

Regd. & Admn. Office :

Bengaluru Road Varur

HUBBALLI - 581 207 Karnataka State

Phone : 63661 19394

Fax : 0836 2237614

e-mail : varurho@vrllogistics.com

To,

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

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

Dear Sir / Madam,

Sub: Voting Results of Postal Ballot and Scrutinizers report thereon

This has reference to our letter dated 29th September 2022 regarding “Notice of Postal Ballot and Postal Ballot form”, please find enclosed the following:

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2. Scrutinizer’s report dated 31st October, 2022.

Summary:

Pursuant to Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014, as amended and other applicable provisions if any of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had sought the approval of shareholders by Postal Ballot for the following resolutions

1. *Transfer of the Bus Operation Business Undertaking of the Company to Vijayanand Travels Private Limited (a company owned and controlled by the promoter(s) of the Company), as going concern, on slump sale basis and*
2. *Related party transaction in order to transfer the Bus Operation Business Undertaking of the Company to Vijayanand Travels Private Limited (a company owned and controlled by the promoter(s) of the Company).*

The Company had provided the facility of voting by postal ballot as well as e-voting, engaging the services of KFin Technologies Limited (“KFin”) for facilitating the e-voting process. The Company had dispatched the notice alongwith the Postal Ballot form to the eligible shareholders at their registered address / email on 29th September 2022.

The Board had appointed Mr. Akashay S. Pachlag, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot process in fair and transparent manner.



Corporate Office : Giriraj Annexe Circuit House Road **HUBBALLI - 580 029** Karnataka

Phone : 0836 2237511 Fax : 0836 2256612 e-mail : headoffice@vrllogistics.com

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

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

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Voting through both modes viz. Physical Ballot and E-Voting remained open from 9.00 AM on Saturday, 1st October 2022 to 5.00 PM on Sunday, 30th October 2022.

Details of votes cast are as follows:

Particulars	Resolution 1 (Special Resolution)	Resolution 2 (Ordinary Resolution)
Total Number of votes polled	7,80,39,485	1,65,80,385
Assented to the resolution	7,42,81,518	1,28,16,992
Dissented to the resolution	37,57,967	37,63,393
% of assented to the resolution	95.18	77.30
% of dissented to the resolution	4.82	22.70

Pursuant to applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Chairman declared that the said resolutions were passed with requisite majority. In terms of Rule 22 of the Companies (Management and Administration) Rules 2014 the said Resolutions are deemed to have been passed on 30th October 2022 being the last date for receipt of duly completed physical Ballots / E-voting.

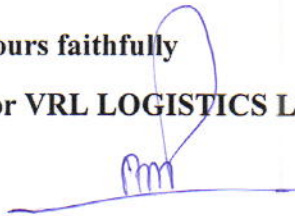
The said results alongwith scrutinizer report would be available at the website of our Company viz. www.vrlgroup.in as well as website of KFin viz. www.evoting.karvy.com.

You are requested to take note of the same.

Thanking you,

Yours faithfully

For VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 31.10.2022

Place: Hubballi

Encl: as above

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

Company Name	VRL LOGISTICS LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	64927
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Sale of Company's Bus Operations Business undertaking to Vijayanand Travels Private Limited, as going concern, on slump sale basis u/s 180 (1)(a) of the Companies Act, 2013.							
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
Promoter and Promoter Group	E-Voting	61480000	61457250	99.9630	61457250	0	100.0000	0.0000
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	61480000	1750	0.0028	1750	0	100.0000	0.0000
Public- Institutions	E-Voting	17244108	16216553	94.0411	12461187	3755366	76.8423	23.1576
	Poll	17244108	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	17244108	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	9619387	361933	3.7625	359332	2601	99.2813	0.7186
	Poll	9619387	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	9619387	1999	0.0208	1999	0	100.0000	0.0000
Total		88343495	78039485	88.3364	74281518	3757967	95.1845	4.8155



Resolution required: (Ordinary/ Special)		ORDINARY - Approval for Related Party Transaction - Sale of Bus Operations Business Undertaking to Vijayanand Travels Private Limited (a company owned and controlled by the promoter(s) of the Company) u/s 188 of the Companies Act, 2013 and applicable provisions of SEBI Regulations.							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
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	
Promoter and Promoter Group	E-Voting	61480000	0	0.0000	00	0	0.0000	0.0000	
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	61480000	0	0.0000	00	0	0.0000	0.0000	
Public- Institutions	E-Voting	17244108	16216553	94.0411	12455560	3760993	76.8076	23.1923	
	Poll	17244108	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	17244108	0	0.0000	00	0	0.0000	0.0000	
Public- Non Institutions	E-Voting	9619387	361933	3.7625	359533	2400	99.3368	0.6631	
	Poll	9619387	0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)	9619387	1899	0.0197	1899	0	100.0000	0.0000	
Total		88343495	16580385	18.7681	12816992	3763393	77.3021	22.6979	





Scrutinizer's Report

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
VRL Logistics Limited (the "Company")
CIN: L60210KA1983PLC005247
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 at their meeting held on 15th September 2022 for the purpose of scrutinizing e-voting process (remote e-voting) and postal ballot forms under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the Notice for the postal ballot dated 24th September 2022.
2. The Company had availed the remote e-voting facility offered by Kfin Technologies Limited for conducting the e-voting process by the shareholders of the Company. The Company had also provided voting by the Postal Ballot Form along with prepaid postage Business Reply Envelope to the Shareholders of the Company.
3. The Equity Shareholders holding shares as on 24th September 2022, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the Postal Ballot.
4. The management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through remote e-voting and by postal ballot form for the resolutions contained in the Notice for the postal ballot dated 24th September 2022. My responsibility as a scrutinizer for the voting process of e-voting through electronic means is restricted to furnish 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 remote e-voting facilities for the voting through electronic means and postal ballots received by me respectively.
5. The remote E-Voting period remained open from 9.00 AM on Saturday, 1st October, 2022 to 5.00 PM on Sunday, 30th October, 2022.
6. The votes cast through physical ballots form received before 5.00 PM on Sunday, 30th October, 2022 were considered and no postal ballot forms were received after the cut off time.
7. The votes cast through remote e-voting were unblocked by me at 05.02 pm on 30th October 2022 in the presence of two witnesses who are not in the employment of the Company.



8. The results of remote e-voting along with the list of equity shareholders who voted “For” or “Against” were downloaded from the E-Voting website of Kfin (<https://evoting.kfintech.com>).
9. The result of voting through physical ballot forms and remote e-voting is as under:

Resolution No. 1: Transfer of the Bus Operations Business Undertaking of the Company to Vijayanand Travels Private Limited (a company owned and controlled by the promoter(s) of the Company), as going concern, on slump sale basis

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
278	216	7,42,81,518	95.18	60	37,57,967	4.82	2	32	-

Resolution No. 2: Related party transaction in order to transfer the Bus Operations Business Undertaking to Vijayanand Travels Private Limited (a company owned and controlled by the promoter(s) of the Company)

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
278	211	1,28,16,992	77.30	60	37,63,393	22.70	7	6,14,59,132	-

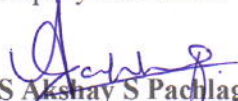
Note: Abstained from voting includes promoter and promoter group (being interested in the resolution) and accordingly these shares have not been considered for computing the percentages above.

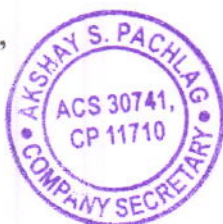
10. The relevant records relating to the e-voting and postal ballots is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking you,

Yours faithfully,

For A S Pachlag & Co.,
Company Secretaries

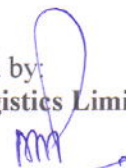

CS Akshay S Pachlag
ACS30741, CP 11710
Proprietor



Place: Hubballi
Dated: 31st October, 2022
UDIN: A030741D001409239



Countersigned by
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer