

**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

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

Dear Sir / Madam,

**Sub: Voting results and proceedings of the 37<sup>th</sup> Annual General Meeting of the Company**

**Ref: Scrip Codes: (BSE – 539118) (NSE – VRLLOG)**

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), we wish to inform you that the 37<sup>th</sup> Annual General Meeting of the Company was held on 14<sup>th</sup> August 2020 at 4.00 p.m. at the registered office situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Varur).

In this regards, we attach herewith the following:

1. Gist of proceedings at the 37<sup>th</sup> Annual General Meeting held on 14<sup>th</sup> August 2020.
2. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations.
3. Scrutinizers report in accordance with Section 108 of the Companies Act, 2013 read with Rules made thereunder.

The voting results alongwith Scrutinizers report will also be hosted on our Company's website at [www.vrlgroup.in](http://www.vrlgroup.in) and also on the website of the Registrar and Transfer Agents of the Company at [www.kfintech.com](http://www.kfintech.com).

You are requested to take note of the same.

For VRL LOGISTICS LIMITED



**ANIRUDDHA PHADNAVIS**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**

Place: Hubballi  
Date: 14.08.2020



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

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

## GIST OF PROCEEDINGS AT THE 37<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY

The 37<sup>th</sup> Annual General Meeting of the Company was held on Friday, 14<sup>th</sup> August 2020 at 4.00 p.m. at the registered office situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Varur).

### Members Present:

A total of 45 members attended the meeting as per the records of the attendance.

### Directors Present:

Dr. Vijay Sankeshwar	: Chairman and Managing Director
Mr. Anand Sankeshwar	: Managing Director
Mr. L R Bhat	: Whole Time Director
Mr. K.N.Umesh	: Whole Time Director
Mr. Shankarasa Ladwa	: Independent Director (Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee)
Mrs. Medha Pawar	: Independent Director
Mr. Anand Pandurangi	: Independent Director
Mr. Gurudas Narekuli	: Independent Director
Mrs. Smriti Bellad	: Independent Director
Dr. Raghottam Akamanchi	: Non Executive Director
Dr. Ashok Shettar	: Non Executive Director

### Key Managerial Personnel:

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

### Auditors Present:

Mr. Nikhil Modi	: Representative of Walker Chandiok & Co LLP, Chartered Accountants Statutory Auditors
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### Scrutinizer:

Mr. Akshay Pachlag	: Proprietor, A.S. Pachlag & Co, Company Secretaries, Hubballi
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The meeting commenced at 4:00 P.M. and concluded at 4.45 P.M

### Documents & Registers which were kept for inspection by members:

1. Notice of the 37<sup>th</sup> Annual General Meeting
2. Board's report alongwith Annexures thereto for the financial year ended on 31<sup>st</sup> March 2020
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31<sup>st</sup> March 2020



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. Cost Audit Report
6. Secretarial Audit Report
7. Corporate Governance Report and Compliance Certificate thereon

Mr. Aniruddha Phadnavis, Company Secretary and Compliance officer welcomed the members and all the Directors and Senior Management team to the 37<sup>th</sup> Annual General Meeting on behalf of the Company and requested Dr. Vijay Sankeshwar, Chairman and Managing Director of the Company to address the meeting.

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

The Chairman gave an overview of the business operations & performance of the Company for the financial year ended 31<sup>st</sup> March, 2020 as a part of his speech.

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

Members were informed that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had extended the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 9.00 a.m. on 11<sup>th</sup> August 2020 and ended at 5.00 p.m. on 13<sup>th</sup> August 2020.

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

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

With the consent of the members present, the notice convening the 37<sup>th</sup> Annual general Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31<sup>st</sup> March 2020 were taken as read.

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

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



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

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

Subsequently Chairman ordered a Poll to be taken at the meeting 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 KFintech and shall also be communicated to the Stock Exchanges within the time prescribed under law.

Thereafter meeting concluded with vote of thanks to the Chair.

**FOR VRL LOGISTICS LIMITED**

**ANIRUDDHA PHADNAVIS**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Date: 14.08.2020**

**Place: Hubballi**



VRL LOGISTICS LIMITED	
Date of the AGM/EGM	14-08-2020
Total number of shareholders on record date	41217
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	40
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	ORDINARY - Adoption of Audited Financial Statements for the FY 2019-20 together with the Reports of Board of Directors and Auditors thereon										
Resolution required: (Ordinary/ Special)	No	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	
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting										
	E-Voting	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0	
	Poll			0.0000	0	0	0.0000	0.0000	614,80,000	0	
	Postal Ballot (if applicable)	614,80,000									
Promoter and Promoter Group	Total	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0	
	E-Voting	215,31,477	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308	
	Poll			0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	230,05,404									
Public- Institutions	Total	215,31,477	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0	
	E-Voting	4,882	4,882	0.0833	4,881	1	99.9795	0.0204	0	3308	
	Poll	11,736	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	1,804	
Public- Non Institutions	Total	16,618	16,617	0.2836	16,617	1	99.9940	0.0060	0	0	
	Total	830,28,095	830,28,094	91.9027	830,28,094	1	100.0000	0.0000	614,82,285	5112	



Resolution No.	ORDINARY - Confirm Interim Dividend paid as the Final Dividend on Equity Shares for the year ended on 31st March 2020									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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	Mode of Voting									
	E-Voting		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0
	Poll	614,80,000	0	0.0000	0	0	0.0000	0.0000	614,80,000	0
Public- Institutions	Postal Ballot (if applicable)									
	Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0
	E-Voting		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308
Public- Non Institutions	Postal Ballot (if applicable)	230,05,404	0	0.0000	0	0	0.0000	0.0000	0	0
	Total		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0
	E-Voting		6,686	0.1141	4,881	1,805	73.0032	26.9967	0	3308
Public- Non Institutions	Postal Ballot (if applicable)	58,58,091	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0
	Total		18,422	0.3144	16,617	1,805	90.2019	9.7981	2,285	0
	Total	903,43,495	830,29,899	91.9047	830,28,094	1,805	99.9978	0.0022	614,82,285	3308



Resolution No.	ORDINARY - Re-appointment of Mr. K N Urmesh, Whole time Director, who retires by rotation, being eligible, offers himself for re-appointment.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Category	Mode of Voting									
Promoter and Promoter Group	E-Voting		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0
	Poll	614,80,000	0	0.0000	0	0	0.0000	0.0000	614,80,000	0
	Postal Ballot (if applicable)									
	Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0
Public- Institutions	E-Voting		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308
	Poll	230,05,404	0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)									
	Total		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3308
Public- Non Institutions	E-Voting		6,686	0.1141	6,676	10	99.8504	0.1495	0	0
	Poll	58,58,091	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0
	Postal Ballot (if applicable)									
	Total		18,422	0.3144	18,412	10	99.9457	0.0543	2,285	0
	Total	903,43,495	830,29,899	91.9047	830,29,899	10	100.0000	0.0000	614,82,285	3308



Resolution No.	ORDINARY - Re-appointment of Mr. Raghottam Akamanchi, Non-Executive Director, who retires by rotation, being eligible, offers himself for re-appointment.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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
Category	Mode of Voting									
Promoter and Promoter Group	E-Voting		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0
	Poll	614,80,000	0	0.0000	0	0	0.0000	0.0000	614,80,000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0
Public- Institutions	E-Voting		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308
	Poll	230,05,404	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		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3308
Public- Non Institutions	E-Voting		6,686	0.1141	6,611	75	98.8782	1.1217	0	0
	Poll	58,58,091	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total	903,43,495	830,29,899	0.3144	18,347	75	99.5929	0.4071	2,285	0
	Total		830,29,899	91.9047	830,29,824	75	99.9999	0.0001	614,82,285	3308





Resolution No.	ORDINARY - To consider appointment of Ms Kalyaniwala Mistry LLP, Chartered Accountants, Mumbai as the Auditors of the company from the Conclusion of 37th Annual General Meeting, fill the conclusion of the 42nd Annual _x00D_ General Meeting.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0	
	Poll	0	0.0000	0	0	0.0000	0.0000	614,80,000	0	
	Postal Ballot (if applicable)	614,80,000	0	0.0000	0	0	0.0000	0.0000	0	0
	Total	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0	0
Public- Institutions	E-Voting	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308	0
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	0
	Total	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0	0
Public- Non Institutions	E-Voting	4,882	0.0833	4,881	1	99.9795	0.0204	0	3,308	0
	Poll	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	1,804	0
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	0
	Total	16,618	0.2836	16,617	1	99.9940	0.0060	2,285	1,804	0
	Total	830,28,095	91.9027	830,28,094	1	100.0000	0.0000	614,82,285	5,112	0



Resolution No.	SPECIAL - Re-appointment of Mrs. Medha Pawar as an Independent Director.										
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No.										
Category	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	614,80,000	614,80,000	100.0000	0	0	100.0000	0	0		
	Poll	0	0	0.0000	0	0	0.0000	614,80,000	0		
	Postal Ballot (if applicable)	614,80,000	0	0.0000	0	0	0.0000	0	0		
Public- Institutions	Total	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	614,80,000	0		
	E-Voting	215,31,477	215,31,477	93.5931	215,31,477	0	100.0000	0	3,308		
	Poll	0	0	0.0000	0	0	0.0000	0	0		
Public- Non Institutions	Postal Ballot (if applicable)	230,05,404	0	0.0000	0	0	0.0000	0	0		
	Total	0	215,31,477	93.5931	215,31,477	0	100.0000	0	0		
	E-Voting	0	6,686	0.1141	4,807	1,879	71.8965	0	3308		
Public- Non Institutions	Poll	58,58,091	11,736	0.2003	11,736	0	100.0000	2,285	0		
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0	0		
	Total	18,422	18,422	0.3144	16,543	1,879	89.8002	2,285	0		
Total	903,43,495	830,29,899	91.9047	830,28,020	1,879	99.9977	614,82,285	3308			



Resolution No.	SPECIAL - Re-appointment of Mr. Shankarasa Ladwa as Independent Director.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0
	Poll	614,80,000		0.0000	0	0	0.0000	0.0000	614,80,000	0
	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000		0
Public- Institutions	Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0
	E-Voting		215,31,477	93.5931	215,31,477	0	100.0000	0.0000		3,308
	Poll	230,05,404		0.0000	0	0	0.0000	0.0000		0
Public- Non Institutions	Postal Ballot (if applicable)			0.0000	0	0	0.0000	0.0000		0
	Total		215,31,477	93.5931	215,31,477	0	100.0000	0.0000		3308
	E-Voting		6,686	0.1141	6,611	75	98.8782	1.1217		0
Poll	58,58,091		11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0
Total	Total		18,422	0.3144	18,347	75	99.5929	0.4071	2,285	0
	Total	903,43,495	830,29,899	91.9047	830,29,824	75	99.9999	0.0001	614,82,285	3308



Resolution No.	SPECIAL - Re-appointment of Dr. Anand Pandurangji as an Independent Director.										
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	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	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0		
	Poll	0	0.0000	0	0	0.0000	0.0000	614,80,000	0		
	Postal Ballot (if applicable)	614,80,000	0	0	0	0.0000	0.0000	0	0		
	Total	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0		
Public- Institutions	E-Voting	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0		
	Poll	0	0.0000	0	0	0.0000	0.0000	0	3,308		
	Postal Ballot (if applicable)	230,05,404	0	0	0	0.0000	0.0000	0	0		
	Total	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0		
Public- Non Institutions	E-Voting	6,685	0.1141	6,610	75	98.8780	1.1219	0	0		
	Poll	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0		
	Postal Ballot (if applicable)	58,58,091	0	0	0	0.0000	0.0000	0	0		
	Total	18,421	0.3144	18,346	75	99.5929	0.4071	2,285	0		
	Total	903,43,495	91.9047	830,29,823	75	99.9999	0.0001	614,82,285	1	3309	



Resolution No.	SPECIAL - Approval for payment of remuneration to Dr. Vijay Sankeshwar, Chairman and Managing Director.									
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for payment of remuneration to Dr. Vijay Sankeshwar, Chairman and Managing Director.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0	
	Poll	0	0.0000	0	0	0.0000	0.0000	614,80,000	0	
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0	
Public- Institutions	E-Voting	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308	
	Poll	0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)	230,05,404	0	0	0	0.0000	0.0000	0	0	
Total		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	6,685	0.1141	4,772	1,913	71.3836	28.6163	0	3308	
	Poll	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	1	
	Postal Ballot (if applicable)	58,58,091	0	0	0	0.0000	0.0000	0	0	
Total		18,421	0.3144	16,508	1,913	89.6151	10.3849	2,285	1	
Total		830,29,898	91.9047	830,27,985	1,913	99.9977	0.0023	614,82,285	3309	



Resolution No.	SPECIAL - Approval for payment of remuneration to Mr. Anand Sankeshwar, Managing Director.									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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	Mode of Voting									
	E-Voting	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0
	Poll	0	0	0.0000	0	0	0.0000	0.0000	614,80,000	0
Public- Institutions	Postal Ballot (if applicable)	614,80,000		0.0000		0	0.0000	0.0000		
	Total	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0
	E-Voting	215,31,477	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308
Public- Non Institutions	Postal Ballot (if applicable)	230,05,404		0.0000		0	0.0000	0.0000		
	Total	215,31,477	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0
	E-Voting	6,685	6,685	0.1141	4,772	1,913	71.3836	28.6163	0	3308
Public- Non Institutions	Postal Ballot (if applicable)	58,58,091	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0
	Total	18,421	18,421	0.3144	16,508	1,913	89.6151	10.3849	2,285	0
	Total	903,43,495	830,29,898	91.9047	830,27,985	1,913	99.9977	0.0023	614,82,285	3309



Resolution No.	Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	SPECIAL - Approval for payment of remuneration to Mr. L. R. Bhat, Whole time Director.									
No		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	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0	
	Poll	614,80,000		0.0000	0	0	0.0000	0.0000	614,80,000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0	
	E-Voting		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308	
	Poll	230,05,404		0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0	
	E-Voting		6,685	0.1141	4,772	1,913	71.3836	28.6163	0	3308	
Public- Non Institutions	Poll	58,58,091	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	903,43,495	18,421	0.3144	16,508	1,913	89.6151	10.3849	2,285	0	
Total		830,29,898	91,9047	91.9047	830,27,985	1,913	99.9977	0.0023	614,82,285	3309	



Resolution No.	SPECIAL - Approval for payment of remuneration to Mr. K. N. Umesh, Whole time Director.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	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	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0		
	Poll	0	0.0000	0	0	0.0000	0.0000	614,80,000	0		
	Postal Ballot (if applicable)	614,80,000	0	0.0000	0	0	0.0000	0	0		
Total		614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0		
Public- Institutions	E-Voting	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308		
	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		215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0		
Public- Non Institutions	E-Voting	6,685	0.1141	4,837	1,848	72.3560	27.6439	0	3308		
	Poll	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	0		
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0		
Total		18,421	0.3144	16,573	1,848	89.9680	10.0320	2,285	0		
Total	903,43,495	830,29,898	91.9047	830,28,050	1,848	99.9978	0.0022	614,82,285	3309		





Resolution No.	ORDINARY - To consider, approve and ratify the remuneration payable to Ms. S. K. Tikare Co., Cost Accountants for FY 2020-21									
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	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	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	0	0	
	Poll	614,80,000	0.0000	0	0	0.0000	0.0000	614,80,000	0	
	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
Public- Institutions	Total	614,80,000	100.0000	614,80,000	0	100.0000	0.0000	614,80,000	0	
	E-Voting	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	3,308	
	Poll	230,05,404	0.0000	0	0	0.0000	0.0000	0	0	
Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	215,31,477	93.5931	215,31,477	0	100.0000	0.0000	0	0	
	E-Voting	6,685	0.1141	6,644	41	99.3866	0.6133	0	3308	
Poll	58,58,091	11,736	0.2003	11,736	0	100.0000	0.0000	2,285	1	
Public- Non Institutions	Postal Ballot (if applicable)	0	0.0000	0	0	0.0000	0.0000	0	0	
	Total	18,421	0.3144	18,380	41	99.7774	0.2226	2,285	0	
	Total	903,43,495	830,29,898	91.9047	830,29,857	41	100.0000	0.0000	614,82,285	1





**Consolidated Scrutinizer's Report**

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

To,  
The Chairman of the 37<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**VRL Logistics Limited** (the "Company") held on August 14, 2020 at 04.00 P.M. at RS No. 351/1,  
Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207.

Dear Sir,

1. I, Akshay S Pachlag, Company Secretary in Practice, Hubballi, was appointed as the scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting) and voting by poll through electronic system (Insta Poll) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 37<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 14, 2020 at 04.00 P.M. at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207.
2. The management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 37<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means is restricted to furnish a consolidated scrutinizer's report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Kfin Technologies Private Limited (Kfin), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means.
3. The Equity Shareholders holding shares as on August 07, 2020, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
4. The remote E-Voting period remained open from 9.00 AM on Tuesday, August 11, 2020 to 5.00 PM on Thursday, August 13, 2020.
5. The votes cast through remote e-voting were unblocked by me at 05.17 PM on 13<sup>th</sup> August 2020 in the presence of two witnesses who are not in the employment of the Company.
6. The results of Insta Poll along with the list of shareholders who voted "For" or "Against" the below resolutions were provided by Kfin. Thereafter, the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Kfin (<https://evoting.karvy.com>).
7. The result of voting through electronic means (i.e. combined result of remote e-voting and Insta Poll at the AGM) is as under:



**Resolution No. 1: Adoption of Audited Annual Accounts for the FY 2019-20 together with the Reports of Board of Directors and Auditors thereon**

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

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

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

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

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

**Resolution No. 4: Re-appointment of Mr. Raghottam Akamanchi, Non-Executive Director, who retires by rotation, being eligible, offers himself for re-appointment.**

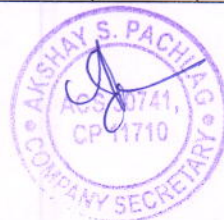
Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	116	83029824	99.99	3	75	0	10	61485593	0

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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



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

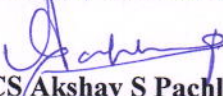
Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
129	116	83029857	100	2	41	0	11	61485594	0

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

Thanking you,

Yours faithfully,

**For A S Pachlag & Co.,**  
Company Secretaries

  
**CS Akshay S Pachlag**  
ACS 30741, CP 11710  
Proprietor

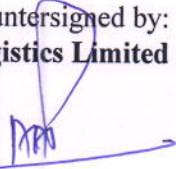


Place: Hubballi

Dated: August 14, 2020

UDIN: A030741B000582996

Countersigned by:  
**For VRL Logistics Limited**

  
**Aniruddha Phadnavis**  
Company Secretary and  
Compliance Officer