

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- 400001
Scrip Codes: 539118

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

Dear Sir / Madam,

Sub: Voting results and proceedings of the 41th Annual General Meeting of the Company

In continuation to our AGM notice filed on 10th July 2024 and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), we wish to inform you that the 41st Annual General Meeting of the Company was held on Monday, 5th August 2024 at 1.00 p.m. at the registered office of the Company situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Varur).

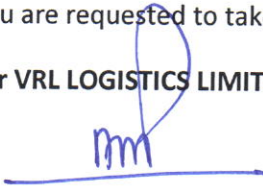
In this regards, we attach herewith the following:

1. Gist of proceedings of the 41st Annual General Meeting held on 5th August 2024.
2. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations.
3. Scrutinizer's report in accordance with Section 108 of the Companies Act, 2013 read with Rules made thereunder.

The proceedings of 41th AGM, voting results along with Scrutinizer's report will also be hosted on our Company's website at www.vrlgroup.in and also on the website of the Registrar and Transfer Agents of the Company at www.kfintech.com.

You are requested to take note of the same.

For VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Hubballi

Date: 05.08.2024

Regd. & Admn. Office : Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State
Phone : 0836 2237613 Fax : 0836 2237614 e-mail : varurho@vrllogistics.com

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

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

GIST OF PROCEEDINGS AT THE 41st ANNUAL GENERAL MEETING OF THE COMPANY

The 41st Annual General Meeting of the Company was held on Monday, 5th August 2024 at 1:00 p.m. at the registered office of the Company situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Varur).

Members Present:

A total of 52 members attended the meeting as per the records of attendance.

Directors Present:

1. Dr. Vijay Sankeshwar : Chairman and Managing Director
2. Dr. Anand Sankeshwar : Managing Director
3. Mr. L R Bhat : Whole Time Director
4. Mr. Shankarasa Ladwa : Independent Director
(Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee)
5. Mrs. Medha Pawar : Independent Director
6. Mr. Shantilal Jain : Independent Director
7. Mr. Anand Pandurangi : Independent Director
8. Mr. Vinay J Javali : Independent Director
9. Dr. (Mrs.) Shailaja Ambli : Independent Director
10. Mr. V.A. Patil : Independent Director
11. Mr. Shiva Sankeshwar : Non-Executive Director
12. Dr. Raghottam Akamanchi : Non-Executive Director
13. Dr. Ashok Shettar : Non-Executive Director

Key Managerial Personnel:

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

Auditors Present:

- Mr. Cyrus A Nariman : Partner
Kalyaniwalla & Mistry LLP, Chartered Accountants
Statutory Auditors, Bengaluru
- Mr. Daraius Fraser : Partner
Kalyaniwalla & Mistry LLP, Chartered Accountants
Statutory Auditors, Mumbai
- Mr. R Parthasarathi : Secretarial Auditor

Scrutinizer:

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

The meeting commenced at 1:00 P.M. and concluded at 1.33 P.M

Documents & Registers which were kept for inspection by members:

1. Notice of the 41st Annual General Meeting



2. Board's report alongwith Annexures thereto for the financial year ended on 31st March 2024
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31st March 2024
4. Statutory Registers under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts / Arrangements in which Directors are interested and Register of Members.
5. Secretarial Audit Report
6. Corporate Governance Report and Compliance Certificate thereon

Mr. Aniruddha Phadnavis, Company Secretary & Compliance officer welcomed the members and all the Directors and statutory auditors to the 41st Annual General Meeting on behalf of the Company and requested Dr. Vijay Sankeshwar, Chairman and Managing Director of the Company to address the meeting.

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

The Chairman gave an overview of the business operations & performance of the Company for the financial year ended 31st March, 2024 as a part of his speech.

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

Members were informed that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had enabled the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 9.00 a.m. on 2nd August 2024 and ended at 5.00 p.m. on 4th August 2024.

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

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

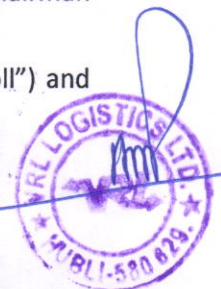
With the consent of the members present, the notice convening the 41st General Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31st March 2024 were taken as read.

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

1. Adoption of Audited Financial Statements for the FY 2023-24 together with the Reports of Board of Directors and Auditors thereon.
2. Re-appointment of Mr. L. R. Bhat (DIN: 01875068), Whole-time Director who retired by rotation and being eligible, offers himself for re-appointment.
3. Re-appointment of Dr. Raghottam Akamanchi (DIN: 07038738), Non-Executive Director, who retired by rotation and being eligible, offers himself for re-appointment.

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

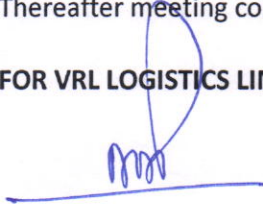
Subsequently Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Akshay Pachlag, Scrutinizer to oversee orderly conduct of the Voting.



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

Thereafter meeting concluded with vote of thanks to the Chair.

FOR VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 05.08.2024

Place: Hubballi

Date of the AGM/EGM	VRL LOGISTICS LIMITED
Total number of shareholders on record date	05-08-2024
No. of shareholders present in the meeting either in person or through proxy:	66020
Promoters and Promoter Group:	5
Public:	47
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Annual Accounts for the FY 2023-24 together with the Reports of Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,67,874	99.9572	5,26,67,874	0	100.0000	0.0000	0	0
	Poll		22,567	0.0428	22,567	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,41,472	1,60,51,355	62.1147	1,60,51,355	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,60,51,355	62.1147	1,60,51,355	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	89,36,582	7,560	0.0846	7,366	194	97.4338	2.5661	0	89
	Poll		4,218	0.0472	4,218	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,778	0.1318	11,584	194	98.3529	1.6471	0	89
Total		8,74,68,495	6,87,53,574	78.6038	6,87,53,380	194	99.9997	0.0003	0	89



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. L R Bhat, (DIN: 01875068) who retires by rotation, being eligible, offers himself for reappointment									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,67,874	99.9572	5,26,67,874	0	100.0000	0.0000	0	0
	Poll		22,567	0.0428	22,567	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,41,472	1,60,51,355	62.1147	1,60,36,803	14,552	99.9093	0.0906	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,60,51,355	62.1147	1,60,36,803	14,552	99.9093	0.0907	0	0
Public- Non Institutions	E-Voting	89,36,582	7,560	0.0846	6,801	759	89.9603	10.0396	0	89
	Poll		4,218	0.0472	4,218	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,778	0.1318	11,019	759	93.5558	6.4442	0	89
Total		8,74,68,495	6,87,53,574	78.6038	6,87,38,263	15,311	99.9777	0.0223	0	89



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Raghottam Akamanchi (DIN: 07038738) who retires by rotation, being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,67,874	99.9572	5,26,67,874	0	100.0000	0.0000	0	0
	Poll		22,567	0.0428	22,567	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,58,41,472	1,60,51,355	62.1147	1,60,36,803	14,552	99.9093	0.0906	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,60,51,355	62.1147	1,60,36,803	14,552	99.9093	0.0907	0	0
Public- Non Institutions	E-Voting	89,36,582	7,560	0.0846	6,800	760	89.9470	10.0529	0	89
	Poll		4,218	0.0472	4,218	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		11,778	0.1318	11,018	760	93.5473	6.4527	0	89
Total		8,74,68,495	6,87,53,574	78.6038	6,87,38,262	15,312	99.9777	0.0223	0	89





Consolidated Scrutinizer's Report

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

To,
The Chairman
41st Annual General Meeting of the Equity Shareholders of
VRL Logistics Limited (the "Company") held on August 05, 2024 at 01.00 P.M.
at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi - 581207.

Dear Sir,

I, Akshay S Pachlag, Company Secretary in Practice, Hubballi, had been appointed as the scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting) and voting by poll through electronic system (Insta Poll) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 41st Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Monday, August 05, 2024 at 01.00 P.M at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207 and I report as under:

1. The management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 41st AGM of the Equity Shareholders of the Company.
2. My responsibility as a scrutinizer for the voting process of voting through electronic means was restricted to scrutinise the voting process in fair and transparent manner and furnish a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Kfin Technologies Limited (Kfin), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means.
3. The Equity Shareholders holding shares as on July 29, 2024, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
4. The remote E-Voting period remained open from 9.00 AM on Friday, August 2, 2024 to 5.00 PM on Sunday, August 4, 2024.
5. The votes cast through remote e-voting were unblocked by me at 05.28 pm on 4th August 2024 in the presence of two witnesses who are not in the employment of the Company.
6. The results of Insta Poll along with the list of shareholders who voted "For" or "Against" the below resolutions were provided by Kfin. Thereafter, the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Kfin (<https://evoting.kfintech.com/>).
7. The result of voting through electronic means (i.e. combined result of remote e-voting and Insta Poll at the AGM) is as under:



Resolution No. 1: Adoption of Audited Financial Statements for FY 2023-24 together with the Reports of Board of Directors and Auditors thereon. .

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
209	205	68753663	99.99	2	194	0	2	89	0

Resolution No. 2: Re-appointment of Mr. L R Bhat, (DIN: 01875068) who retires by rotation, being eligible, offers himself for re-appointment.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
209	197	68753663	99.97	10	15311	0.02	2	89	0

Resolution No. 3: Re-appointment of Dr. Raghotham Akamanchi, (DIN: 07038738) who retires by rotation, being eligible, offers himself for re-appointment.

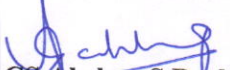
Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
209	196	68753663	99.97	11	15312	0.02	2	89	0

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

Thanking you,

Yours faithfully,

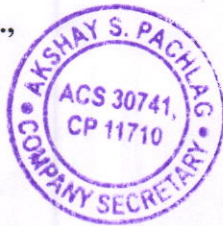
For A S Pachlag & Co.,
Company Secretaries


CS Akshay S Pachlag
ACS 30741, CP 11710
Proprietor

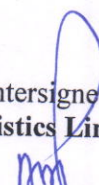
P R Certificate No. 1377/2021
UDIN:A030741F000899301

Place: Hubballi

Dated: August 05, 2024



Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer