

**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**

**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: Postal Ballot Notice and Form**

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

This has reference to our letter dated December 2, 2017 wherein we had intimated that our Board of Directors having approved the amendments to the Memorandum of Association of the Company subject to approval of shareholders through Postal Ballot.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith a copy of Postal Ballot Notice dated December 21, 2017 alongwith Postal Ballot Form.

The notice together with the explanatory statement under Section 102 of the Companies Act 2013 is being sent to all the members whose name appear on the Register of Members / list of beneficial owners as on December 22, 2017 (cut off date), seeking their approval as set out in the notice.

The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") for the purpose of providing e-voting facility to all its members. The voting, both through Postal Ballot and electronic mode shall commence from Monday, January 1, 2018 at 09.00 AM (IST) and shall end on Tuesday, January 30, 2018 at 5.00 PM (IST). The results of Postal Ballot would be declared on February 1, 2018.

The above information is also available on the website of the Company, [www.vrlgroup.in](http://www.vrlgroup.in)

**Thanking you,**

**Yours faithfully**

**For VRL LOGISTICS LIMITED**

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

**Date: 29.12.2017**

**Place: Hubballi**



**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**



## VRL LOGISTICS LIMITED

Regd. Office: RS NO. 351/1, Varur, post: Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207  
(18<sup>th</sup> KM, NH- 4, Bengaluru Road, Varur, Hubballi (Karnataka) – 581 207)

Tel: 0836 2237607, Fax: 0836 2237614, email: [investors@vrllogistics.com](mailto:investors@vrllogistics.com)

CIN: L60210KA1983PLC005247, Website: [www.vrlgroup.in](http://www.vrlgroup.in)

## POSTAL BALLOT NOTICE

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Members,

**Notice** is hereby given to the members of VRL Logistics Limited (herein after referred to as “the Company”) pursuant to the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 (the “Act”), read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (herein after referred to as “the Rules”), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws and regulations, that the resolution appended is proposed to be passed as Special Resolution by way of Postal Ballot / E voting.

Accordingly, the draft of the special resolution together with explanatory statement pursuant to Sec 102 of the Companies Act 2013, pertaining to the special business setting out all material facts and the reason thereof is annexed hereto along with a postal ballot form for your consideration seeking assent or dissent in writing or through E-voting within the period mentioned hereafter.

The Board of Directors of the Company has, in compliance with Rule 22(5) of the said rules appointed Mr. Akshay S. Pachlag, Practicing Company Secretary (CP No.: 11710) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on this Postal Ballot Notice and the accompanying Postal Ballot Form and return the completed Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before 5:00 P.M. on Tuesday, January 30, 2018, which is the last date for receipt of completed Postal Ballot Forms. Postal Ballot Form received after this date and time will be considered as invalid.

## **E-Voting**

In compliance with Section 108 of the Companies Act, 2013 read with the related Rules thereto and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-Voting facility through E-Voting Platform of KARVY, which would enable Members to cast votes electronically, instead of sending Physical Postal Ballot Form(s). Please note that E-Voting is optional and the Members who do not opt for the E-Voting facility can cast their vote in writing by duly filling the physical Postal Ballot Form. Please carefully read and follow the instructions given herein.

Members deciding to opt for E-voting as per facilities arranged by the Company are requested to read the notes to the Postal Ballot Notice and instructions given for E-voting hereinafter.

The Scrutinizer will submit his report to the Chairman and Managing Director or any other person authorized by the Board of the Company upon completion of scrutiny of the Physical Postal Ballot Forms and E-Voting data provided by Karvy Computershare Private Limited ('KARVY') and the result of the Postal Ballot (including e-voting) would be announced by the Chairman or any other person authorized by the Board on Thursday, February 01, 2018 at 5:00 P.M. at the Registered Office of the Company. After such declaration, the result of the Postal Ballot will be intimated to the Stock Exchanges where the shares of the Company are listed and placed along with the Scrutinizer's report on the Company's website viz. [www.vrlgroup.in](http://www.vrlgroup.in) and the website of KARVY, viz. [www.evoting.karvy.com](http://www.evoting.karvy.com).

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms and E-Voting i.e. Tuesday, January 30, 2018.

## **SPECIAL BUSINESS:**

### **ITEM NO. 1: Amendments to Objects Clause of the Memorandum of Association.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution through postal ballot:-**

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 (including any statutory modification or amendment or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Bengaluru, Karnataka, and / or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors is authorized to accept, as it may deem fit, the approval of the Company be and is hereby accorded for effecting the following modifications and amendments to the existing Memorandum of Association of the Company:-

- i. The words ‘Companies Act, 1956’ in the existing Memorandum of Association shall be substituted with the words ‘Companies Act, 2013’, wherever required:
- ii. The title of the existing Clause III (A) ‘MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’ be substituted by the new title ‘THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION’:
- iii. To insert the following sub clauses 7 to 10 under **Clause III(A)** after sub clause no. 6:
  7. To carry on the business of manufacturing, fabrication, assembling, buying, selling, importing, exporting, distribution and dealing in automobile parts of all kinds and descriptions, automotive and other gears, transmission and other axles, universal joints, springs, leaves, head lamps, sealed beams, induction hardened pins, axles, alloy springs, electric motors and in particular fractional horsepower electric motors,

vehicle accessories and fittings of all kinds and to act as brokers and marketing agents for the aforesaid items.

8. To carry on the business of body building for vehicles including those for buses and trucks, fabricating and assembling, buying, selling, dealing in, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, electrical or other power, and of internal combustion and manufacture of electric vehicles, engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors and motor vehicles.
9. To carry on the business as agents, distributors, merchants, importers, exporters, traders, contractors, warehousemen and to establish, maintain, operate and/or run agency lines in goods, stores, consumable items, Petroleum products including diesel, high speed diesel, kerosene, petrol, lubricating and industrial oils, alternative fuels including bio-diesel and durable merchandise of every kind and description and without limiting the generality of the above, to carry on business as Selling Agents, Buying Agents, Factors, Carriers, Landing or Clearing and Forwarding Agents, Commission Agents, Distributors and Stockiest, Brokers and/ or in any other capacity and in relation to the same, also to provide solutions and services over Web Technologies, Internet and E-commerce, including to design, develop, maintain, operate, own, establish, install, host, provide, create, facilitate, supply, sale, purchase, distribution, license or otherwise over Internet portals, Internet networks, E-commerce and any other electronic mode.
10. To carry on the business of offering logistics solutions including designing, development, customization, implementation, maintenance, testing, benchmarking and dealing in such software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over

the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise and in providing consultancy services in all above mentioned areas.

iv. Part B of the Objects Clause (Clause III) shall now be titled as '**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A**' in place of existing title 'OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS' and Clauses there under shall be re-numbered starting from serial number 1 to 29:

v. Clause 22 of the existing Part B of the Objects Clause (Clause III) (proposed to be renumbered as clause 16 under (iv) above) shall be substituted with the following new Clause:

“To enter into contracts, agreements and arrangements with any other Company or party whether in India or elsewhere for carrying out of its objects.”

vi. The following new clauses 30 to 39 be inserted after clause 29 under Part B of the objects clause (Clause III).

30. To carry on the business in all kinds of Petroleum products, such as High Speed Diesel, Kerosene, Petrol and all kinds of lubricating and Industrial Oils.

31. To manufacture, repair, buy, sell, import and export to let out or hire or sell in hire purchase system and generally deal in furniture, furnishing and decoration materials, household effects, scooter motor-cycle, automobiles, electrical goods; and such other articles of common usages.

32. To carry on the business of advertising agents and contractors both outdoor or otherwise and in walls, hoardings, buses, trucks, railway carriages etc. to prepare advise, devise, manufacture and construct advertising devices and designs and to publish and advertise the same

on such media.

33. To engage in the business of railway and forwarding agents, or warehousemen and to employ, own, purchase, take on hire, otherwise, acquire, any cars, buses, trucks, station wagons and other vehicles of all kinds and to maintain garage and service station, to organize, maintain and operate for hire, transportation service in all parts of the world for the purpose of transporting passengers, luggage, merchandise, etc. by means of automobiles and vehicles of all kinds.
34. To start, conduct and maintain hotel business and all operations connected therewith and to purchase or otherwise acquire any land, building or premises and to turn to account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, restaurant and lodging and any other business which can be conveniently or usefully carried on in connection with the objects stated in Clause III A .
35. To carry on the business of importers, exporters and dealers of all kinds of merchandise, raw materials manufactured goods, materials, produce and provision of every description and to carry on business as Commission Agents, Forwarding Agents and General Merchants.
36. To manufacture, build, construct, develop, buy sell, import, export, assemble, equip, distribute, exchange, barter, let on hire, buy or sell on hire-purchase on installment system or otherwise deal in lorries, trucks, buses, motor cars, motor cycles and other motor vehicles of all kinds and descriptions and generally to carry on the business as manufacturers, repairers, assemblers, mechanical engineers carriage builders or motors, omni buses, taxi cabs, lorries, motor cars and all other kinds of vehicles and vessels for the transport of persons and goods, whether propelled or moved by petrol, electricity, steam, oil vapour or other motives or mechanical power.
37. To carry on the business of dealers, hirers, repairers, assemblers, overhaulers, cleaners and stores of cars, trucks, lorries, buses, tractors, chassis, motors, cycles, engines, turbines, tanks, motor cycles, scooters, auto-rickshaws, tractor trailers, boats, steam launches, steamers, ships, vessels, barges, cargo boats, carts, other transport vehicles, tools, implements, accessories required for transport vehicles and all other means of conveyances on land, water and air and other materials and products in India and / or abroad.
38. To carry on business as buyers, sellers, importers, exporters, producers, dealers, buying, selling and commission agents and otherwise in all kinds of goods merchandise, commodities and articles required for transport

business establishing business contracts for and on behalf of other transporters or other persons for the loading, unloading and transportation of goods, commodities and machineries etc. of all kinds by road, rail, water, air and whatsoever routes in and outside India.

39. To carry on the business of garage keepers, workshop owners, suppliers, importers and dealers in petrol, electricity or other motives or mechanical power, all types of motor parts, tyres, accessories, greases, lubricants, oils, coal, coke, firewood and all other kinds of fuel required for transport operations and transport business.

vii. Clause III (C) of the Memorandum of Association of Company titled "OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) & (B) ABOVE" be deleted.

**RESOLVED FURTHER THAT**, wherever required, reference made to various sections of the Companies Act, 1956 be replaced with the reference of the corresponding sections of the Companies Act, 2013, in the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution."

**By order of the Board of Directors  
For VRL LOGISTICS LIMITED**

**ANIRUDDHA PHADNAVIS  
COMPANY SECRETARY  
& COMPLIANCE OFFICER**

Date: 21.12.2017

Place: Hubballi



**Notes:**

1. Explanatory Statement pursuant to Sec 102(1) of the Companies Act, 2013, for the proposed special resolution setting out all material facts is annexed hereinbelow.
2. The Postal Ballot Notice will be despatched physically / electronically to the Members whose names appear in the Register of Members / Depository records as on Friday, December 22, 2017 viz. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
3. Members who have registered their E-mail IDs with their Depository Participants are being sent Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive the Notice of Postal Ballot along with the Postal Ballot Form in physical form.
4. Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the Company's website [www.vrlgroup.in](http://www.vrlgroup.in) or seek duplicate Postal Ballot Form from the Company.
5. Voting period will commence on and from January 01, 2018 at 9:00 A.M. and ends on January 30, 2018 at 5:00 P.M.
6. Pursuant to the provisions of Section 110 of the Companies Act , 2013 read with Companies (Management and Administration) Rules, 2014, the assent or dissent of the members in respect of the Special Resolution contained in this notice dated December 21, 2017 is being determined through postal ballot(Including e-voting).
7. Mr. Akshay S. Pachlag, Practicing Company Secretary (CP No.: 11710), has been appointed as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner and in accordance with the said rules. He will submit his report to the Chairman or any other person authorised by the Board of Directors of the Company on February 01, 2018.
8. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed postage pre-paid Business Reply Envelope, so as to reach the Scrutinizer on or before 5:00 P.M on Tuesday, January 30, 2018. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as if reply from the Member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may download the Postal Ballot

Form from the Company's website [www.vrlgroup.in](http://www.vrlgroup.in) or seek duplicate Postal Ballot Form from the Company.

9. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days during business hours upto January 30, 2018 (i.e. last date for receiving Postal Ballot Forms by the Scrutinizer).
10. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio number.

### **INSTRUCTIONS FOR VOTING**

**Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-Voting. If you opt for E-Voting, then please do not vote by Physical Ballot and vice versa. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid notwithstanding whichever option is exercised first.**

#### **PHYSICAL VOTING**

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

#### **E-VOTING**

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-Voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The Company has engaged the services of Karvy Computershare Private Limited ('Karvy'), to provide E-Voting facility to its Members. E-Voting is optional.

The E-Voting period begins on January 01, 2018 at 9:00 A.M. and ends on January 30, 2018 at 5:00 P.M. The E-Voting module shall be disabled by Karvy for voting after 5:00 P.M on January 30, 2018. During this period, the Members of the Company, holding shares in Physical form or in Demat form, as on the cut-off date viz. December 22, 2017, may cast their vote electronically. Once the vote on a resolution is cast by the Member, the Member is not allowed to change it subsequently.

**The instructions and process for voting electronically by the Members are as under:**

- A. In case of Members receiving E-mail from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
- i) Launch internet browser and access the e-voting platform at the URL: <https://evoting.karvy.com>.
  - ii) Enter the login credentials (i.e., **User ID and password given by Karvy**). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. The standard password for first time login is mentioned in the email or the physical Postal Ballot form.
  - iii) After entering these details appropriately, Click on “LOGIN”.
  - iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v) You need to login again with the new credentials.
  - vi) On successful login, the system will prompt you to select the “EVENT” i.e.,VRL Logistics Limited.
  - vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- ix) You may then cast your vote by selecting an appropriate option and click on "Submit".
  - x) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xi) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at E-mail ID: cs\_akshaysp@yahoo.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "VRL Logistics Limited.\_ EVENT NO." The documents should reach the Scrutinizer on or before January 30, 2018 by 5.00 P.M.
- B. In case of Members receiving physical copy of the Notice by Post [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
- (i) User ID and initial password as provided in the Postal Ballot Form.
  - (ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.

In case of any query pertaining to e-voting, please visit Help & FAQ's section of [www.evoting.karvy.com](http://www.evoting.karvy.com) (Karvy's website) or contact Ms. Shobha Anand of M/s. Karvy Computershare Pvt. Ltd. at 040 67161627 or at 1800 345 4001 (toll free).

All timings mentioned herein are IST.

The Results shall be declared along with the Scrutinizers' Report by placing it on the Company's website: [www.vrlgroup.in](http://www.vrlgroup.in) and on the website of Karvy viz. [www.evoting.karvy.com](http://www.evoting.karvy.com) and communicated to the Stock Exchanges where the Company's shares are listed.

**EXPLANATORY STATEMENT AND REASONS FOR THE PROPOSED RESOLUTION ACCOMPANYING THE POSTAL BALLOT NOTICE DATED DECEMBER 21, 2017 PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013 AND RULES MADE THERETO**

To capitalize on the potential for new business opportunities envisaged under the new GST regime your management proposes to undertake certain new activities that can be combined with the existing activities of the Company and the same would also result in better utilization of the existing maintenance infrastructure created by the Company, as also take advantage of its branch network spread across different parts of the country. The same calls for an amendment to the objects clause of the Memorandum of Association of the Company.

The Company is one of the largest fleet owners of commercial vehicles in India's private sector. The Company has in-house vehicle maintenance facilities and over the years has developed comprehensive maintenance capabilities to address minor as well as major maintenance works without any dependencies on outside service providers including the vehicle manufacturers themselves. Your Company enjoys economies of scale with vehicle manufacturers as also the associated OEMs. Given the changed distribution scenario post the GST implementation the Company has come across offers from some spares' manufacturers to take up distribution / dealership of spares and components. By doing so the Company would stand to gain from increased tonnage from such an arrangement as also benefit out of the margins that are made available to such distributors / dealers.

The Company also designs and manufacturers its truck bodies in-house for exclusive captive usage and has over the years achieved specialized knowledge and expertise in this domain. The Company has also conducted in house trials for the design and development of a bus body and the results of the same are satisfactory. In the coming days owing to the imminent implementation of a restriction on the maximum operating age for commercial vehicles there arises

an immense potential to cater to this upcoming opportunity which will also enable the company to better utilize its established infrastructure.

The present day in house capabilities of the Company would also enable the Company to convert chassis into a full-fledged vehicle, i.e. truck / bus / electric vehicle etc. as also to repair, refurbish and maintain all such vehicles.

One of the core strengths of the Company is its established geographical reach within India. Over a period of over four decades the Company has a network of nearly 1000 branches and franchisees covering 23 States and 4 Union Territories across the length and breadth of India. The roll out of GST presents the Company with a great opportunity to consider business tie ups and monetize this network. By taking up better distribution strategies for the products being moved by the Company it is envisaged that the Company can offer a compelling value proposition to its business clients as also garner more revenues in the process.

The in-house Information Technology setup is also one of the major strengths of the Company. The Company does not depend on any vendor provided software and chooses to develop all required software internally including GPS monitoring systems for select long route vehicles. Many of the smaller operators do seek guidance and help from our Company on these aspects and the Company could monetize its IT capabilities relating to Logistics operations in the days to come.

We are presently not in a position to quantify the scale of investment towards these initiatives as also the potential revenues and profits that any of these activities could entail.

The current main Object Clause of the Memorandum of Association of the Company (MoA) covers all the activities carried on by the Company but in order to diversify/add new clauses to both main objects and matters which are necessary for furtherance of the main objects, an alteration to the Objects Clause of the Memorandum is necessary. The activities enumerated in the resolution by way of addition to incidental objects are directly / indirectly covered in the present day Memorandum of Association under the head "Other Objects" which is not recognized under the new Company law, i.e. Companies Act, 2013. Pursuant to the provisions contained under Sections 4

read with Section 6 of the Companies Act 2013, the management feels it prudent to shift some of the other objects with suitable modifications wherever necessary to incidental objects as stated in the resolution, while dropping all other objects altogether.

Pursuant to Section 4 and 13 of the Act, the above said proposal requires consent of the members by way of special resolution. In light of the above the Board of Directors recommended the resolution for adoption by the members.

A copy of the existing and proposed MOA would be available for inspection by the members at Company's registered office on all working days during normal business hours up to January 30, 2018.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

**By order of the Board of Directors  
For VRL LOGISTICS LIMITED**

**ANIRUDDHA PHADNAVIS  
COMPANY SECRETARY  
& COMPLIANCE OFFICER**

**Date: 21.12.2017**

**Place: HUBBALLI**



## VRL LOGISTICS LIMITED

Regd. Office: RS NO. 351/1, Varur, post: Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207  
(18<sup>th</sup> KM, NH- 4, Bengaluru Road, Varur, Hubballi (Karnataka) – 581 207)  
Tel: 0836 2237607, Fax: 0836 2237614, email: [investors@vrllogistics.com](mailto:investors@vrllogistics.com)  
CIN: L60210KA1983PLC005247, Website: [www.vrlgroup.in](http://www.vrlgroup.in)

S.NO.

### POSTAL BALLOT FORM

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

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot / E-Voting for the business stated in the Postal Ballot Notice of the Company dated December, 21, 2017 by sending my / our assent or dissent to the said Resolution by placing a tick mark (v) in the appropriate box below:

Item No.	Resolution Description	No. of Shares for which votes cast	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	Special Resolution under section 13 of the Companies Act, 2013 to alter the Objects clause of the Memorandum of Association of the Company			

Place:

Date:

\_\_\_\_\_  
(Signature of the Shareholder or Authorised Signatory)

#### NOTES:

- Kindly read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5:00 P.M. on January 30, 2018. Please note that any Postal Ballot Form(s) received after the said date & time will be strictly treated as if reply from the Member has not been received.





## VRL LOGISTICS LIMITED

Regd. Office: RS NO. 351/1, Varur, post: Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207  
(18<sup>th</sup> KM, NH- 4, Bengaluru Road, Varur, Hubballi (Karnataka) – 581 207)  
Tel: 0836 2237607, Fax: 0836 2237614, email: [investors@vrllogistics.com](mailto:investors@vrllogistics.com)  
CIN: L60210KA1983PLC005247, Website: [www.vrlgroup.in](http://www.vrlgroup.in)

### ELECTRONIC VOTING PARTICULARS

The E-Voting facility is available at the link <https://evoting.karvy.com>

The electronic voting particulars are set out as below:

EVEN (ELECTRONIC VOTING EVENT NO.)	USER ID	PASSWORD

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

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

### INSTRUCTIONS FOR POSTAL BALLOT

- ✓ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Special Resolution contained in the Postal Ballot Notice dated December 21, 2017 is being sought through Postal Ballot Process.
- ✓ Any Member desiring to exercise his/her vote by Physical Postal Ballot, may send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Business Reply Envelope. The envelope bears the name of Akshay S. Pachlag, Practicing Company Secretary, appointed as the 'Scrutinizer' for the Postal Ballot Process by the Board of Directors of the Company.
- ✓ **The Voting period will commence on and from January 01, 2018 at 9:00 A.M and end on January 30, 2018 at 5:00 P.M.** The envelope containing Postal Ballot Form should reach the Scrutinizer not later than **5.00 P.M. on January 30, 2018**. Postage on the Business Reply Envelope will be borne by the Company. However, envelope containing



## VRL LOGISTICS LIMITED

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Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted.

- ✓ Consent must be accorded by placing a tick mark (✓) in the column 'I / we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ✓ The Postal Ballot form should be completed and signed by the Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ✓ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorized Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorized Signatory(ies).
- ✓ In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at [cs\\_akshaysp@yahoo.com](mailto:cs_akshaysp@yahoo.com) and to the Company at [investors@vrllogistics.com](mailto:investors@vrllogistics.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com)
- ✓ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ✓ An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ✓ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in Dematerialized form or in physical form, respectively.
- ✓ Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on the cut-off date viz Friday, December 22, 2017.
- ✓ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ✓ No Member is entitled to vote on Postal Ballot unless all calls or other sums presently payable by him in respect of shares have been paid.
- ✓ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope.
- ✓ Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- ✓ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.



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- ✓ The resolution, if assented by requisite majority, shall be considered as passed on Tuesday, January 30, 2018 (i.e. last date specified by the Company for receipt of duly completed Postal Ballot form or E-Voting).
- ✓ The result of the Postal Ballot will be declared / announced on Thursday, February 01, 2018 at 5:00 P.M. at the Registered Office of the Company.
- ✓ The results along with the Scrutinizers Report shall be placed on the website of the Company viz. [www.vrlgroup.in](http://www.vrlgroup.in) and on the notice board of the Company at its Registered Office and Corporate Office after the declaration of result. The results shall also be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and also displayed on website of KARVY viz. [www.evoting.karvy.com](http://www.evoting.karvy.com).
- ✓ In case of any query & grievances in relation to the Resolution proposed to be passed may be addressed to Mr. Aniruddha Phadnavis, Company Secretary & Compliance Officer, VRL Logistics Limited, Giriraj Annexe Circuit House Road Hubballi – 580 029, Karnataka or email to [investors@vrllogistics.com](mailto:investors@vrllogistics.com)
- ✓ **E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of Karvy Computershare Private Limited), which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**