

**Corporate Office :**

Giriraj Annexe Circuit House Road  
**HUBBALLI - 580 029** Karnataka State

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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: Outcome of the 34<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, we wish to inform you that the 34<sup>th</sup> Annual General Meeting of the Company was held on 4<sup>th</sup> August 2017 at 04.30 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, Vaur).

Pursuant to provisions of the Companies Act, 2013, Rules framed thereunder and 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 09.00 a.m. on 1<sup>st</sup> August 2017 and ended at 5.00 p.m. on 3<sup>rd</sup> August 2017.

The facility for voting through electronic means (i.e. Insta Poll) was made available at the meeting for Members who had not cast their vote through remote e-voting. The Board of Directors had engaged the services of Karvy Computershare Private Limited (“Karvy”) as the agency to provide e-voting facility and had appointed Mr. Akshay Pachlag, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the Insta Poll and remote E-voting Process.

The details of voting results (Insta Poll and Remote E-voting) on the resolutions covered under agenda Nos.1 to 9 as set out in the notice convening the Annual General Meeting of the Company would be separately communicated in the prescribed format alongwith the scrutinizers report thereon.

We enclose herewith the gist of proceedings at the 34<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> August 2017.

You are requested to take note of the same

For VRL LOGISTICS LIMITED



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

Place: Hubballi

Date: 05.08.2017

**Regd. & Admn. Office :** Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State

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## **GIST OF PROCEEDINGS AT THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 34<sup>th</sup> Annual General Meeting of the Company was held on Friday, 4<sup>th</sup> August 2017 at 04.30 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, Vaur).

### **Members Present:**

A total of 44 members (including one proxy) 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. K N Umesh	: Whole Time Director
Mr. Shankarasa Ladwa	: Independent Director (Chairman – Audit Committee)
Mr. J S Korlahalli	: Independent Director (Chairman – Nomination and Remuneration Committee)
Mr. C Karunakara Shetty	: Independent Director (Chairman – Stakeholders Relationship Committee)
Mrs. Medha Pawar	: Independent Director
Mr. Anand Pandurangi	: Independent Director
Dr. Raghottam Akamanchi	: Non Executive Director

### **Auditors Present:**

Mr. Bharat Shetty	: Partner, Walker Chandiook & Co LLP, Chartered Accountants Statutory Auditors
Mr. Khushroo B Panthaky	: Partner, Walker Chandiook & Co LLP, Chartered Accountants Statutory Auditors
Mr. R Parthasarathi	: Secretarial Auditor

### **Scrutinizer:**

Mr. Akshay Pachlag	: Partner, AS Pachlag & Associates, Company Secretaries, Hubballi
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The meeting commenced at 04:30 P.M. and concluded at 05.15 P.M





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

1. Notice of the 34<sup>th</sup> Annual General Meeting
2. Board's report alongwith Annexures thereto for the financial year ended on 31<sup>st</sup> March 2017
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31<sup>st</sup> March 2017
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
8. Draft Managerial Agreements to be entered with Chairman and Managing Director, Managing Director and Whole Time Directors.

Mr. Aniruddha Phadnavis, Company Secretary and Compliance officer welcomed the members and all the Directors and Senior Management team on the dais to the 34<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.

The Chairman gave an overview of the business operations & performance of the Company for the financial year ended 31<sup>st</sup> March, 2017 as a part of his speech.

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

The Chairman informed the members 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 09.00 a.m. on 1<sup>st</sup> August 2017 and ended at 5.00 p.m. on 3<sup>rd</sup> August 2017.

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 Karvy Computershare Private Limited ("Karvy") 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 34<sup>th</sup> Annual general Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31<sup>st</sup> March 2017 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, Board & Auditors report thereon for the FY 2016-17.
2. To confirm interim dividend paid as the final dividend for FY 2016-17.
3. To appoint Dr. Ashok Shettar, who retires by rotation and being eligible, offers himself for reappointment
4. To ratify the appointment of M/s. Walker Chandiok & Co, LLP, Chartered Accountants Statutory Auditors and to fix their remuneration
5. Re-appointment of Dr. Vijay Sankeshwar as the Chairman and Managing Director of the Company
6. Revision in remuneration of Mr. Anand Sankeshwar, Managing Director
7. Appointment of Mr. K N Umesh as a Whole time Director of the Company
8. Appointment of Mr. L R Bhat as a Whole time Director of the Company
9. To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2017-18

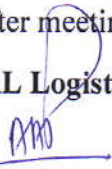
The members were requested to give their views / comments on the agenda items.

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 Karvy 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: 05.08.2017**

**Place: Hubballi**