will not in any manner impair its ability to pursue growth opportunities or meet its cash requirements for business operations. The Buyback is being undertaken, inter alia, for helping the Company to return surplus cash to the Eligible Shareholders broadly in proportion to their shareholding, thereby, enhancing the overall return to the Equity Shareholders. Assuming there is full participation in the Buyback, the funds deployed by the Company towards the Buyback would be an aggregate maximum amount not exceeding ₹ 61,25,00,000/- (Indian Rupees Sixty One Crores and Twenty Five Lakhs Only) excluding the Transaction Costs.
- 10.2. In terms of the SEBI Buyback Regulations, under the tender route offer, the Promoters/Promoter Companies have an option to participate in the buyback. In this regard, certain Promoters and members of the Promoter Group and persons in control of the Company have expressed their intention of participating in the Buyback. For further details, see “Intention of the Promoters and members of the Promoter Group to participate in the Buyback” on page 15 of this Draft Letter of Offer. Assuming participation in the Buyback is to the extent of 100% (full acceptance) from all the other eligible shareholders, the aggregate shareholding of the Promoters and members of the Promoter Group and persons in control of the Company post Buyback i.e. may [increase/decrease] from 64.17%, which is the shareholding as on date, to [●]% of the post Buyback equity share capital of the Company and the aggregate shareholding of the public may [increase/decrease] from 35.83% which is the public holding as on date to [●]% of the post Buyback equity share capital of the Company.
- 10.3. The Buyback is not expected to result in a change in control or otherwise affect the existing management structure of the Company.
- 10.4. Consequent to the Buyback and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks and other shareholders, the shareholding under each category may

undergo a change. The FPIs are advised to ensure that their investment in the Company continues to be within the limit prescribed under applicable laws, post completion of the Buyback.

- 10.5. As required under Section 68(2)(d) of the Companies Act the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice its paid up equity share capital and free reserves post completion of the Buyback, even if the response to the Buyback is to the extent of 100% (full acceptance), on a standalone basis.
- 10.6. As per Regulation 24(i)(e) of the SEBI Buyback Regulations, the Promoters and members of Promoter Group, and their associates, have not dealt in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of the board meeting (i.e., Monday, January 30, 2023) till the date of this Draft Letter of Offer and shall not deal in the Equity Shares or other specified securities of the Company either through the stock exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of Promoter Group) from the date of this Draft Letter of Offer till the closing of the Buyback.
- 10.7. Unless otherwise as may be specifically permitted by SEBI, in compliance with Regulation 24(i)(f) of the SEBI Buyback Regulations, the Company shall not raise further capital for a period of 12 (twelve) months from the expiry of the buyback period i.e., the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made except in discharge of subsisting obligations. Further, in compliance with Regulation 24(i)(b) of the SEBI Buyback Regulations, the Company shall not issue any Equity Shares or other securities including by way of bonus issue till the date on which the payment of consideration to shareholders who have accepted the Buyback Offer is made in accordance with the Companies Act and the SEBI Buyback Regulations. In compliance with Section 68(8) of the Companies Act, the Company shall not make any further issue of the same kind of shares or other securities including allotment of new shares under Section 62(1)(a) or other specified securities within a period of 6 (six) months after the completion of the Buyback except by way of bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares.
- 10.8. Salient financial parameters consequent to the Buyback based on the latest audited financial statements as on March 31, 2022 are set forth below:

Particulars	As at and for the nine month period ended December 31, 2022		As at and for the year ended March 31, 2022	
	Pre-Buyback (as on December 31, 2022)	Post Buyback #	Pre-Buyback (as on March 31, 2022)	Post Buyback #
Networth (₹ in Lakhs) ⁽¹⁾	78,228.51	72,103.51	65,163.07	59,038.07
Return on Net worth (%) ⁽²⁾	22.16%	24.04%	24.57%	27.12%
Earnings per Equity Share				
-Basic (₹) ⁽³⁾	14.72	14.87	18.12	18.31
-Diluted (₹) ⁽⁴⁾	14.72	14.87	18.12	18.31
Book value per Equity Share (₹) ⁽⁵⁾	88.55	82.43	73.76	67.50
P/E ⁽⁶⁾	36.79	36.43	27.28	27.00
Total Debt / Equity ratio ⁽⁷⁾	0.10	0.10	0.22	0.24

The post-Buyback numbers are calculated by reducing the net worth by the proposed Buyback amount (assuming full acceptance), without factoring in tax on buy back of shares and any impact of buyback expenses and other transaction costs and assuming full acceptance of Equity Shares in the Buyback offer. The debts are assumed to be as same as at December 31, 2022 post buyback.

The formulas used for computation of above ratios are as below:

Key Ratios	Basis
Net Worth	Paid- up Capital + Other Equity
Return on net worth (%)	Net Profit After Tax/ Net Worth
Basic Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/Weighted average number of equity shares outstanding
Diluted Earnings per Equity Share (₹)	Net Profit attributable to equity shareholders/Weighted average number of equity shares outstanding
Book Value per Equity Share (₹)	(Paid- up Equity Share Capital + Other Equity)/ Total number of Equity Shares subscribed outstanding
Price Earning	Closing market value as per NSE as at December 31, 2022 and March 31, 2022 respectively/ Earning per share
Debt – Equity Ratio	Total Debt/Net Worth

11. BASIS OF CALCULATING THE BUYBACK PRICE

- 11.1. The Equity Shares of the Company are proposed to be bought back at a price of ₹ 700/- (Indian Rupees Seven Hundred Only) per Equity Share. The Buyback Price has been arrived at, after considering various factors including, but not limited to the trends in the volume weighted average prices and the closing price of the Equity Shares on the Stock Exchanges where the Equity Shares are listed, the net worth of the Company, and impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share.
- 11.2. The Buyback Price represents:
 - 11.2.1. Premium of 24.70% and 25.26% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, during the three months preceding Monday, January 23, 2023, being the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback (“Intimation Date”).
 - 11.2.2. Premium of 27.46% and 27.09% over the volume weighted average market price of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the Intimation Date.
 - 11.2.3. Premium of 25.91% and 25.87% over the closing price of the Equity Shares on NSE and BSE, respectively, as on Friday, January 20, 2023, being the day preceding the Intimation Date.
 - 11.2.4. Premium of 25.79% and 25.83% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Intimation Date.
 - 11.2.5. Premium of 34.11% and 34.50% over the closing price of the Equity Shares on NSE and BSE, respectively, as on the Board Meeting i.e., Monday, January 30, 2023, when the Buyback was approved.
- 11.3. For trends in the market price of the Equity Shares, please refer to “Stock Market Data” on page 26 of this Draft Letter of Offer.
- 11.4. The closing market price of the Equity Shares as on the Intimation Date to the Stock Exchanges for the Board Meeting for considering the Buyback i.e. January 23, 2023, was ₹ 556.50/- and ₹ 556.30/- on NSE and BSE, respectively. The closing market price of the Equity Shares as on the Board Meeting for considering the Buyback i.e. January 30, 2023, was ₹ 521.95/- and ₹ 520.45/- on NSE and BSE, respectively.
- 11.5. For further details on certain financial ratios as at nine months ended December 31, 2022 and March 31, 2022 (“Pre-Buyback”) as derived from our audited financial statements and the corresponding ratios assuming full acceptance of Equity Shares in the Buyback (“Post-Buyback”), please refer to paragraph 17.1 of this Draft Letter of Offer.

12. SOURCES OF FUNDS FOR THE BUYBACK

- 12.1. Assuming full acceptance, the funds that would be utilised by the Company for the purpose of the Buyback not exceeding 8,75,000 (Eight Lakh Seventy Five Thousand Only) Equity Shares at a price of ₹ 700/- (Indian Rupees Seven Hundred Only) per Equity Share would be an aggregate maximum amount of not exceeding ₹ 61,25,00,000/- (Indian Rupees Sixty One Crore Twenty Five Lakh Only) excluding the Transaction Costs.
- 12.2. The funds required for implementation of the Buyback will be sourced out of the free reserves and securities premium of the Company and/or such other source as may be permitted by the SEBI Buyback Regulations or the Companies Act. The Company does not intend to raise additional debt for the explicit purposes of the Buyback. Accordingly, borrowed funds from banks and financial institutions, if any, will not be used for the Buyback.
- 12.3. The Company will transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares bought back pursuant to the Buyback to the Capital Redemption Reserve Account and details of such transfer will be disclosed in the subsequent audited financial statements of the Company.

13. DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 13.1. In accordance with Regulation 9(xi) of the SEBI Buyback Regulations, the Company has signed an Escrow Agreement dated February 01, 2023 with the Merchant Banker and the Escrow Bank i.e., ICICI Bank Limited having its registered office at ICICI Bank Tower, Near Chakli Circle, Old Padra Road, Vadodara, 390 007, Gujarat, India and acting for the purpose of this agreement through its branch situated at ICICI Bank Limited, Capital Markets Division, 1st Floor, 122, Mistry Bhavan, Dinshaw Vachha Road, Backbay Reclamation, Churchgate, Mumbai – 400020.
- 13.2. In accordance with the SEBI Buyback Regulations and Escrow Agreement, the Company has opened an Escrow Account in the name and style “**VRL Logistics Limited_Buyback Offer 2023 – Escrow A/c**” bearing account number 000405140478 with the Escrow Agent.
- 13.3. In accordance with the Regulation 9(xi) of the SEBI Buyback Regulations, the Company on February 06, 2023 has deposited a sum of ₹ 15,31,25,000/- (Indian Rupees Fifteen Crore Thirty One Lakh Twenty Five Thousand Only) in cash in the Escrow Account, which is equivalent to 25% of the Buyback Size. In accordance with the SEBI Buyback Regulations, the Manager to the Buyback is empowered to operate the Escrow Account in accordance with the terms of the Escrow Agreement and the SEBI Buyback Regulations.

14. FIRM FINANCIAL ARRANGEMENT

- 14.1. Kalyaniwalla & Mistry, LLP, Chartered Accountants, statutory auditors of the Company, through their partner Mr. Cyrus A Nariman (Membership Number: 102643) have issued a certificate dated January 30, 2023 certifying that the Company has adequate and firm financial resources to fulfil its obligations under the Buyback. The contact details of Kalyaniwalla & Mistry, LLP, Chartered Accountants are set forth below:

Kalyaniwalla & Mistry, LLP Chartered Accountants
Esplanade House, 29,
Hazarimal Somani Marg, Fort,
Mumbai-400-001
Tel No.: +91 080- 25549666
ICAI Firm Registration No.: 104607W/W100166

- 14.2. Based on the aforementioned certificate, the Manager to the Buyback confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buyback are in place and that the Company has the ability to implement the Buyback in accordance with the SEBI Buyback Regulations.

15. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

- 15.1. The present and the post-Buyback capital structure of the Company are set forth below:

<i>₹ in lakhs</i>		
Particulars	Pre-Buyback	Post-Buyback*
Authorised Share Capital:		
12,50,00,000 Equity Shares of ₹ 10 each	12,500.00	12,500.00
0.001% Compulsorily and mandatorily convertible participatory preference shares of ₹100 each	11,200.00	11,200.00
Total	23,700.00	23,700.00
Issued, Subscribed and Paid-Up Capital:		
8,83,43,495 Equity Shares of ₹ 10 each	8,834.35	8,746.85
Total Paid-Up Capital	8,834.35	8,746.85

*Assuming the full Acceptance of the Buyback of 8,75,000 Equity Shares

- 15.2. Details of Buyback done by the Company in the past three financial years is as follows:

Number of Equity Shares Bought Back	Maximum Buyback Price (₹)	Opening Date	Closing Date	Method
20,00,000	300	February 17, 2021	March 18, 2021	Open Market

- 15.3. As on the date of the Public Announcement and this Draft Letter of Offer:

15.3.1. all Equity Shares are fully paid-up and there are no partly-up shares or calls-in-arrears;

15.3.2. there are no outstanding preference shares or convertible securities; and

15.3.3. no scheme of amalgamation or compromise or arrangement pursuant to the Companies Act is pending in relation to the Company.

15.4. The shareholding pattern of the Company as on the Record Date i.e., February 10, 2023 (pre-Buyback) and post-Buyback is set forth below:

Category	Pre-Buyback		Post-Buyback	
	Number of Equity Shares	% to the Existing Equity Share Capital	Number of Equity Shares	% to the Post-Buyback Equity Share Capital
Promoter & Promoter Group	5,66,88,000	64.17	[●]	[●]
Domestic Institutional Investors	1,83,54,034	20.78	[●]	[●]
Foreign Institutional Investors	36,69,219	4.15		
Non-Institutional Investors	96,32,242	10.90		
Total	8,83,43,495	100.00	[●]	[●]

15.5. Assuming full acceptance of the Buyback, the issued, subscribed and paid up equity share capital of the Company would be as fully set out in paragraph 15.1 of this Draft Letter of Offer.

15.6. Please refer to paragraph 10.3 of this Draft Letter of Offer for details regarding shareholding (pre and post buyback) of the Promoters and members of the Promoter Group in the Company.

16. BRIEF INFORMATION ABOUT THE COMPANY

16.1. The Company was originally incorporated as a private limited company under the name of “Vijayanand Roadlines Private Limited” on March 31, 1983 under the Companies Act, 1956. The Company became a deemed public limited company with effect from July 1, 1994. Pursuant to a special resolution passed by the shareholders in an Extraordinary General Meeting held on February 14, 1997, the status of the Company was changed from a deemed public limited company to a public limited company. The name of the Company was changed to “VRL Logistics Limited” and a fresh certificate of incorporation consequent to the change of name was issued by the Registrar of Companies, Karnataka on August 25, 2006. The registered office of the Company is situated at Plot No. R.S. No. 351/1, Varur Post Chabbi, Taluk Hubli, District Dharwad, Hubli, Karnataka, 581207.

16.2. The Company is one of the leading pan-India surface logistics and parcel delivery service providers which provide general parcel, priority parcel delivery, courier and full-truckload services through widespread transportation network in 28 States and 4 Union Territories across India.

16.3. For the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Company reported total income (including other income) of ₹ 241,046.54 lakhs, ₹ 177,578.73 lakhs and ₹ 212,885.65 lakhs respectively. Further, for the financial years ended March 31, 2022, March 31, 2021 and March 31, 2020, the Company reported profit after tax of ₹ 16,011.26 lakhs, ₹ 4,506.79 lakhs and ₹ 9,011.49 lakhs respectively. The total income and profit after tax of the Company, based on the unaudited financial statements subjected to limited review, for the quarter and nine months’ period ended December 31, 2022 was ₹222,636.30 lakhs and 13,002.36 lakhs respectively. For further details on financial information about the Company for the fiscal years 2020, 2021, 2022 and nine months period ended on December 31, 2022, see “**Financial information about the Company**” on page 25 of this Draft Letter of Offer.

16.4. Details of the listing of the equity shares of the Company on the various stock exchanges is set forth below:

Name of the Stock Exchange	Date of Listing	Whether continues to be listed
BSE	April 30, 2015	Yes
NSE	April 30, 2015	Yes

16.5. The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 539118 at BSE and VRLLOG at NSE. The ISIN of the Equity Shares is INE366I01010.

16.6. The following table sets forth the history of the equity share capital of the Company since incorporation:

Date of allotment	Number of Equity Shares issued /(Buy-back)	Face Value per Equity Share (₹)	Issue Price per Equity Share (₹)	Nature of Consideration(E) (Cash, bonus, other than cash)	Names of Allottees	Nature of Allotment/ Buy-back	Cumulative Number of Equity Shares (₹)	Cumulative paid up Equity Share capital (₹)
March 31, 1983	4	1,000	1,000	Cash	Dr. Vijay Sankeshwar and Mrs. Lalita Sankeshwar	Subscription to the Memorandum of Association.	4	4,000
April 25, 1983	3	1,000	1,000	Cash	Mr. M. N. Kashinath	Preferential allotment	7	7,000
May 25, 1983	274	1,000	1,000	Consideration other than cash	Dr. Vijay Sankeshwar and Mrs. Lalita Sankeshwar	Preferential allotment	281	2,81,000
November 8, 1984	30	1,000	1,000	Cash	Mr. Anand Sankeshwar	Preferential allotment	311	3,11,000
May 25, 1987	189	1,000	1,000	Cash	Dr. Vijay Sankeshwar and Mrs. Lalita Sankeshwar	Preferential allotment	500	5,00,000
May 4, 1989	120	1,000	1,000	Cash	Dr. Vijay Sankeshwar, Mrs. Lalita Sankeshwar and Mr. Anand Sankeshwar	Preferential allotment	620	6,20,000
July 2, 1990	160	1,000	1,000	Cash	Dr. Vijay Sankeshwar and Mrs. Lalita Sankeshwar	Preferential allotment	780	7,80,000
July 8, 1995	1,000	1,000	1,000	Cash	Mr. Anand Sankeshwar	Preferential allotment	1,780	17,80,000
November 30, 1995	445	1,000	1,000	Cash	Dr. Vijay Sankeshwar, Mrs. Lalita Sankeshwar and Mr. Anand Sankeshwar	Preferential allotment	2,225	22,25,000
December 31, 1996	275	1,000	1,000	Cash	Dr. Vijay Sankeshwar, Mrs. Lalita Sankeshwar and Mr. Anand Sankeshwar	Preferential allotment	2,500	25,00,000
January 11, 1997	20	1,000	1,000	Cash	Mrs. Bharati Holkunde, Mr.K. N. Umesh, Mr. L. R. Bhat & Mr.Y. M. Honnalli	Preferential allotment	2,520	25,20,000
February 15, 1997	1,95,000	1,000	-	Bonus	To existing shareholders of the Company	Bonus issue in the ratio of 78:1	1,97,520	19,75,20,000
March 18, 1997	2,480	1,000	-	Bonus	To existing shareholders of the Company	Bonus Issue in the ratio of 0.992:1	2,00,000	20,00,00,000
August 7, 2006	Sub-division of 2,00,000 equity shares of the face value of ₹1,000 each into 2,00,00,000 Equity Shares							
December 9, 2006	5,00,00,000	10	-	Bonus	To existing shareholders of the Company	Bonus issue in the ratio of 5:2	7,00,00,000	70,00,00,000
September 29, 2007	7,00,000	10	100	Cash	Mr. Anand Sankeshwar and Mrs.Vani Sankeshwar	Preferential allotment	7,07,00,000	70,70,00,000
September 1, 2013	14,836,162	10	74.46	Cash	NSR	Conversion of Preference Shares	8,55,36,162	85,53,61,620
April 25, 2015	57,07,333	10	205	Cash	Public	Preferential Allotment through IPO	9,12,43,495	91,24,34,950
January 30, 2018	-9,00,000	10	419.39 (Average Buy-back Price)	Cash	Public shareholders	Buy-back of shares through open market	9,03,43,495	90,34,34,950
March 18, 2021	-20,00,000	10	253.36 (Average Buy-back Price)	Cash	Public shareholders	Buy-back of shares through open market	8,83,43,495	88,34,34,950

16.7. The following table sets forth details regarding the Board of the Directors as on the date of the Public Announcement:

Sr. No.	Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
1	Dr. Vijay Sankeshwar Qualification: B. Com DIN: 00217714 Age: 73 Occupation: Business	Chairman and Managing Director	March 31, 1983 (First Director) and Re-appointed on January 01, 2022	VRL Steel Private Limited Vijayanand Logistics Private Limited Vijayanand Foods Private Limited
2	Dr. Anand Sankeshwar Qualification: B. Com DIN: 00217773 Age: 48 Occupation: Business	Managing Director	January 04, 1993 and Re-appointed on April 01, 2019	VRL Media Private Limited Vijayanand Infotech Private Limited Hyperconnect Technologies Private Limited VRL Steel Private Limited Vijayanand Logistics Private Limited Vijayanand Foods Private Limited
3	Mr. K. N. Umesh Qualification: B.Com DIN : 02602595 Age: 69 Occupation: Business	Whole-time Director	May 19, 2017 and Re-appointed on May 19, 2022	--NIL
4	Mr. L. R. Bhat Qualification: Directorate of Medical Education (D.M.E) DIN: 01875068 Age: 64 Occupation: Business	Whole-time Director	August 04, 2017 and Re-appointed on August 04, 2022	---NIL
5	Dr. Prabhabhar Kore, Qualification: B.Com DIN: 00509836 Age: 76 Occupation: Business & Agriculture	Independent Director	April 01, 2014 and Re-appointed on April 01, 2019	Shivashakti Sugars Limited
6	Mrs. Medha Pawar Qualification: B. Sc., LLM DIN: 06921510 Age: 56 Occupation: Advocate	Independent Director	December 12, 2014 and Re-appointed on December 12, 2019	-- NIL
7	Mr. Shankarasa Ladwa Qualification: B.Com, ACA DIN: 06964188 Age: 61 Occupation: Chartered Accountant	Independent Director	February 20, 2015 and Re-appointed on February 20, 2020	NIL
8	Dr. Anand Pandurangi Qualification: MBBS, D.P.M DIN: 07038691 Age: 70 Occupation: Medical Professional (Psychiatrist)	Independent Director	February 20, 2015 and Re-appointed on February 20, 2020	NIL
9	Mrs. Smriti Bellad Qualification: B.E. Computer Science DIN: 06732781 Age: 54 Occupation: Business	Independent Director	November 03, 2018	Bellad & Company Pvt. Ltd. Bellad Enterprises Pvt. Ltd. Beltech Green Pvt. Ltd.
10	Mr. Gurudas Narekuli Qualification: B.Com, CA IIB 07950458 Age: 73 Occupation: Retired Bank Employee	Independent Director	April 01, 2019	-- NIL
11	Mr. Ashok Shettar Qualification: B.E. Civil DIN: 07038714 Age: 65 Occupation: Vice Chancellor	Non-Executive Director	August 08, 2015 and Re-appointed on August 07, 2021	NIL

Sr. No.	Name, Qualification, Occupation, Age (in years) and DIN	Designation	Date of appointment/ re-appointment	Other directorships (in other companies) and designated partnerships in LLPs
12	Mr. Raghottam Akamanchi Qualification: M.Sc. (Statistics), Ph.D. DIN: 07038738 Age: 59 Occupation: Service(Professor)	Non-Executive Director	February 20, 2015 and Re-appointed on August 10, 2022	NIL

16.8. There have been no changes in our Board during the three years immediately preceding the date of the Public Announcement.

16.9. The Buyback will not result in any benefit to any directors of the Company, Promoters and members of the Promoter Group, and persons in control of the Company except to the extent of their participation in the Buyback, as applicable, and the change in their shareholding as per the response received in the Buyback, as a result of the extinguishment of Equity Shares which will lead to a reduction in the equity share capital post Buyback.

17. FINANCIAL INFORMATION ABOUT THE COMPANY

17.1. The selected financial information, as extracted from the audited financial statements of the Company for the last three financial years ended as on March 31, 2022, March 31, 2021, and March 31, 2020 and the unaudited limited review financial results for the nine months period ended December 31, 2022, is detailed below:

(Amount in ₹ lakhs)

Particulars	Un-audited (limited review) IND-AS	Audited (IND-AS)		
	For the nine months period ended December 31, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Revenue from Operations	2,21,670.97	2,39,365.25	1,76,292.24	2,11,853.97
Other Income	965.33	1,681.29	1,286.49	1,031.68
Total Income	2,22,636.30	2,41,046.54	1,77,578.73	2,12,885.65
Total Expense (excluding Interest, Depreciation & Amortisation, Tax and Exceptional Items)	1,88,098.09	1,98,948.38	1,51,543.69	1,82,027.17
Finance Costs	4,230.23	4,309.18	3,681.96	3,673.37
Depreciation & Amortization	12,715.10	16,799.76	15,979.01	16,753.43
Exceptional Items	NIL	NIL	NIL	NIL
Profit Before Tax	17,592.88	20,989.22	6,374.07	10,431.68
Provision for Tax (including Deferred Tax)	4,590.52	4,977.96	1,867.28	1,420.19
Profit After Tax	13,002.36	16,011.26	4,506.79	9,011.49
Profit attributable to:				
Owners of the Company	13,002.36	16,011.26	4,506.79	9,011.49
Non- Controlling interest	NIL	NIL	NIL	NIL
Paid-up Equity Share Capital (A)	8,834.35	8,834.35	8,834.35	9,034.35
Other Equity(excluding revaluation reserves and miscellaneous expenditure to extent not written off) (B)	69,394.16	56,328.72	50,879.66	52,652.58
Net worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off) (A+B)	78,228.51	65,163.07	59,714.01	61,686.93
Non -Current Borrowings	5,589.53	8,139.97	3,947.79	9,502.23
Current portion of Long- Term Borrowings	1,912.00	2,777.19	1,585.91	2,362.23
Current Borrowings	-	3,431.09	6,423.38	7,066.02
Total debt	7,501.53	14,348.25	11,957.05	18,930.48

Note: The figures included under nine months ended December 31, 2022, are inclusive of operations discontinued during the year.

Key Financial Ratios for the periods mentioned below are as follows:

Particulars	Un-audited (limited review) IND-AS	Audited (IND-AS)		
	For the nine months period ended December 31, 2022	For the year ended on March 31, 2022	For the year ended on March 31, 2021	For the year ended on March 31, 2020
Basic Earnings Per equity share (in ₹)	14.72	18.12	4.99	9.97
Diluted Earnings Per equity share (in ₹)	14.72	18.12	4.99	9.97
Book Value per equity share (in ₹)	88.55	73.76	67.59	68.28
Debt / Equity Ratio	0.10	0.22	0.20	0.31
Return on Net Worth excluding Revaluation reserves (annualised) (%)	22.16	24.57	7.55	14.61
Total Debt / Net Worth	0.10	0.22	0.20	0.31

The key ratios have been computed on the basis of the following formulas:

Key Ratios	Basis
Basic Earnings Per Equity Share (₹)	Net Profit attributable to equity shareholders /Weighted average number of equity shares outstanding
Diluted Earnings Per Equity Share (₹)	Net Profit attributable to equity shareholders /Weighted average number of equity shares outstanding
Book Value per Equity Share (₹)	(Paid up equity share capital + other Equity) /Total number of Equity Shares subscribed outstanding
Total Debt/ Equity Ratio (in times)	Total Debt /Net Worth
Return on Net Worth excluding Revaluation reserves (%)	Net Profit After Tax/Net Worth (excluding revaluation reserves and miscellaneous expenditure to the extent not written off)
Total Debt / Net Worth (in times)	Net Profit attributable to equity shareholders /Weighted average number of equity shares outstanding

17.2. The Company hereby declares that it will comply with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, if it becomes applicable, in connection with the Buyback.

17.3. The Company hereby also declares that it has complied with and will comply with Sections 68, 69 and 70 of the Companies Act, and all other provisions of the Companies Act, as may be applicable to the Buyback.

18. STOCK MARKET DATA

18.1. The Equity Shares are currently listed and traded only on the BSE and NSE. The maximum volume of trading in the Equity Shares is recorded on NSE.

18.2. The Equity Shares are currently traded in compulsory dematerialised mode under the trading code(s) 539118 at BSE and VRLLOG at NSE.

18.3. The high, low and average market prices in preceding three fiscal years and the monthly high, low and average market prices for the six months preceding the date of publication of the Public Announcement, i.e., Wednesday, February 01, 2023 and the corresponding volumes on BSE and NSE are given below:

BSE Data Period	High# (₹)	Date of High Price	Number of Equity Shares traded on that date	Low## (₹)	Date of Low Price	Number of Equity Shares on that date	Average Price* (INR)	Total volume traded of Equity Shares in the period (number of Equity Shares)
Preceding 3 (three) years								
FY22	591.50	07-Feb-22	1,59,085	201.60	12-Apr-21	19,491	366.32	76,10,538

BSE Data Period	High# (₹)	Date of High Price	Number of Equity Shares traded on that date	Low## (₹)	Date of Low Price	Number of Equity Shares on that date	Average Price* (INR)	Total volume traded of Equity Shares in the period (number of Equity Shares)
FY21	268.75	05-Mar-21	52,872	140.10	23-Jul-20	9,373	178.21	61,86,895
FY20	315.00	29-May-19	18,305	120.50	23-Mar-20	2,196	261.34	8,36,901
Preceding 6 (six) months								
January, 2023	574.80	23-Jan-23	23,462	506.50	27-Jan-23	18,776	546.055	1,67,853
December 2022	589.45	15-Dec-22	18,223	512.75	26-Dec-22	9,347	554.43	3,65,860
November 2022	618.65	09-Nov-22	8,094	509.05	21-Nov-22	10,461	564.86	3,53,346
October 2022	624.85	04-Oct-22	13,643	570.00	14-Oct-22	23,384	598.09	2,12,271
September 2022	677.90	23-Sep-22	51,833	579.40	30-Sep-22	12,342	626.03	5,88,502
August 2022	642.50	04-Aug-22	41,663	587.10	23-Aug-22	19,633	612.43	4,45,547
<i># High of the daily high prices. ## Low of the daily low prices. * Arithmetic average of the closing prices of all trading days during the said period. Source: www.bseindia.com</i>								

NSE Data Period	High# (₹)	Date of High Price	Number of Equity Shares traded on that date	Low## (₹)	Date of Low Price	Number of Equity Shares on that date	Average Price* (INR)	Total volume traded of Equity Shares in the period (number of Equity Shares)
Preceding 3 (three) years								
FY22	591.90	07-Feb-22	13,88,336	210.00	22-Apr-21	24,4167	366.44	8,68,84,721
FY21	279.00	24-Feb-21	6,14,942	141.40	03-Apr-20	26,143	178.21	6,48,71,798
FY20	316.00	29-May-19	3,19,893	130.00	24-Mar-20	11,563	261.41	1,54,04,428
Preceding 6 (six) months								
January, 2023	575.00	23-Jan-23	19,759	507.70	27-Jan-23	25,847	546.30	2,11,787
December 2022	589.00	15- Dec-22	4,32,846	512.40	26-Dec-22	57,827	554.60	99,79,695
November 2022	618.95	09-Nov-22	1,39,449	509.55	22-Nov-22	4,53,079	564.90	54,23,777
October 2022	622.95	04-Oct-22	1,09,815	571.00	14-Oct-22	2,11,020	598.13	21,97,404
September 2022	677.90	23-Sep-22	4,46,480	578.05	30-Sep-22	1,75,379	625.97	67,83,032
August 2022	638.85	01-Aug-22	6,11,023	587.05	23-Aug-22	1,45,351	612.59	50,99,065
<i># High of the daily high prices. ## Low of the daily low prices. * Arithmetic average of the closing prices of all trading days during the said period. Source: www.nseindia.com</i>								

18.4. The intimation of the Board Meeting to consider the proposal of the Buyback was given to the Stock Exchanges on January 23, 2023. The Board, at its meeting held on Monday, January 30, 2023, approved the proposal for the Buyback at ₹ 700/- per Equity Share. The closing market price of the Equity Shares on BSE and NSE during this period, are summarised below:

Event	Date	BSE (₹)	NSE (₹)
Intimation of the Board Meeting convened to consider the proposal of the Buyback	January 23, 2023	556.3	556.5
1 (One) trading day prior to the intimation of the Board Meeting	January 20, 2023	556.15	555.95

Event	Date	BSE (₹)	NSE (₹)
1 (One) trading day prior to the Board Meeting	January 27, 2023	524.75	525.9
Date of the Board Meeting	January 30, 2023	520.45	521.95
1 (One) trading day post the Board Meeting	January 31, 2023	534.35	535.55

Source: www.bseindia.com and www.nseindia.com

19. DETAILS OF STATUTORY APPROVALS

- 19.1. The Buyback will be subject to such necessary approvals as may be required under the applicable laws including from SEBI, BSE and/or NSE, under the provisions of the Companies Act, the SEBI Buyback Regulations, and the Buyback from Non-Resident Shareholders, and other applicable categories will be subject to such approvals of the Reserve Bank of India, if any, under FEMA and/or such other applicable rules and regulations in force for the time being.
- 19.2. The Buyback from each Eligible Shareholder is subject to all statutory consents and approvals as may be required by such Eligible Shareholder under applicable laws and regulations. The Eligible Shareholder shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the Reserve Bank of India, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. An Eligible Shareholder would be required to provide copies of all such consents and approvals obtained by them to the Registrar to the Buyback.
- 19.3. The Buyback of Shares from Non Resident Shareholders (including non-resident Indians, Overseas Corporate Bodies (OCBs) Foreign Portfolio Investors (FPIs), and members of foreign nationality), if any, shall be subject to rules, regulations and approvals, if any, of the appropriate authorities, including approvals from the RBI under FEMA, as applicable. It is the obligation of such Non Resident Shareholders, to obtain such approvals and submit such approvals along with the Tender Form, so as to enable them to tender Equity Shares in the Buyback and for the Company to purchase such Equity Shares, tendered. The Company will have the right to make payment in respect of the Equity Shareholders for whom no prior approval from the RBI is required and not accept Equity Shares from the Equity Shareholders in respect of whom prior approval from the RBI is required and in the event copies of such approvals are not submitted. Non-Resident Shareholders (excluding OCBs) permitted under the automatic process prescribed under applicable FEMA Regulations, read with the consolidated Foreign Direct Investment policy issued by the Government of India, are not required to obtain approvals from RBI.
- 19.4. By agreeing to participate in the Buyback, each Eligible Shareholder undertakes to complete all relevant regulatory/statutory filings and compliances to be made by it under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buyback, the non-resident Eligible Shareholders give the Company the authority to take all necessary action, including to make, sign, execute, deliver, acknowledge and perform all actions/applications to file regulatory reporting, filings and compliances, if required, including form FC-TRS, if necessary and undertake to provide assistance to the Company for such regulatory reporting if required by the Company.
- 19.5. As on the date of this Draft Letter of Offer, the Company confirms that there is no other statutory or regulatory approval required by it for the Buyback. If any statutory or regulatory approval becomes applicable subsequently, the Buyback will be subject to such statutory or regulatory approval(s) and the Company shall obtain such statutory approvals as may be required, from time to time, if any. In the event of any delay in receipt of any statutory/ regulatory approvals, changes to the proposed timetable of the Buyback, if any, shall be intimated to the Stock Exchanges.
- 19.6. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.

20. DETAILS OF INVESTOR CENTRE AND REGISTRAR TO THE BUYBACK

Eligible shareholders who wish to tender their Equity Shares in the Buyback can send the Tender Form along with the other requisite document(s), as mentioned in "Procedure for Tender Offer and Settlement" on page 33 of this Draft Letter of Offer along with TRS generated by the stock exchange bidding system upon placing of a bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback, so that the same are received on or before the Buyback Closing Date by 5:00 p.m. The envelope should be super scribed as "VRL Logistics Limited Buyback Offer 2023". The Company has appointed KFin Technologies Limited as the Registrar to the Buyback and in case of any query, the shareholders may contact the Registrar to the Buyback on any day, except Saturday, Sunday and public holidays between 9:30 a.m. and 5:30 p.m. at the following address:

KFin Technologies Limited**(formally known as Kfin Technologies Private Limited)**

Selenium, Tower B, Plot No- 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi - 500 032 Telangana, India.

Tel.No.:+91 40 6716 2222 | **Fax.No.:**+91 40 2343 1551 | **Toll Free No.:** 18003094001**Email:** vrl.buyback@kfintech.com | **Email:** einward.ris@kfintech.com**Website:** www.kfintech.com**Contact Person:** Mr. M. Murali Krishna**SEBI Registration No.:** INR000000221 | **CIN:** L72400TG2017PLC117649

For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS are not required to be submitted to the Company, Manager or the Registrar. After the confirmation of lien marked in demat account of the Eligible Shareholders to the Clearing Corporation and a valid bid in the exchange bidding system, the bid for buyback shall be deemed to have been accepted for Eligible Shareholders holding the Equity Shares in demat form.

THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR TO THE MANAGER TO THE BUYBACK. ELIGIBLE SHAREHOLDERS ARE ADVISED TO ENSURE THAT THE TENDER FORM, TRS AND OTHER RELEVANT DOCUMENTS ARE COMPLETE IN ALL RESPECTS OTHERWISE THE SAME ARE LIABLE TO BE REJECTED.

PLEASE NOTE THAT IT IS NOT MANDATORY FOR ELIGIBLE SHAREHOLDERS HOLDING AND TENDERING DEMAT SHARES TO SUBMIT THE TENDER FORM AND THE TRS. AFTER THE CONFIRMATION OF LIEN MARKED IN DEMAT ACCOUNT OF THE ELIGIBLE SHAREHOLDER TO THE CLEARING CORPORATION AND A VALID BID IN THE EXCHANGE BIDDING SYSTEM, THE BID FOR THE BUYBACK SHALL BE DEEMED TO HAVE BEEN ACCEPTED FOR THE ELIGIBLE SHAREHOLDERS HOLDING DEMAT SHARES.

21. PROCESS AND METHODOLOGY FOR THE BUYBACK

- 21.1. The Company has proposed the Buyback not exceeding 8,75,000(Eight Lakhs Seventy Five Thousand Only) Equity Shares (representing 0.99 % of the total number of Equity Shares in the existing total paid-up equity capital of the Company each as on the date of the Board Meeting and as of March 31, 2022), from all Eligible Shareholders on a proportionate basis, through the 'tender offer' process, at a price of ₹ 700/- (Indian Rupees Seven Hundred Only) per Equity Share, payable in cash, for an aggregate maximum amount of not exceeding ₹ 61,25,00,000/- (Indian Rupees Sixty One Crores Twenty-Five Lakh Only) excluding the Transaction Costs, which represents 9.44% of the aggregate of the Company's fully paid-up capital and free reserves as per the latest audited financial statements of the Company, respectively, as on March 31, 2022.
- 21.2. The Buyback is pursuant to Article 63 of the Articles of Association of the Company and Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, to the extent applicable, and the provisions of the SEBI Buyback Regulations and SEBI Listing Regulations. The Buyback is subject to receipt of such approvals of the statutory, regulatory or governmental authorities, as may be required under the applicable laws including from the SEBI, and/ or the Stock Exchanges.
- 21.3. The Company expresses no opinion as to whether Eligible Shareholders should participate in the Buyback and, accordingly, Eligible Shareholders may take their own decision after consulting their own advisors, as they may deem fit, regarding their participation in the Buyback.
- 21.4. The aggregate shareholding of the Promoters and Promoter Group as at the date of the Public Announcement is 5,66,88,000 Equity Shares which represents 64.17% of the existing equity share capital of the Company. In terms of the SEBI Buyback Regulations, under the Tender Offer route, the Promoters and members of the Promoter Group and persons in control of the Company have an option to participate in the Buyback. In this regard, certain Promoters and members of the Promoter Group and the persons in control have expressed their intention of participating in the Buyback. Assuming response to the Buyback is to the extent of 100% from all the Equity Shareholders up to their entitlement (full acceptance), the aggregate shareholding of the Promoters, members of the Promoter Group and persons in control may[increase/ decrease] from the current pre-Buyback shareholding of 64.17% to [●]% of the post Buy-back equity share capital of the Company.
- 21.5. **Record Date, Ratio of Buyback and Buyback Entitlement:**

- 21.5.1. As required under the SEBI Buyback Regulations, the Company has fixed February 10, 2023 as the Record Date for the purpose of determining the Buyback Entitlement and the names of the Eligible Shareholders, who are eligible to participate in the Buyback.
- 21.5.2. The Equity Shares to be bought back, as part of the Buyback is divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
- 21.5.2.1. Reserved category for Small Shareholders (“Reserved Category”); and
- 21.5.2.2. General category for all Eligible Shareholders other than Small Shareholders (“General Category”).
- 21.5.3. Small Shareholder’ has been defined under Regulation 2(i)(n) of the SEBI Buyback Regulations and in relation to the Buyback means an Eligible Shareholder who holds Equity Shares having market value of not more than ₹ 2,00,000/- (Indian Rupees Two Lakh Only), on the basis of closing price on BSE or NSE, whichever registers the highest trading volume in respect of the Equity Shares on the Record Date. As on the Record Date, the volume of Equity Shares traded on BSE was [●] Equity shares and on NSE was [●] Equity Shares. Accordingly, [●] being the stock exchange with highest trading volume, the closing price was ₹ [●]/- and hence all Eligible Shareholders holding not more than [●] Equity Shares as on the Record Date are classified as ‘Small Shareholders’ for the purpose of the Buyback.
- 21.5.4. Based on the above definition, there are [●] Small Shareholders with aggregate shareholding of [●] Equity Shares (as on the Record Date), which constitutes [●]% of the outstanding number of Equity Shares of the Company and [●]% of the maximum number of Equity Shares which are proposed to be bought back as part of this Buyback.
- 21.5.5. In accordance with Regulation 6 of the SEBI Buyback Regulations, the reservation for the Small Shareholders (Reserved Category), will be [●] Equity shares, which is higher of:
- 21.5.5.1. 15% of the number of Equity Shares which the Company proposes to Buyback (15% of [●]Equity Shares), which works out to [●]Equity Shares; or
- 21.5.5.2. The number of Equity Shares to which the Small Shareholders are entitled as per their shareholding as on the Record Date (i.e., [●]/ [●] × [●]), which works out to [●] Equity Shares.
- 21.5.6. In case the total number of Equity Shares held by the Small Shareholders on the Record Date is less than [●] (higher of (i) and (ii) above), the maximum number of Equity Shares reserved for Small Shareholders will be restricted to the total number of Equity Shares held by the Small Shareholders as on Record Date.
- 21.5.7. Based on the above and in accordance with Regulation 6 of the SEBI Buyback Regulations, [●] Equity Shares will be reserved for Small Shareholders. Accordingly, General Category shall consist of [●] Equity Shares.
- 21.5.8. Based on the aforementioned, the entitlement ratio of Buyback for both categories is set forth below:

Category	Indicative Entitlement ratio in the Buyback*
Reserved Category for Small Shareholders	[●] Equity Shares for every [●] Equity Shares held on the Record Date
General Category for all other Eligible Shareholders	[●] Equity Shares for every [●] Equity Shares held on the Record Date

**The above ratio of Buyback is approximate and provides an indicative Buyback Entitlement. Any computation of entitled Equity Shares using the above ratio may provide a slightly different number due to rounding off. The actual Buyback Entitlement for Reserved Category for Small Shareholders is [●]% and General Category for all other eligible Shareholders is [●]%.*

21.6. Fractional Entitlements

If the Buyback Entitlement, after applying the above mentioned ratios to the Equity Shares held on the Record Date, is not a round number (i.e., not in the multiple of 1 (one) Equity Share), then the fractional entitlement shall be ignored for computation of the Buyback Entitlement to tender Equity Shares in the Buyback for both categories of Eligible Shareholders.

On account of ignoring the fractional entitlement, those Small Shareholders who hold [●] or less Equity Shares as on the Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender additional Equity Shares as part of the Buyback and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered additional Equity Shares. The Company shall make best efforts subject to SEBI Buyback Regulations in accepting Equity Shares tendered by such Eligible Shareholders to the extent possible and permissible.

21.7. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category: In accordance with this Draft Letter of Offer, the Acceptance in the Buyback from the Reserved Category will be implemented in the following order of priority:

- 21.7.1. Full Acceptance (100%) from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- 21.7.2. Post-acceptance as described in paragraph 21.7(a) above, in case there are any Equity Shares left to be bought back from the Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered additional Equity Shares as part of the Buyback, they shall be given preference and one Equity Share each from the additional Equity Shares applied by such Small Shareholders would be bought back in the Reserved Category.
- 21.7.3. Post-acceptance as described in paragraphs 21.7(a) and 21.7(b) above, in case there are any validly tendered unaccepted Equity Shares in the Reserved Category (“Reserved Category Additional Equity Shares”) and Equity Shares left to be bought back in the Reserved Category, the Reserved Category Additional Equity Shares shall be accepted in a proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations (i.e., valid Acceptance per Small Shareholder shall be equal to the Reserved Category Additional Equity Shares validly tendered by them divided by the total Reserved Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category). For the purpose of this calculation, the Reserved Category Additional Equity Shares taken into account for the Small Shareholders, from whom one Equity Share has been Accepted in accordance with paragraph 21.7(b) above, shall be reduced by one.
- 21.7.4. The procedure of adjustment for fractional results in case of proportionate Acceptance, as described in paragraph 21.7(c) above, is set forth below:
 - 21.7.4.1. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - 21.7.4.2. For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Draft Letter of Offer.

21.8. Basis of Acceptance of Equity Shares validly tendered in the General Category: In accordance with this Draft Letter of Offer, the Acceptance in the Buyback from the General Category will be implemented in the following order of priority:

- 21.8.1. Full Acceptance (100%) in the General Category from the Eligible Shareholders who have validly tendered their Equity Shares, to the extent of their Buyback Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- 21.8.2. Post-acceptance as described in paragraph 21.8(a) above, in case there are any validly tendered unaccepted Equity Shares in the General Category (“General Category Additional Shares”) and Equity Shares left to be bought back in the General Category, the General Category Additional Equity Shares shall be accepted in the proportionate manner and the acceptances shall be made in accordance with the SEBI Buyback Regulations

(i.e., valid Acceptance per Eligible Shareholder shall be equal to the General Category Additional Equity Shares validly tendered by them divided by the total General Category Additional Equity Shares and multiplied by the total pending number of Equity Shares to be Accepted in General Category).

21.8.3. Adjustment for fractional results in case of proportionate acceptance as described in paragraph 21.8.2 above:

21.8.3.1. For any Eligible Shareholder, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.8.3.2. For any Eligible Shareholder if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Draft Letter of Offer.

21.9. Basis of Acceptance of Equity Shares between Categories:

21.9.1. In case there are any Equity Shares left to be bought back in one category ("Partially Filled Category") after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately (i.e., valid Acceptances per Eligible Shareholder shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Shareholder in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the Partially Filled Category).

21.9.2. If the Partially Filled Category is the General Category, and the second category is the Reserved Category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been Accepted in accordance with "Basis of Acceptance of Equity Shares validly tendered in the Reserved Category" will be reduced by one Equity Share and shall be eligible for priority acceptance of one Equity Share before acceptance in paragraph 21.9 (a) out of the Equity Shares left to be bought back in the Partially Filled Category, provided no Acceptance could take place from such shareholder in accordance with paragraph 21.7.

21.9.3. Adjustment for fraction results in case of proportionate Acceptance, as described in paragraph 21.9(a) and (b) above:

21.9.3.1. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.

21.9.3.2. For any Eligible Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 (one) and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Draft Letter of Offer.

21.10. For avoidance of doubt, it is clarified that:

21.10.1. the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares tendered by the respective Eligible Shareholder;

- 21.10.2. the Equity Shares Accepted under the Buyback from each Eligible Shareholder, in accordance with paragraphs above, shall not exceed the number of Equity Shares held by respective Eligible Shareholder as on the Record Date;
- 21.10.3. the Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the paragraphs above; and

In case of any practical issues, resulting out of rounding-off of Equity Shares or otherwise, the Buyback Committee or any person(s) authorized by the Buyback Committee will have the authority to decide such final allocation with respect to such rounding-off or any excess of Equity Shares or any shortage of Equity Shares after allocation of Equity Shares as set out in the process described in paragraph 21 of this Draft Letter of Offer.

21.11. Clubbing of Entitlements

In accordance with Regulation 9(ix) of the SEBI Buyback Regulations and in order to ensure that the same Eligible Shareholders with multiple demat accounts/ folios do not receive a higher entitlement under the Small Shareholder category, the Company proposes to club together the Equity Shares held by such Eligible Shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical and where the PANs of all joint shareholders are not available, the Company will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the name of joint shareholders are identical. In case of Eligible Shareholders holding Physical Shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buyback will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical.

The shareholding of institutional investors like mutual funds, pension funds/trusts and insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these Equity Shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar to the Buyback as per the shareholder records received from the depositories. Further, the Equity Shares held under the category of “clearing members” or “corporate body margin account” or “corporate body – broker” as per the beneficial position data as on the Record Date, with common PAN, are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are assumed to be held on behalf of clients.

22. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- 22.1. The Buyback is open to all eligible shareholders/ beneficial owners of the Company, i.e., the shareholders who on the Record Date were either holding Physical Shares or were holding Demat Shares.
- 22.2. The Company proposes to implement the Buyback through the tender offer process, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buyback and additional disclosures as specified in the SEBI Buyback Regulations, will be sent to Eligible Shareholders whose names appear on the register of members of the Company, or who are beneficial owners of Equity Shares as per the records of Depositories, on the Record Date, as per Regulation 6 of the SEBI Buyback Regulations and such other circulars or notifications, as may be applicable.
- 22.3. The Eligible Shareholders who have registered their email IDs with the depositories / the Company, shall be dispatched the Letter of Offer through electronic means. The Eligible Shareholders who have not registered their email ids with the depositories / the Company, shall be dispatched the Letter of Offer through physical mode by registered post / speed post / courier. In case of non-receipt of Letter of Offer and the Tender Form, please follow the procedure as mentioned in paragraph 22.25 of this Draft Letter of Offer. The non-receipt of Letter of Offer by, or accidental omission to mail the Letter of Offer to any person who is eligible to receive the same to participate in the Buyback, shall not invalidate the Buyback in any way.

- 22.4. The Company will not accept any Equity Shares offered in the Buyback which are under any restraint order of a Court/ any other competent authority for transfer/ disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or is otherwise not clear and the duplicate share certificates have not been issued either due to such request being under process as per the provisions of law or where any other restraint subsists or otherwise.
- 22.5. The Company shall comply with Regulation 24(v) of the SEBI Buyback Regulations which restricts the Company from buying back locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the time the Equity Shares become transferable. The Company shall also not accept the Equity Shares offered for Buyback where the title to such Equity Shares is under dispute or otherwise not clear.
- 22.6. The Eligible Shareholders' participation in the Buyback will be voluntary. The Eligible Shareholders may choose to participate, in full or in part, and receive cash in lieu of the Equity Shares to be accepted under the Buyback or they may choose not to participate and enjoy a resultant increase in their percentage shareholding, post-Buyback, without any additional investment. The Eligible Shareholders may also tender a part of their Buyback Entitlement. The Eligible Shareholders also have the option of tendering additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. Acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder, shall be in terms of procedure outlined in this Draft Letter of Offer. In case any Eligible Shareholder or any person claiming to be an Eligible Shareholder cannot participate in the Buyback Offer for any reason, the Company, the Manager and Registrar to the Buyback and their officers shall not be liable in any manner for such non-participation.
- 22.7. The Company will accept Equity Shares validly tendered for the Buyback by the Eligible Shareholders, on the basis of their Buyback Entitlement as on the Record Date and also Additional Equity Shares, if any tendered by Eligible Shareholders will be accepted as per paragraphs 21.7, 21.8 and 21.9 of this Draft Letter of Offer.
- 22.8. Eligible Shareholders will have to transfer their Demat Shares from the same demat account in which they were holding such Demat Shares (as on the Record Date). In case of multiple demat accounts, Eligible Shareholders are required to tender the applications separately from each demat account. In case of any changes in the demat account in which the Demat Shares were held (as on Record Date), such Eligible Shareholders should provide sufficient proof of the same to the Registrar to the Buyback, and such tendered Demat Shares may be Accepted subject to appropriate verification and validation by the Registrar. The Board or the Buyback Committee authorised by the Board will have the authority to decide such final allocation in case of non-receipt of sufficient proof by such Eligible Shareholder.
- 22.9. As disclosed in paragraph 21.5, the Equity Shares proposed to be bought back in the Buyback are divided into two categories and the entitlement of a shareholder in each category shall be calculated accordingly:
- 22.9.1. Reserved Category for Small Shareholders; and
- 22.9.2. the General Category for all other Eligible Shareholders.
- 22.10. After Accepting the Equity Shares tendered on the basis of the Buyback Entitlement, Equity Shares left to be bought as a part of the Buyback, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buyback Entitlement, by Eligible Shareholders in that category, and thereafter, from Eligible Shareholders who have tendered over and above their Buyback Entitlement, in the other category.
- 22.11. The maximum tender under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the Eligible Shareholder as on the Record Date. In case the Eligible Shareholder holds Equity Shares through multiple demat accounts, the tender through a demat account cannot exceed the number of Equity Shares held in that demat account.
- 22.12. For implementation of the Buyback, the Company has appointed Motilal Oswal Financial Services Limited as Company's Broker through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:



Motilal Oswal Financial Services Limited;
Address: Motilal Oswal Tower, Rahimtullah Sayani Road,

Opposite Parel S.T. Bus Depot, Prabhadevi - Mumbai - 400 025
Contact Person: Krishna Sharma;
Tel No.: +91 22 7198 5473;
Email: ksharma@motilaloswal.com
Website: www.motilaloswal.com
CIN: L67190MH2005PLC153397
SEBI Registration No.: INZ000158836

- 22.13. The Buyback will be implemented using the “Mechanism for acquisition of shares through Stock Exchange” issued by SEBI vide circular no. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and circular no. CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular no. SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and in accordance with the procedure prescribed in the Companies Act, the SEBI Buyback Regulations, circulars or notices issued by the Stock Exchanges, and as may be determined by the Board of Directors, or the Buyback Committee, on such terms and conditions as may be permitted by law from time to time.
- 22.14. The Company shall request BSE being the designated stock exchange (“Designated Stock Exchange”) to provide a separate window (the “**Acquisition Window**”) to facilitate placing of sell orders by the Eligible Shareholders who wish to tender their Equity Shares in the Buyback. The details of the Acquisition Window will be as specified by BSE from time to time. All Eligible Shareholders may place orders in the Acquisition Window, through their respective stockbrokers (“**Shareholder Broker**”).
- 22.15. During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Shareholder Broker during normal trading hours of the secondary market. The Shareholder Broker can enter orders for Demat Shares as well as Physical Shares. In the tendering process, the Company’s Broker may also process the orders received from the Eligible Shareholders.
- 22.16. In the event the Shareholder Broker(s) of Eligible Shareholder is not registered with BSE as a trading member/stock broker, then the Eligible Shareholders can approach any BSE registered stock broker and can register themselves by using quick unique client code (“**UCC**”) facility through the BSE registered stock broker (after submitting all details as may be required by such BSE registered stock broker in compliance with applicable law). In case the Eligible Shareholders are unable to register using UCC facility through any other BSE registered broker, Eligible Shareholders may approach Company’s Broker i.e., Motilal Oswal Financial Services Limited to place their bids.
- 22.17. The Eligible Shareholder approaching the Designated Stock Exchange registered stock broker (with whom he does not have an account) may have to submit the requisite documents as may be required. The requirement of documents and procedures may vary from broker to broker, and may inter alia include:

22.17.1. In case of Eligible Seller being an individual

If Eligible Seller is registered with KYC Registration Agency (“KRA”): Forms required:

- Central Know Your Client (CKYC) form including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form
- Documents required (all documents self-attested):
 - Bank details (cancelled cheque)
 - Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form including FATCA, IPV, OSV if applicable
- KRA form
- KYC form
- Documents required (all documents self-attested):
 - PAN card copy
 - Address proof
 - Bank details (cancelled cheque) Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

22.17.2. In case of Eligible Seller is HUF:

If Eligible Seller is registered with KYC Registration Agency (“KRA”): Forms required:

- Central Know Your Client (CKYC) form of KARTA including FATCA, IPV, OSV if applicable
- Know Your Client (KYC) form
- Documents required (all documents self-attested):
 - Bank details (cancelled cheque)
 - Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)

If Eligible Seller is not registered with KRA: Forms required:

- CKYC form of KARTA including FATCA, IPV, OSV if applicable
- KRA form
- Know Your Client (KYC) form
- Documents required (all documents self-attested):
 - PAN card copy of HUF & KARTA
 - Address proof of HUF & KARTA
 - HUF declaration
 - Bank details (cancelled cheque)
 - Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)

It may be noted that other than submission of above forms and documents in person verification may be required.

22.17.3. In case of Eligible Seller other than Individual and HUF:

If Eligible Seller is KRA registered: Form required

- Know Your Client (KYC) form
- Documents required (all documents certified true copy)
- Bank details (cancelled cheque)
- Demat details only if Equity Shares are in demat mode (Demat master /Latest Demat statement)
- FATCA, IPV, OSV if applicable
- Latest list of Directors/authorised signatories/partners/trustees
- Latest shareholding pattern
- Board resolution
- Details of ultimate beneficial owner along with PAN card and address proof
- Last 2 years financial statements

If Eligible Seller is not KRA registered: Forms required:

- KRA form
- Know Your Client (KYC) form
- Documents required (all documents certified true copy):
 - PAN card copy of company/ firm/trust
 - Address proof of company/ firm/trust
 - Bank details (cancelled cheque)
 - Demat details only if Equity Shares are in demat mode (Demat Master /Latest Demat statement)
 - FATCA, IPV, OSV if applicable
 - Latest list of Directors/authorised signatories /partners/trustees
 - PAN card copies & address proof of Directors/authorised signatories/partners/trustees
 - Latest shareholding pattern
 - Board resolution/partnership declaration
 - Details of ultimate beneficial owner along with PAN card and address proof
 - Last 2 years financial statements
 - MOA/Partnership deed /trust deed

It may be noted that above mentioned list of documents is an indicative list. The requirement of documents and procedures may vary from broker to broker.

Additionally, registered Equity Shareholders holding Equity Shares in Physical form must also provide the documents mentioned in paragraph 22.28.

- 22.18. All Eligible Shareholders, through their Seller Member/ Shareholder Broker will be eligible and responsible to place orders in the Acquisition Window.
- 22.19. During the Tendering Period, the order for selling the Equity Shares will be required to be placed in the Acquisition Window by the Eligible Shareholders through their respective Seller Member/Shareholder Broker during normal trading hours of the secondary market. The Seller Member/Shareholder Broker can enter orders for Equity Shares in dematerialized form or physical form. In the tendering process, the Company's Broker may also process the orders received from the Eligible Shareholders. The reporting requirements for Non -Resident Shareholders under the FEMA and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholder and/or the Shareholder Broker through which the Eligible Shareholder places the bid.
- 22.20. Multiple bids made by single Eligible Shareholder for selling the Equity Shares shall be clubbed and considered as 'one' bid for the purposes of Acceptance.
- 22.21. Modification/ cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the Tendering Period of the Buyback.
- 22.22. The cumulative quantity tendered shall be made available on the website of BSE i.e., www.bseindia.com throughout the trading session and will be updated at specific intervals during the Tendering Period.
- 22.23. All documents sent by the Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- 22.24. Eligible Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- 22.24.1. Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the Tender Form;
- 22.24.2. Duly attested death certificate and succession certificate/legal heirship certificate, in case any Eligible Shareholder has expired; and
- 22.24.3. In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions).

THE NON-RECEIPT OF THE LETTER OF OFFER BY, OR ACCIDENTAL OMISSION TO DISPATCH THE LETTER OF OFFER TO ANY PERSON WHO IS ELIGIBLE TO RECEIVE THE LETTER OF OFFER, SHALL NOT INVALIDATE THE BUYBACK IN ANY MANNER. PLEASE NOTE THAT THE COMPANY SHALL ACCEPT EQUITY SHARES VALIDLY TENDERED FOR THE BUYBACK OFFER ON THE BASIS OF THEIR HOLDING AND ENTITLEMENT AS APPEARING IN THE RECORDS OF THE COMPANY AS ON THE RECORD DATE.

- 22.25. In case of non-receipt of the Letter of Offer and the Tender Form:

22.25.1. *In case the Eligible Shareholders holds Equity Shares in dematerialised form:*

If any Eligible Shareholder who is holding Equity Shares in dematerialized form and has been sent the Letter of Offer through electronic means wishes to obtain a physical copy of the Letter of Offer, they may send a request in writing to the Company or Registrar at the address or email ID mentioned at the cover page of the Letter of Offer stating name, address, number of Equity Shares held on Record Date, client ID number, DP name/ ID, beneficiary account number. Upon receipt of such request, the Registrar shall undertake reasonable steps to send a physical copy of the Letter of Offer and the Tender Form to such Eligible Shareholder. An Eligible Shareholder may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.vrlgroup.in) or by sending their application in writing on plain paper, signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name), stating name and address of Eligible Shareholders, number of Equity Shares held as on the

Record Date, Client ID number, DP Name/ ID, beneficiary account number and number of Equity Shares tendered for the Buyback. For further process, please refer to paragraph 22.27 titled "Procedure to be followed by Eligible Shareholders holding Demat Shares" on page 38 of this Draft Letter of Offer.

22.25.2. In case the Eligible Shareholders holds Equity Shares in physical form:

An Eligible Shareholder holding Equity Shares in physical form may participate in the Buyback by downloading the Tender Form from the website of the Company (i.e., www.vrlgroup.in) or by sending their application in writing on plain paper signed by Eligible Shareholder or all Eligible Shareholders (in case Equity Shares are in joint name) stating name, address, folio number, number of Equity Shares held, share certificate number, number of Equity Shares tendered for the Buyback and the distinctive numbers thereof, bank account details together with the original share certificate(s), copy of Eligible Shareholders PAN card(s) and executed Form SH-4 in favour of the Company. The transfer Form (SH-4) can be downloaded from the Company's website (i.e., www.vrlgroup.in). Eligible Shareholders must ensure that the Tender Form, along with the TRS and requisite documents (as mentioned in paragraph 22.28 below), reach the Registrar to the Buyback on or before the Buyback Closing Date i.e., [●] by 5 pm. If the signature(s) of the Eligible Shareholders provided in the plain paper application differs from the specimen signature(s) recorded with the Registrar to the Buyback/Company or are not in the same order (although attested), the Company/Registrar to the Buyback shall have a right to reject such applications. For further process, please refer to paragraph 22.28 titled "Procedure to be followed by Eligible Shareholders holding Physical Shares" on page 39 of this Draft Letter of Offer.

The Company shall accept Equity Shares validly tendered by the Eligible Shareholder(s) in the Buyback on the basis of their shareholding as on the Record Date and the Buyback Entitlement. Eligible Shareholder(s) who intend to participate in the Buyback using the 'plain paper' option as mentioned in this paragraph are advised to confirm their entitlement from the Registrar to the Buyback, before participating in the Buyback.

Please note that Eligible Shareholder(s) who intend to participate in the Buyback will be required to approach their respective Shareholder Broker (along with the complete set of documents for verification procedures) and have to ensure that their bid is entered by their respective Shareholder Broker or broker in the electronic platform to be made available by the Stock Exchanges before the Buyback Closing Date, otherwise the same are liable to be rejected.

22.26. The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard

22.27. Procedure to be followed by Eligible Shareholders holding Demat Shares:

22.27.1. Eligible Shareholders holding Demat Shares who desire to tender their Demat Shares under the Buyback would have to do so through their respective Shareholder Broker by indicating to the concerned Shareholder Broker, the details of Equity Shares they intend to tender under the Buyback.

22.27.2. The Shareholder Broker would be required to place an order/ bid on behalf of the Eligible Shareholder who wish to tender Demat Shares in the Buyback using the Acquisition Window of the BSE. For further details, Eligible Shareholders may refer to the circulars issued by BSE and Indian Clearing Corporation Limited ("Clearing Corporation").

22.27.3. The details of the special account of the Clearing Corporation and the settlement number under which the lien will be marked on the Equity Shares tendered for the Buyback shall be provided by BSE or the Clearing Corporation. The lien shall be marked by the Shareholder Broker in demat account of the Eligible Shareholders for the Equity Shares tendered in the Buyback. The details of the shares marked as lien in the demat account of the Eligible Shareholder shall be provided by the depositories to the Clearing Corporation.

22.27.4. In case, the demat account of the Eligible Shareholders is held with one Depository and Clearing Member pool and Clearing Corporation Account is held with other depository, the Equity Shares tendered under the Buyback shall be blocked in the shareholders demat account at source depository during the tendering period. Inter Depository Tender Offer ("IDT") instructions shall be initiated by the Eligible Shareholder at source depository to Clearing Member pool/Clearing Corporation account at target Depository. Source Depository shall block the shareholder's securities (i.e. transfers from free balance to blocked balance) and send IDT message to target Depository for confirming

creation of lien. Details of shares blocked in the Eligible Shareholders demat account shall be provided by the target Depository to the Clearing Corporation.

- 22.27.5. For custodian participant orders for Demat Shares, early pay-in is mandatory prior to confirmation of order/bid by custodians. The custodian shall either confirm or reject the orders not later than the closing of trading hours (i.e., 3:30 p.m.) on the last day of the Tendering Period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, any order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- 22.27.6. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the stock exchange bidding system to the Eligible Shareholder on whose behalf the order/ bid has been placed. TRS will contain details of order submitted like bid ID number, application number, DP ID, client ID, number of Equity Shares tendered etc. In case of non-receipt of the completed tender form and other documents, but lien marked on Equity Shares and a valid bid in the exchange bidding system, the bid by such Eligible Shareholder shall be deemed to have been accepted.
- 22.27.7. In case of Demat Shares, submission of Tender Form and TRS is not required. After the receipt of the Demat Shares by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for Eligible Shareholders holding Demat Shares.
- 22.27.8. The Eligible Shareholders who have tendered their Demat Shares in the Buyback will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to Acceptance of Buyback of Equity Shares by the Company.

22.28. Procedure to be followed by Eligible Shareholders holding Physical Shares:

- 22.28.1. In accordance with SEBI Circular dated July 31, 2020 (Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/144), shareholders holding securities in physical form are allowed to tender shares in buyback through tender offer route. However, such tendering shall be as per the provisions of the SEBI Buyback Regulations.
- 22.28.2. Eligible Shareholders who are holding Physical Shares and intend to participate in the Buyback will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out before placement of the bid. Such documents will include the (i) the Tender Form duly signed by all Eligible Shareholders (in case Physical Shares are in joint names, in the same order in which they hold the shares), (ii) original share certificate(s), (iii) valid share transfer form(s) i.e. Form SH-4 duly filled and signed by the transferors (i.e., by all registered shareholders in the same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favour of the Company, (iv) self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address registered in the register of members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar card, voter identity card or passport.
- 22.28.3. Based on the documents mentioned in paragraph 22.28 (b) above, the concerned Shareholder Broker shall place an order/bid on behalf of the Eligible Shareholders holding Equity Shares in physical form who wish to tender Equity Shares in the Buyback, using the acquisition window of BSE. Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. TRS will contain the details of order submitted like folio number, certificate number, distinctive number, number of Equity Shares tendered etc.
- 22.28.4. Any Shareholder Broker/Eligible Shareholder who places a bid for physical Equity Shares, is required to deliver the original share certificate(s) and documents (as mentioned above) along with TRS generated by exchange bidding system upon placing of bid, either by registered post, speed post or courier or hand delivery to the Registrar to the Buyback i.e., KFin Technologies Limited (at the address mentioned at paragraph 20 above) on or before the Buyback Closing Date i.e. [●] (by 5:00 p.m.). The envelope should be super scribed as **“VRL Logistics Limited Buyback Offer 2023”**. One copy of the TRS will be retained by Registrar to the Buyback and it will provide acknowledgement of the same to the Shareholder Broker/Eligible Shareholder.

- 22.28.5. The Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents are submitted. Acceptance of the physical Equity Shares for Buyback by the Company shall be subject to verification as per the SEBI Buyback Regulations and any further directions issued in this regard. The Registrar to the Buyback will verify such bids based on the documents submitted on a daily basis and till such verification, BSE shall display such bids as 'unconfirmed physical bids'. Once Registrar to the Buyback confirms the bids, they will be treated as 'confirmed bids'.
- 22.28.6. In case any Eligible Shareholder has submitted Equity Shares in physical form for dematerialisation, such Eligible Shareholders should ensure that the process of getting the Equity Shares dematerialised is completed well in time so that they can participate in the Buyback before the closure of the Tendering Period of the Buyback.
- 22.28.7. An unregistered shareholder holding Physical Shares may also tender his shares for Buyback by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

22.29. Additional requirements in respect of tenders by the Non-Resident Shareholders:

- 22.29.1. While tendering their Equity Shares under the Buyback, all Eligible Shareholders being Non-Resident Shareholders (excluding FIIs) shall enclose a copy of the permission received by them from RBI, if applicable, to acquire the Equity Shares held by them.
- 22.29.2. Eligible Shareholders who are FIIs/FPIs should also enclose a copy of their SEBI registration certificate.
- 22.29.3. In case the Equity Shares are held on a repatriation basis, the Non-Resident Eligible Shareholders shall obtain and enclose a letter from the Eligible Shareholder's authorised dealer/ bank confirming that at the time of acquiring the said Equity Shares, payment for the same was made by the Non-Resident shareholder from the appropriate account (e.g. NRE a/c) as specified by RBI in its approval. In case the Non-Resident shareholder is not in a position to produce the said certificate, the Equity Shares would be deemed to have been acquired on non-repatriation basis and in that case the Non-Resident Eligible Shareholder shall submit a consent letter addressed to the Company, allowing the Company to make the payment on a non-repatriation basis in respect of the valid Equity Shares Accepted in the Buyback.
- 22.29.4. If any of the above stated documents, as applicable, are not enclosed along with the Tender Form, the Equity Shares tendered under the Buyback are liable to be rejected.
- 22.29.5. The Buyback from the Eligible Shareholders who are residents outside India including foreign corporate bodies (including erstwhile overseas corporate bodies), foreign portfolio investors, non-resident Indians, members of foreign nationality, if any, shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 1961 and rules and regulations framed thereunder, as applicable, and also subject to the receipt / provision by such Eligible Shareholders of such approvals, if and to the extent necessary or required from concerned authorities including, but not limited to, approvals from the RBI under the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any.
- 22.29.6. The reporting requirements for non-resident shareholders under RBI, FEMA, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders.
- 22.29.7. The participation of the Eligible Shareholders in the Buyback is entirely at the discretion of the Eligible Shareholders. The Company does not accept any responsibility for the decision of any Eligible Shareholder to either participate or to not participate in the Buyback. The Company will not be responsible in any manner for any loss of Share certificate(s) and other documents during transit and the Eligible Shareholders are advised to adequately safeguard their interest in this regard.
- B. **ACCEPTANCE OF ORDERS:** The Registrar to the Buyback shall provide details of order Acceptance to the Clearing Corporation within specified timelines.

C. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per SEBI Buyback Regulations:

- 22.30. The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market and as intimated by the Clearing Corporation from time to time.
- 22.31. The Company will pay funds pertaining to the Buyback to the Company Broker on or before the pay-in date for Settlement, who will then transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlements of fund obligation for Demat Shares shall be affected as per the SEBI Circulars and as prescribed by BSE and the Clearing Corporation from time to time. For Demat Shares accepted under the Buyback, such beneficial owners will receive funds payout in their bank account as provided by the depository system directly to the Clearing Corporation and in case of Physical Shares, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such Eligible Shareholder's bank account details are not available or if the funds transfer instruction is rejected by RBI/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such Eligible Shareholders.
- 22.32. For the Eligible Shareholders holding Equity Shares in physical form, the funds pay-out would be given to their respective Shareholder Broker's settlement accounts for releasing the same to the respective Eligible Shareholder's account.
- 22.33. In case of certain shareholders viz., NRIs, non-residents etc. (where there are specific regulatory requirements pertaining to funds payout including those prescribed by the RBI) who do not opt to settle through custodians, the funds payout would be given to their respective Shareholder Broker's settlement accounts for releasing the same to such shareholder's account. For this purpose, the client type details would be collected from the depositories, whereas funds payout pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the BSE and the Clearing Corporation from time to time.
- 22.34. Details in respect of shareholder's entitlement for tender process will be provided to the Clearing Corporation by the Company or Registrar to the Buyback. On receipt of the same, Clearing Corporation will cancel the excess or unaccepted blocked shares in the demat account of the shareholder. On settlement date, all blocked shares mentioned in the accepted bid will be transferred to the Clearing Corporation
- 22.35. In the case of IDT, Clearing Corporation will cancel the excess or unaccepted shares in target depository. Source depository will not be able to release the lien without a release of IDT message from target depository. Further, release of IDT message shall be sent by target depository either based on cancellation request received from Clearing Corporation or automatically generated after matching with bid accepted detail as received from the Company or the Registrar to the Buyback. Post receiving the IDT message from target depository, source Depository will cancel/release excess or unaccepted block shares in the demat account of the shareholder. Post completion of tendering period and receiving the requisite details viz., demat account details and accepted bid quantity, source depository shall debit the securities as per the communication/message received from target depository to the extent of accepted bid shares from shareholder's demat account and credit it to Clearing Corporation settlement account in target Depository on settlement date.
- 22.36. Any excess physical Equity Shares pursuant to proportionate acceptance/rejection will be returned to the Shareholders directly by Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback by the Equity Shareholders holding Equity Shares in the physical form.
- 22.37. The Demat Shares bought back would be transferred directly to the Company Demat Account provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.
- 22.38. Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the shareholders.
- 22.39. Eligible Shareholders will have to ensure that they keep the saving account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

- 22.40. Any excess Demat Shares tendered by the Eligible Shareholders would be transferred by the Clearing Corporation directly to the respective Eligible Shareholders' DP Account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool for onward transfer to the respective Eligible Shareholder. Any excess Physical Shares pursuant to proportionate acceptance/rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buyback. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Physical Shares, in case the Physical Shares accepted by the Company are less than the Physical Shares tendered in the Buyback.
- 22.41. The Shareholder Broker(s) would issue contract note to their respective Eligible Shareholders for the Equity Shares accepted under the Buyback . The Company's Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buyback.
- 22.42. Eligible Shareholders who intend to participate in the Buyback should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Shareholder Broker upon the selling shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the Eligible Shareholders in respect of accepted Equity Shares could be net of such costs, applicable taxes, charges and expenses (including brokerage) and the Company and the Manager to the Buyback accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.
- 22.43. The lien marked against unaccepted Equity Shares will be released, if any, or would be returned by registered post or by ordinary post or courier (in case of physical shares) at the Eligible Shareholders' sole risk. Eligible Shareholders should ensure that their depository account is maintained till all formalities pertaining to the Offer are completed.
- 22.44. The Equity Shares accepted, bought and lying to the credit of the Company Demat Escrow Account will be extinguished in the manner and following the procedure prescribed in the SEBI Buyback Regulations.

D. Rejection Criteria

The Equity Shares tendered by Eligible Shareholders holding shares in the dematerialized form would be liable to be rejected on the following grounds, if:

- 22.45. the Equity Shareholder is not an Eligible Shareholder of the Company as on the Record Date; or
- 22.46. if there is a name mismatch in the demat account of the Eligible Shareholder and PAN.

The Equity Shares tendered by Eligible Shareholders holding Physical Shares would be liable to be rejected on the following grounds, if:

- 22.47. The documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar on or before [●], 2023 (by 5:00 p.m.); or
- 22.48. If the share certificate of the Company is not enclosed with the Tender Form; or
- 22.49. If there is any other company's share certificate/invalid certificate enclosed with the Tender Form instead of the share certificate of the Company; or
- 22.50. If the transfer/ transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; or
- 22.51. If the Eligible Shareholders bid the Equity Shares but the Registrar does not receive the physical Equity Share certificate; or
- 22.52. In the event the signature in the Tender Form and Form SH-4 do not match as per the specimen signature recorded with Company or Registrar to the Buyback; or
- 22.53. Where there exists any restraint order of a Court/any other competent authority for transfer/disposal/ sale or where loss of share certificates has been notified to the Company or where the title to the Equity Shares is under dispute or otherwise not clear or where any other restraint subsists; or

22.54. If the PAN cards (self-attested) of the Shareholder and all the joint holders, are not submitted with the form.

23. NOTE ON TAXATION

Disclosures in this section are based on an opinion sought by the Company from Kalyaniwalla & Mistry LLP, Chartered Accountants, the statutory auditor of our Company.

THE FOLLOWING SUMMARY OF THE TAX CONSIDERATIONS IS BASED ON THE READING OF THE CURRENT PROVISIONS OF THE TAX LAWS OF INDIA AND THE REGULATIONS THEREUNDER, THE JUDICIAL AND THE ADMINISTRATIVE INTERPRETATIONS THEREOF, WHICH ARE SUBJECT TO CHANGE OR MODIFICATION BY SUBSEQUENT LEGISLATIVE, REGULATORY, ADMINISTRATIVE OR JUDICIAL DECISIONS. ANY SUCH CHANGES COULD HAVE DIFFERENT IMPLICATIONS ON THESE TAX CONSIDERATIONS.

AS PER THE FINANCE (NO.2) ACT, 2019 READ WITH TAXATION LAWS (AMENDMENT) ACT, 2019, SECTION 115QA RELATING TO TAX ON DISTRIBUTED INCOME OF DOMESTIC COMPANY FOR BUY-BACK OF SHARES, HAS NOW BEEN MADE APPLICABLE TO BUY BACK OF SHARES OF ALL COMPANIES (INCLUDING SHARES LISTED ON A RECOGNISED STOCK EXCHANGE WHOSE PUBLIC ANNOUNCEMENT FOR BUY-BACK HAS BEEN MADE ON OR AFTER 5 JULY 2019). IN VIEW OF THE COMPLEXITY AND THE SUBJECTIVITY INVOLVED IN THE TAX CONSEQUENCES OF A BUY BACK TRANSACTION, ELIGIBLE SHAREHOLDERS ARE REQUIRED TO CONSULT THEIR TAX ADVISORS FOR THE TAX TREATMENT IN THEIR HANDS CONSIDERING THE RELEVANT TAX PROVISIONS, FACTS AND CIRCUMSTANCES OF THEIR CASE.

THE COMPANY DOES NOT ACCEPT ANY RESPONSIBILITY FOR THE ACCURACY OR OTHERWISE OF THIS TAX SUMMARY AND EXPLICITLY DISOWNS ANY LIABILITY ARISING OUT OF ANY ACTION INCLUDING A TAX POSITION TAKEN BY THE ELIGIBLE SHAREHOLDER BY RELYING ON THIS SUMMARY. THE SUMMARY OF TAX CONSIDERATIONS RELATING TO BUY BACK OF EQUITY SHARES LISTED ON THE STOCK EXCHANGE SET OUT BELOW SHOULD BE TREATED AS INDICATIVE AND FOR GENERAL GUIDANCE PURPOSES ONLY.

I. GENERAL

- A. The Indian tax year runs from 1 April to 31 March. The basis of charge of Indian income-tax depends upon the residential status of the taxpayer during a tax year. A person who is a tax resident of India is liable to taxation in India on his worldwide income, subject to certain prescribed tax exemptions provided under the Income Tax Act 1961 ('Act' or 'ITA').
- B. A person who is treated as a non-resident for Indian tax purposes is generally liable to tax in India only on his/her India sourced income or income received or deemed to be received by such person in India. Finance Act, 2020, has introduced deeming provisions whereby non-resident individuals are deemed to be resident in India upon triggering of certain conditions. Such deemed residents would be liable to pay tax in India only on their India sourced income or income from business or profession controlled in India. In case of shares of a company, the source of income from shares would depend on the 'situs' of the shares. As per judicial precedents, generally the 'situs' of the shares is where company is "incorporated" and where its shares can be transferred. Accordingly, since the Company is incorporated in India, the shares of the Company would be "situated" in India and any gains arising to a non-resident on transfer of such shares should be taxable in India under the ITA, subject to any specific exemption in this regard. Further, the non-resident can avail the beneficial tax treatment prescribed under the Double Taxation Avoidance Agreement ("DTAA"), as modified by the Multilateral Instrument ("MLI"), if the same is applicable to the relevant DTAA between India and the respective country of which the said non-resident shareholder is tax resident. The above benefit may be available subject to satisfying relevant conditions prescribed under ITA including but not limited to availability of Tax Residency Certificate, non-applicability of General Anti-Avoidance Rule ("GAAR") and providing and maintaining necessary information and documents as prescribed under ITA as well as satisfying the relevant conditions under the respective DTAA including anti-abuse measures under the MLI, if applicable.

C. Classification of Shareholders

Section 6 of the ITA, determines the residential status of an assessee. Accordingly, shareholders can be classified broadly in the following categories:

1. Resident Shareholders being:

- Individuals, Hindu Undivided Family (HUF), Association of Persons (AOP) and Body of Individuals (BOI), Firm, LLP
- Others (corporate bodies):
 - Company

- Other than Company

2. **Deemed Resident Shareholder**—an individual being a citizen of India who is not liable to tax in any other country or territory by reason of domicile, residence or any other criteria of similar nature and has total income other than foreign sourced income exceeding Rs. 15 Lakhs during the tax year.

3. **Non-Resident Shareholders being:**

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)
- Others:
 - Company
 - Other than Company

D. The summary of tax implications on buyback of equity shares listed on the stock exchanges in India is set out below. All references to equity shares in this note refer to equity shares listed on the recognised stock exchange(s) in India unless stated otherwise.

II. INCOME TAX PROVISIONS IN RESPECT OF BUY BACK OF SHARES LISTED ON THE RECOGNISED STOCK EXCHANGE (BUY BACK WHOSE PUBLIC ANNOUNCEMENT HAS BEEN MADE ON OR AFTER 5TH JULY 2019 CONSIDERING RELEVANT AMENDMENTS UNDER THE FINANCE (NO. 2) ACT, 2019, TAXATION LAWS (AMENDMENT) ORDINANCE, 2019 AND FINANCE ACT, 2020.

A. The amended provisions of Section 115QA of the Act provides for the levy of additional income tax at the rate of twenty percent (plus surcharge @ 12% and Health and Education cess @ 4%) of the distributed income on account of buyback of shares by the company. However, in case of buyback of shares which are listed on recognized stock exchange, the said provisions are applicable only in respect of shares whose public announcement of buy back has been made on or after 5 July 2019. Thus, any buyback of shares from a shareholder by a company listed on a recognised stock exchange, on or after 5th July 2019, shall also be covered by the provisions of section 115QA of the Act. The consequential income arising in the hands of shareholders has been exempted from tax under sub-clause (34A) of section 10 of the Act. With the amendment in the Act, extending the provisions of Section 115QA of the Act to companies listed on recognised stock exchange, exemption under sub-clause (34A) of section 10 of the Act is extended to shareholders of the listed company on account of buyback of shares, for which public announcement has been made after 5th July,2019 , on which additional income-tax has been paid by the company.

B. Thus, the tax implications to the following categories of shareholders are as under:

1. **Resident Shareholders or Deemed Resident Shareholders:** Income arising to the shareholder on account of buyback of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) of the ITA with effect from July 5, 2019.
2. **Non-Resident Shareholders:** While the income arising to the shareholder on account of buyback of shares as referred to in section 115QA of the ITA is exempt from tax under the provisions of the amended section 10(34A) with effect from July 5, 2019 in the hands of a non-resident shareholder as well, the same may be subject to tax in the country of residence of the shareholder as per the provisions of the tax laws of that country. The credit of tax may or may not be allowed to such non- resident shareholder to be claimed in the country of residence in respect of the buy-back tax paid by the company in view of Sec 115QA (4) and (5) of the ITA. Non-resident shareholders need to consult their tax advisors with regard to availability of such a tax credit.

C. Tax Deducted at Source ('TDS/WHT')

Currently, there are no provisions for tax deduction at source in respect of income earned from transfer/ buy- back of shares in case of resident shareholders/ deemed resident shareholders. The consequential income arising in the hands of shareholder will be exempted by virtue of sub clause (34A) of Section 10 of the Act. Therefore, no TDS/WHT will be deductible on the said income.

The above note on taxation sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences of the disposal of equity shares. This note is neither binding on any regulators nor can there be any assurance that they will not take a position contrary to the comments mentioned herein. There can be no liability on the company if any action is taken by the shareholder solely based on this tax summary. Therefore,

shareholders cannot rely on this advice and the summary tax implications relating to the treatment of income tax in the case of buyback of equity shares listed on the stock exchange as set out above.

The summary of the tax considerations as above is based on the current provisions of the tax laws of India, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. In view of the specific nature of tax consequences, shareholders who are not tax residents of India are required to consult their tax advisors for the applicable tax and the appropriate course of action that they should take considering the provisions of the relevant Country or State tax law and provisions of DTAA where applicable.

D. Securities Transaction Tax

Since the buyback of shares shall take place through the settlement mechanism of the stock exchange, securities transaction tax at 0.1% of the value of the transaction will be applicable.

24. DECLARATION AS REQUIRED UNDER CLAUSE (IX) AND CLAUSE (X) OF SCHEDULE I TO THE SEBI BUYBACK REGULATIONS:

- 24.1. The Board of Directors confirms that there are no defaults subsisting in the repayment of deposits accepted either before or after the commencement of the Act, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- 24.2. The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed an opinion:
- 24.2.1. That immediately following the date of the Board meeting i.e. January 30, 2023, there will be no grounds on which the Company can be found unable to pay its debts;
- 24.2.2. That as regards the Company's prospects for the year immediately following the date of the Board meeting, and having regard to the Board's intention with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in the Board's view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board resolution; and
- 24.2.3. in forming the aforesaid opinion, the Board has taken into account the liabilities including prospective and contingent liabilities payable as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.

This declaration is made and issued under the authority of the Board of Directors in terms of the resolution passed at the meeting of held on Monday, January 30, 2023.

For and on behalf of the Board of Directors of VRL Logistics Limited

Sd/-	Sd/-	Sd/-
Vijay Sankeshwar Chairman and Managing Director	L. Ramanand Bhat Whole-Time Director	Aniruddha Phadnavis Company Secretary and Compliance Officer Membership No: A20456

25. REPORT BY THE COMPANY'S STATUTORY AUDITOR ON PERMISSIBLE CAPITAL PAYMENT

Independent Auditor's Report on the proposed buyback of equity shares pursuant to the requirements of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 as amended.

The Board of Directors
VRL Logistics Limited,
Giriraj Annexe, Circuit House Road,
Hubballi - 580 029, Karnataka.

1. This report is issued to VRL Logistics Limited (hereinafter the “**Company**”) in accordance with the terms of our engagement letter dated January 18, 2023. We have been informed by the Management that the Board of Directors of the Company (hereinafter the “**Board of Directors**”), pursuant to their meeting held on January 30, 2023, have decided to undertake a buyback of equity shares of the Company through the tender offer route through stock exchange mechanism (hereinafter the “**Buyback**”), in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 and the Rules made thereunder, as amended (the “**Companies Act**”) and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the “**SEBI Buyback Regulations**”).
2. The Board of Directors of the Company has prepared the accompanying **Annexure A - Statement of Permissible Capital Payment as on March 31, 2022** (the “**Statement**”).
3. The Statement contains the computation of amount of permissible capital payment towards Buyback of equity shares in accordance with the requirements of Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations and based on the latest audited financial statements for the year ended March 31, 2022. We have initialled the Statement for identification purposes only.

Management’s Responsibility for the Statement

4. The preparation of the Statement in accordance with the requirements of Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act and ensuring compliance with the SEBI Buyback Regulations, is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting approving the Buyback of its equity shares i.e. January 30, 2023 (hereinafter referred as the “**date of the Board meeting**”) and will not be rendered insolvent within a period of one year from the date of the Board meeting and in forming the opinion, it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code, 2016.
6. The Management of the Company is also responsible for ensuring that the Company complies with the requirements of the SEBI Buyback Regulations and the Companies Act.

Auditor’s Responsibility

7. The Statement in Annexure A has been prepared by the Management. In relation thereto, our report does not extend to any financial statements of the Company taken as a whole. Pursuant to the requirements of the SEBI Buyback Regulations, it is our responsibility, in accordance with the terms of our engagement letter, to provide a reasonable assurance as to the accuracy and the correctness of the information as set out in the Statement based on the verification of relevant records and documents of the Company as under:
 - i) whether we have inquired into the state of affairs of the Company.
 - ii) whether the amount of capital payment for the buyback, as stated in the Statement, is within the permissible limit and computed in accordance with the provisions of Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.
 - iii) whether the Board of Directors of the Company, in its meeting held on January 30, 2023, has formed the opinion as specified in clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
8. The audited financial statements for the financial year ended March 31, 2022, referred in para 12 below, have been audited by us, who have issued an unmodified opinion vide their report dated May 27, 2022. The audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the “**ICAI**”). Those Standards require that the auditors plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. As per the information and explanations furnished to us, such audit was not planned and performed in connection with the Buyback. We have not performed an

audit on the Company's compliance with the requirements of the SEBI Buyback Regulations and the Companies Act and accordingly, we do not express any opinion thereon.

9. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements issued by the Institute of Chartered Accountants of India.
11. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters as mentioned below in this paragraph. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the concerned matters. We have performed the following procedures:
 - i. Inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended March 31, 2022.
 - ii. Examined the authorisation in the Articles of Association of the Company permitting the Buyback as approved by the Board of Directors of the Company in its meeting held on January 30, 2023.
 - iii. Agreed the amounts of paid-up Equity Share Capital, Securities Premium account, General Reserve and Retained Earnings as at March 31, 2022 as disclosed in the accompanying Statement, with the audited financial statements of the Company for the year ended March 31, 2022.
 - iv. Examined that the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buyback shall not be more than twice its paid-up capital and free reserves based on the audited financial statements of the Company as on March 31, 2022.
 - v. Examined that all the shares proposed for Buyback are fully paid-up.
 - vi. Examined that the Company has not availed any borrowings to discharge its obligations under the Buyback.
 - vii. Examined Directors' declarations in respect of the buyback and solvency of the Company.
 - viii. Examined that the amount of capital payment for the Buyback as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations.
 - ix. Inquired if the Board of Directors, in its meeting held on January 30, 2023, has formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of the Board meeting.
 - x. Examined that the Company has no subsidiaries and associates. Hence, the Company is not required to prepare any consolidated financial statements; and
 - xi. Obtained necessary representations from the Management of the Company.

Opinion

12. Based on our examination and procedures conducted as above and according to the information and explanations provided to us by the Management of the Company, we report that:
 - i. we have inquired into the state of affairs of the Company in relation to its latest audited financial statements for the year ended March 31, 2022;
 - ii. the permissible capital payment towards buyback of equity shares, as stated in the Statement, is in our view properly determined in accordance with Section 68(2)(c) read with the proviso to Section 68(2)(b) of the Companies Act, Regulation 4(i) and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulations, based on the audited financial statements for the year ended March 31, 2022; and
 - iii. the Board of Directors, in their meeting held on January 30, 2023 have formed the opinion, as specified in clause (x) of Schedule I of the SEBI Buyback Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the date of Board meeting and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration of insolvency is unreasonable in the circumstances as on the date of declaration.

Restriction on Use

13. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling the Company to comply with the aforesaid requirements with the proposed Buyback and to enable the Board of Directors to include this report, pursuant to the requirements of the SEBI Buyback Regulations, in the public announcement, Draft Letter of Offer, Letter of Offer pertaining to Buyback to be sent to the shareholders of the Company and other documents

pertaining to the Buyback to be filed with the Registrar of Companies, Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited, the Central Depository Services (India) Limited and National Securities Depository Limited, as may be applicable and can be shared with the Merchant Banker involved in connection with the proposed Buyback of Equity Shares for onward submission to SEBI, Stock Exchanges and/or any other regulatory authority as required under the law in India. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent.

14. This report has been prepared at the request of the Company solely for the purpose stated in this report above. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come, save where expressly agreed by our prior consent in writing.
15. We have no responsibility to update this certificate for events or circumstances occurring after the date of this certificate.

**For KALYANIWALLA & MISTRY LLP
CHARTERED ACCOUNTANTS**

Firm Regn. No.: 104607W / W100166

Sd/-

Cyrus A. Nariman

PARTNER

M. No.: 102643

UDIN: 23I02643BGVOCPI715

Hubballi: January 30, 2023.

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) read with proviso to Section 68(2)(b) of the Companies Act, 2013, as amended (the "Companies Act"), Regulation 4(i) and the proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations"), based on audited financial statements as at March 31, 2022.

(Amount in ₹ Lakhs)

Particulars as on March 31, 2022	Amount extracted from the latest financial statements as at March 31, 2022
A. Paid-up Equity Share Capital (88,343,495 equity shares of ₹ 10 each fully paid up)	8,834.35
B. Free Reserves*	
Securities Premium Account	11,364.45
Retained Earnings (Surplus in statements of profit and loss)	33,456.82
General Reserve	11,217.45
Total Free Reserves	56,038.72
Total of Paid-up Equity Share Capital and Free Reserves (A+B)	64,873.07
Maximum amount permissible for buyback under Section 68(2)(c) of the Act and Regulation 4(i) of the SEBI Buyback Regulations (25% of the total paid-up equity capital and free reserves)	16,218.27
Permissible capital payment restricted to 10% of the total paid-up equity capital and free reserves under proviso to Section 68(2)(b) of the Act and the proviso to Regulation 5(i)(b) of the SEBI Buyback Regulation within the powers of the Board of Directors	6,487.30
Maximum amount permitted by the Board vide its resolution dated January 30, 2023, approving Buy-back, based on the audited accounts for the year ended March 31, 2022.	6,125.00

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2022 for buyback of equity shares is based on the amounts appearing in the audited financial statements of the Company for the year ended March 31, 2022. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time.

For and on behalf of VRL Logistics Limited

Sd/-

Vijay Sankeshwar

Sd/-

L. Ramanand Bhat

26. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the registered office of the Company at R.S. No. 351/1, Varur Post Chabbi, Taluk Hubli, District Dharwad, Hubli, Karnataka, 581207 between 10:30 a.m. and 5.00 p.m. on any day, except Saturday, Sunday and public holidays or on the website of the Company (i.e., www.vrlgroup.in), in accordance with the SEBI Buyback Regulations and such other circulars or notification, as may be applicable, during the Tendering Period:

1. Copy of the certificate of incorporation;
2. Memorandum and Articles of Association of the Company;
3. Copy of the annual reports of the Company for the fiscal years ended March 31, 2022, March 31, 2021 and March 31, 2020 and limited reviewed financials for nine months period ended December 31, 2022;
4. Copy of the resolution passed by the Board of Directors at the meeting held on Monday, January 30, 2023 approving the proposal for Buyback;
5. Copy of Report dated January 30, 2023 received from M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, the Statutory Auditor of the Company, in terms of clause (xi) of Schedule I of the SEBI Buyback Regulations;
6. Copy of Declaration of solvency and an affidavit verifying the same in Form SH-9, as prescribed under Section 68(6) of the Companies Act;
7. Copy of the Escrow Agreement dated February 01, 2023 amongst the Company, Motilal Oswal Investment Advisors Limited and ICICI Bank Limited;
8. Certificate from the auditor certifying that the Company has adequate funds for undertaking the Buyback;
9. Copy of Public Announcement for Buyback dated Tuesday, January 31, 2023 published in newspapers on Wednesday, February 01, 2023 regarding Buyback of the Equity Shares;
10. Opinion dated February 06, 2023 obtained by the Company from M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, on taxation; and
11. Observations from SEBI on the Draft Letter of Offer issued by its letter no. [●] dated [●].

27. DETAILS OF COMPANY SECRETARY AND COMPLIANCE OFFICER

The Company has appointed Mr. Aniruddha Phadnavis, Company Secretary as the compliance officer for the purpose of the Buyback ("Compliance Officer"). Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, on any day except Saturday, Sunday and public holidays during office hours i.e., 10:00 a.m. to 5:00 p.m.:

Aniruddha Phadnavis Company Secretary

VRL Logistics Limited

R.S. No. 351/1, Varur Post Chabbi, Taluk Hubli, District Dharwad, Hubli, Karnataka- 581207

Tel: +91 0836-2237613, Fax: +91 0836-2237614 | Website: www.vrlgroup.in | E-mail: investors@vrllogistics.com

28. DETAILS OF THE REMEDIES AVAILABLE TO THE SHAREHOLDERS/ BENEFICIAL OWNERS

1. In case of any grievances relating to the Buyback (including non-receipt of the Buyback consideration, share certificate, demat credit, etc.), the Eligible Shareholders can approach the Company Secretary and Compliance Officer and/or Manager to the Buyback and/or Registrar to the Buyback for redressal.
2. If the Company makes any default in complying with Sections 68, 69, 70 of the Companies Act including the rules thereunder, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act, as applicable.
3. The address of the concerned office of the Registrar of Companies is as follows:
The Registrar of Companies - E Wing, 2nd Floor, Kendriya Sadan, Kormangala, Bengaluru, Karnataka 560034

29. DETAILS OF THE MANAGER TO THE BUYBACK



Motilal Oswal Investment Advisors Limited

Address: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra

Tel. No.: +91 22 7193 4380 | **Email:** vrl.buyback2022@motilaloswal.com | **Website:** www.motilalgroup.com

Contact person: Ritu Sharma/Subodh Mallya

SEBI Registration No.: INM000011005 | **CIN:** U67190MH2006PLC160583

30. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE DRAFT LETTER OF OFFER

In terms of Regulation 24(i)(a) of the SEBI Buyback Regulations, the Board of Directors accept responsibility for all the information contained in this Draft Letter of Offer and confirm that it contains true, factual and material information and does not contain any misleading information. This Draft Letter of Offer is issued under the authority of the Board and in terms of the resolution passed by the Board on Monday, January 30, 2023.

For and on behalf of the Board of Directors of VRL Logistics Limited

Sd/-	Sd/-	Sd/-
Vijay Sankeshwar Chairman and Managing Director	L. Ramanand Bhat Whole-Time Director	Aniruddha Phadnavis Company Secretary and Compliance Officer Membership No: A20456

Date: February 07, 2023

Place: Hubballi

31. TENDER FORM

31.1. Tender Form (for Eligible Shareholders holding Equity Shares in dematerialized form)

31.2. Tender Form (for Eligible Shareholders holding Equity Shares in physical form)

31.3. Form No. SH-4 – Securities Transfer Form

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TENDER FORMS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN DEMATERIALISED FORM)

Bid Number:
Date:

BUYBACK OPENS ON	[●],[●]
BUYBACK CLOSES ON	[●],[●]
For Registrar / Collection Centre use	
Inward No.	Date
	Stamp
Status (please tick appropriate box)	
Individual	FII/FPI
Foreign Co	NRI/OCB
Body Corporate	Bank/FI
VCF	Partnership/LLP
	Insurance Co
	FVCI
	Pension/PF
	Others (Specify)
India Tax Residency Status: Please tick appropriate box	
Resident in India	Non-Resident in India
	Resident of _____ (shareholder to fill in country of residence)
Route of Investment (For NR Shareholders only)	
Portfolio Investment Scheme	Foreign Investment Scheme

To,
The Board of Directors
VRL Logistics Limited
C/o KFin Technologies Limited
Selenium, Tower B, Plot No- 31 and 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032
Telangana, India.

Dear Sirs, Madam,

Sub: Letter of Offer dated [●], 2023 in relation to the buyback of not exceeding 8,75,000 fully paid-up equity shares of face value of ₹ 10/- each (the "Equity Shares") of VRL Logistics Limited (the "Company") at a price of ₹ 700/- per Equity Share (Buyback Price) through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013, as amended ("Buyback") payable in cash

- I / We (having read and understood the Letter of Offer dated [●]) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender offer are offered for the Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) / covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for the Buyback and that I / we am / are legally entitled to tender the Equity Shares for the Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/authorized dealers/tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc., whenever called for.
- I / We agree that the consideration for the accepted Shares will be paid to the Seller Member as per secondary market mechanism.
- I / We agree that the excess demat Equity Shares or unaccepted demat Shares, if any, tendered would be returned to the Seller Member by Clearing Corporation in pay-out.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, and the rules made thereunder, the Buyback Regulations and the extant applicable foreign exchange regulations.
- Applicable for all Non-Resident Shareholders only:
 - I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us.
 - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "VRL Logistics Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Buyback Regulations" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date (February 10, 2023)	[●]	[●]
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)	[●]	[●]
Number of Equity Shares offered for Buyback (including Additional Shares, if any)	[●]	[●]

Note: Eligible Shareholder also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clause 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line
Acknowledgement Slip: VRL LOGISTICS LIMITED BUYBACK OFFER 2023
(to be filled by the Eligible Shareholder) (subject to verification)

DP ID	Client ID
Received from Mr./Ms./Mrs	
Form of Acceptance-cum-Acknowledgement, Original TRS along with:	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Client ID No. & DP No. for all future correspondence	Stamp of Broker

16. Details of Account with Depository Participant (DP):

Name of the Depository (tick whichever is applicable)		NSDL		CDSL
Name of the Depository Participant				
DP ID No.				
Client ID No. with the DP				

11. Eligible Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Holder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. of the Sole/First Equity Shareholder		Email id of the Sole/First Equity Shareholder		

*Non-individuals must affix rubber stamp and sign under valid authority. The relevant authorisation should be enclosed with the application form submitted

INSTRUCTIONS

- The Buyback will open on [●] and close on [●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who desire to tender their Equity Shares in the dematerialized form under the Buyback would have to do so through their respective Seller Member by indicating the details of Equity Shares they intend to tender under the Buyback.
- The Equity Shares tendered in the Buyback shall be rejected if (i) the shareholder is not a shareholder of the Company as on the Record Date; or (ii) if there is a name or PAN mismatch in the demat account of the shareholder; (iii) if the Eligible Shareholder has made a duplicate bid; or (iv) in the event of non-receipt of the completed Tender Form and other documents from the Eligible Shareholders who were holding shares in physical form as on the Record Date and have placed their bid in dematerialized form.
- Eligible Shareholders may submit their duly filled Tender Form to the office of Registrar to the Buyback Offer (as mentioned in clause 18 of the Letter of Offer) only post placing the bid via the Seller Member.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- The Buyback shall be rejected for demat shareholders in case of receipt of the completed Tender Form and other documents but non-receipt of Equity Shares in the special account of the Clearing Corporation or a non-receipt of valid bid in the exchange bidding system.**
- The Eligible Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or due to the Buyback being on a proportionate basis in terms of the Ratio of Buyback. Further, Eligible Shareholders will have to ensure that they keep the bank account attached with the DP account active and updated to receive credit remittance due to acceptance of Buyback of shares by the Company.

In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Equity Shares may participate in the Buyback by providing their application in plain paper in writing signed by all Eligible Shareholders (in case of joint holding), stating name and address of the Eligible Shareholder(s), number of Equity Shares held as on the Record Date, Client ID number, DP Name, DP ID, beneficiary account number and number of Equity Shares tendered for the Buyback

- Eligible Shareholders to whom the Buyback offer is made are free to tender Equity Shares to the extent of their Buyback Entitlement in whole or in part or in excess of their entitlement, but not exceeding their holding as on Record Date.
- For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to Clause 20 of the Letter of Offer.
- By agreeing to participate in the Buyback the Non-resident Shareholders give the Company the unconditional and irrevocable authority and power to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.
- All documents sent by Eligible Shareholders will be at their own risk. Eligible Shareholders are advised to safeguard adequately their interests in this regard.
- Eligible Shareholders have to fill up the EVENT number issued by Depository in the column for settlement details along with the market type as "Buyback", ISIN, Quantity of shares and CM BP ID of broker and execution date in the Delivery Instruction Slips (DIS) so that Equity Shares can be tendered for Buyback.
- For the Eligible Shareholders holding Equity Shares in demat form, the Tender Form and TRS is not required to be submitted to the Company, Manager or the Registrar. After the receipt of the Equity Shares in dematerialized form by the Clearing Corporation and a valid bid in the exchange bidding system, the Buyback shall be deemed to have been accepted for the Eligible Shareholders holding Equity Shares in dematerialized form.**

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre:
VRL LOGISTICS LIMITED BUYBACK OFFER 2023
 KFin Technologies Limited
(formerly known as Kfin Technologies Private Limited)
 Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi 500 032
 Telangana, India.
Contact Person: Mr. M Murali Krishna
Tel: +91 40 6716 2222; Fax: +91 40 2343 1551; Toll Free No.: 18003094001 E-mail: vrl.buyback@kfintech.com
Investor Grievance Id: einward.ris@kfintech.com; SEBI Registration Number: INR000000221; CIN: L72400TG2017PLC117649

TENDER FORMS

FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT (FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM)

Bid Number:

Date:

BUYBACK OPENS ON	[●],[●]
BUYBACK CLOSES ON	[●],[●]
For Registrar / Collection Centre use	
Inward No.	Date
	Stamp
Status (please tick appropriate box)	
<input type="checkbox"/> Individual	<input type="checkbox"/> FII/FPI
<input type="checkbox"/> Foreign Co	<input type="checkbox"/> NRI/OCB
<input type="checkbox"/> Body Corporate	<input type="checkbox"/> Bank/FI
<input type="checkbox"/> VCF	<input type="checkbox"/> Partnership/LLP
	<input type="checkbox"/> Insurance Co
	<input type="checkbox"/> FVCI
	<input type="checkbox"/> Pension/PF
	<input type="checkbox"/> Others (Specify)
India Tax Residency Status: Please tick appropriate box	
<input type="checkbox"/> Resident in India	<input type="checkbox"/> Non-Resident in India
	Resident of (Shareholder to fill in country of residence)
Route of Investment (For NR Shareholders only): Please tick appropriate box	
<input type="checkbox"/> Portfolio Investment Scheme	<input type="checkbox"/> Foreign Investment Scheme

To,
The Board of Directors
VRL Logistics Limited
C/o KFin Technologies Limited
Selenium, Tower B, Plot No- 31 and 32, Financial District,
Nanakramguda, Serilingampally, Hyderabad, Rangareddi 500 032
Telangana, India.

Dear Sirs,

Sub: Letter of Offer dated [●], 2023 in relation to the buyback of not exceeding 8,75,000 fully paid-up equity shares of face value of ₹ 10/- each (the "Equity Shares") of VRL Logistics Limited (the "Company") at a price of ₹ 700/- per Equity Share ("Buyback Price") through the tender offer process, pursuant to the provisions of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended and the Companies Act, 2013, as amended ("Buyback") payable in cash.

- I / We (having read and understood the Letter of Offer dated [●]) hereby tender / offer my / our Equity Shares in response to the Buyback on the terms and conditions set out below and in the Letter of Offer.
- I / We authorise the Company to Buyback the Equity Shares offered (as mentioned below) and to issue instruction(s) to the Registrar to the Buyback to extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s)/ covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for the Buyback.
- I / We agree that the consideration for the accepted Shares will be paid as per secondary market mechanism.
- I / We acknowledge that the responsibility to discharge the tax due on any gains arising on buy-back is on me / us. I / We agree to compute gains on this transaction and immediately pay applicable taxes in India and file tax return in consultation with our custodians/ authorized dealers/ tax advisors appropriately.
- I / We undertake to indemnify the Company if any tax demand is raised on the Company on account of gains arising to me / us on buyback of shares. I / We also undertake to provide the Company, the relevant details in respect of the taxability / non-taxability of the proceeds arising on buyback of shares by the Company, copy of tax return filed in India, evidence of the tax paid etc.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We agree that the Company is not obliged to accept any Equity Shares offered for Buyback where loss of share certificates has been notified to the Company.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration may be paid to the first named Eligible Shareholder.
- I / We authorize the Company to split the Share Certificate and issue new consolidated Share Certificate for the unaccepted Equity shares in case the Equity Shares accepted by the Company are less than the Equity Shares tendered in the Buyback.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buyback in accordance with the Companies Act, the Buyback Regulations and any other applicable laws.
- Applicable for all Non-Resident Shareholders only:
 - I / We undertake to pay income taxes in India on any income arising on such Buyback accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buyback of Equity Shares by me / us.
 - I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any, and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Equity Shares to be transferred, the name of the investee company whose shares are being transferred i.e., "VRL Logistics Limited" and the price at which the Equity Shares are being transferred i.e., "Price determined in accordance with the Buyback Regulations" duly signed by the Shareholder or his/its duly appointed agent and in the latter case, also enclose the power of attorney.
- Details of Equity Shares held and tendered / offered for Buyback:

Particulars	In Figures	In Words
Number of Equity Shares held as on Record Date February 10, 2023	[●]	[●]
Number of Equity Shares Entitled for Buyback (Buyback Entitlement)	[●]	[●]
Number of Equity Shares offered for Buyback (including Additional shares, if any)	[●]	[●]

Note: Eligible Shareholders also have the option of tendering Additional Equity Shares (over and above their Buyback Entitlement) and participate in the shortfall created due to non-participation of some other Eligible Shareholders, if any. The acceptance of any Equity Shares tendered in excess of the Buyback Entitlement by the Eligible Shareholder shall be in terms of Clause 19 and 20 of the Letter of Offer. Equity Shares tendered by any Eligible Shareholder over and above the number of Equity Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

Tear along this line

Acknowledgement Slip: VRL LOGISTICS LIMITED BUYBACK OFFER 2023

(to be filled by the Eligible Shareholder) (subject to verification)

Ledger Folio No.	
Received from Mr./Ms./Mrs	
Form of Acceptance-cum-Acknowledgement, Original TRS along with:	
No. of Equity Shares offered for Buyback (In Figures)	(in words)
Please quote Folio No. for all future correspondence	Stamp of Broker/ Registrar

16. Details of Share Certificate(s) enclosed:

Total No. of Share Certificate(s) Submitted:

Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
10					
2					
3					
4					
Total					

In case the number of folios and share certificate(s) enclosed exceed 4 nos., Please attach a separate sheet giving details in the same format as above

17. Details of the bank account of the sole or first Eligible Shareholder to be incorporated in the consideration warrant (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account Number (indicate type of account)

18. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed

Power of Attorney		Corporate Authorization
Succession Certificate		Previous RBI approvals for acquiring the Equity Shares of S.P. Apparels Limited hereby tendered in the Buyback
Self-attested copy of PAN Card		TRS
Death Certificate		Others (please specify)

19. Eligible Shareholders' Details:

Particulars	First/Sole Holder	Joint Holder 10	Joint Holder 2	Joint Holder 3
Full Name(s) Of the Eligible Shareholder				
Signature(s)*				
PAN No.				
Address of the Sole/First Equity Shareholder				
Telephone No. of the Sole/First Equity Shareholder			Email id of the Sole/First Equity Shareholder	

* Non-individual Shareholders must affix rubber stamp and sign. The relevant authorisation should be enclosed with the tender form submitted.

Instructions:

- The Buyback will open on [●] and close on [●].
- This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.
- Eligible Shareholders who wish to tender their Equity Shares in response to this Buyback should deliver the following documents so as to reach before the close of business hours to the Registrar to the Buyback (as mentioned in the Letter of Offer) on or before [●] by 5.00 PM, only after the placement of a valid Bid: (i) The relevant Tender Form duly signed (by all Eligible Shareholders in case shares are in joint names) in the same order in which they hold the Equity Shares; (ii) Original Equity Share certificates; (iii) Self attested copy of the Permanent Account Number (PAN) Card; (iv) Valid transfer form(s) (Form SH-4) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company/Registrar of the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company. Any other relevant documents such as (but not limited to) (i) Duly attested Power of Attorney if any person other than the Shareholder has signed the relevant Tender Form; (ii) Notarized copy of death certificate and succession certificate or probated/ will, as applicable, if the original Shareholder has deceased; (iii) Necessary corporate Authorizations, such as board resolutions etc., in case of Companies etc.
- Eligible Shareholders should also provide all relevant documents in addition to the above documents, which include but are not limited to: (i) Duly attested power of attorney registered with the Registrar & transfer Agent of the Company, if any person other than the Eligible Shareholder has signed the relevant Tender Form; (ii) Duly attested death certificate / succession certificate in case any original Eligible Shareholder is deceased; (iii) Necessary corporate authorizations, such as Board Resolutions etc., in case of companies; and (iv) if the address of the Eligible Shareholder has undergone a change from the address registered in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhaar Card, Voter Identity Card or Passport.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered shareholder is still incomplete, then such entity along with the Tender Form shall file a copy of (i) approval from the appropriate authority for such merger; (ii) the scheme of merger; and (iii) the requisite form filed with MCA intimating the merger.
- Eligible Shareholders to whom the Buyback offer is being made are free to tender Equity Shares to the extent of their entitlement in whole or in part or in excess of their entitlement, but not exceeding the number of Equity Shares held by them as on Record Date.
- All documents sent by the Eligible Shareholder/ Seller Member/ custodian will be at their own risk and the Eligible Shareholder/ Seller Member/ custodian is advised to adequately safeguard their interests in this regard.
- For the procedure to be followed by Equity Shareholders for tendering in the Buyback, please refer to clause 20 of the Letter of Offer.
- All documents as mentioned above, shall be enclosed with the valid Tender Form, otherwise the Equity Shares tendered will be liable for rejection. The Equity Shares shall be liable for rejection on the following grounds amongst others: (i) If there is any other Company's equity share certificate enclosed with the Tender Form instead of the Equity Share certificate of the Company; (ii) If the transmission of Equity Shares is not completed, and the Equity Shares are not in the name of the Eligible Shareholders; (iii) If the Eligible Shareholders tender Equity Shares but the Registrar to the Buyback does not receive the Equity Share certificate; (iv) In case the signature on the Tender Form and Form SH-4 doesn't match as per the specimen signature recorded with Company or Registrar to the Buyback and (v) the documents mentioned in the Tender Form for Eligible Shareholders holding Equity Shares in physical form are not received by the Registrar to the Buyback on or before [●] by 5:00 p.m. Indian Standard Time.
- The Equity Shares tendered in the Buy-Back shall be rejected for the following reasons in addition to the point number 9 mentioned above (i) if the Shareholder is not a Eligible Shareholder of the Company on the Record Date; (ii) if there is a name mismatch in the share certificate of the Shareholder; or (iii) if the Eligible Shareholder has made a duplicate bid.
- By agreeing to participate in the Buyback the Non-Resident Shareholders or NRI give the Company the authority to make, sign, execute, deliver, acknowledge and perform all applications to file regulatory reporting's, if required, including FC-TRS form, if necessary and undertake to provide assistance to the Company for such regulatory reporting, if required by the Company.
- Non-Resident Shareholders must obtain all requisite approvals required to tender the Equity Shares held by them in this Buyback.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

Tear along this line

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO REGISTRAR TO THE BUYBACK AT THE FOLLOWING ADDRESS QUOTING YOUR CLIENT ID AND DP ID:

Investor Service Centre:
VRL LOGISTICS LIMITED BUYBACK OFFER 2023
 KFin Technologies Limited
 (formerly known as Kfin Technologies Private Limited)
 Selenium, Tower B, Plot No- 31 and 32, Financial District, Nanakramguda, Serilingampally, Hyderabad Rangareddi 500 032
 Telangana, India.
Contact Person: Mr. M Murali Krishna
Tel: +91 40 6716 2222; Fax: +91 40 2343 1551; Toll Free No.: 18003094001 E-mail: vrl.buyback@kfintech.com
Investor Grievance Id: einward.ris@kfintech.com; SEBI Registration Number: INR000000221; CIN: L72400TG2017PLC117649

FORM NO. SH-4 - SECURITIES TRANSFER FORM

[Pursuant to Section 56 of the Companies Act, 2013 and sub-rule (1) of Rule 11 of the Companies (Share Capital and Debentures) Rules 2014]

Date of Execution: ___ / ___ / 2022

FOR THE CONSIDERATION stated below the “Transferor(s)” named do hereby transfer to the “Transferee(s)” named the securities specified below subject to the conditions on which the said securities are now held by the Transferor(s) and the Transferee(s) do hereby agree to accept and hold the said securities subject to the conditions aforesaid.

CIN: L 6 0 2 1 0 K A 1 9 8 3 P L C 0 0 5 2 4 7

Name of Company (in full)	:	VRL Logistics Limited
Name of the Stock Exchange where the company is listed, (if any)	:	National Stock Exchange of India Limited and BSE Limited

DESCRIPTION OF SECURITIES:

Kind/ class of securities (10)	Nominal value of each unit of security (2)	Amount called up per unit of security (3)	Amount paid up per unit of security (4)
Equity Shares	₹ 10/-	₹ 10/-	₹ 10/-

No. of Securities being Transferred		Consideration received (₹)	
In Figures	In words	In words	In Figures

Distinctive Number	From	
	To	
Corresponding Certificate Nos.		

	Transferor’s Particulars
Registered Folio Number:	

Name(s) in full and PAN (attach copy of pan card)	Seller’s Signature (s)
1.	
2.	
3.	

I hereby confirm that the transferor has signed before me.

Signature of the Witness	:	
Name of the Witness	:	
Address of the Witness	:	
Pincode	:	

Transferee's Particulars

Name in full (1)	Father's/Mother's/Spouse Name (2)	Address & E-mail id Registered & Corporate Office: (3)
VRL Logistics Limited	Not Applicable	R.S. No. 351/1, Varur Post Chabbi, Taluk Hubli, District Dharwad, Hubli, Karnataka- 581207
Occupation (4)	Existing Folio No., if any (5)	Signature (6)
Business		

Folio No. of Transferee:
Value of Stamp Affixed:
₹

Specimen Signature of Transferee(s)
1.
2.
3.

Enclosures:

1. Certificate of Shares or Debentures or Other Securities
2. If no certificate is issued, letter of allotment
3. Copy of PAN Card of all the Transferees (For all listed Cos.)
4. Others, Specify, _____

For Office Use Only	
Checked by	
Signature Talled by	
Entered in the Register of Transfer on	
Vide Transfer No.	
Approval Date	
Power of attorney / Probate / Death Certificate / Letter of Administration	
Registered on	

Stamps

ON THE REVERSE PAGE OF THE CERTIFICATE

Name of the Transferor	Name of the Transferee	Number of Shares	Date of Transfer
Signature of the Authorised Signatory			