

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: Voting Results of 34th Annual General Meeting of the Company and Scrutinizers report

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

The 34th Annual General Meeting of the Company was held on Friday, 4th 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).

Voting results at the AGM as well as those over remote e-voting are enclosed herewith as Annexure 'A' and scrutinizer's report on the remote e-voting as well as Insta Poll is enclosed as 'Annexure B'.

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: 05.08.2017
Place: Hubballi

"Annexure A"

Date of the AGM/EGM	VRL LOGISTICS LIMITED
Total number of shareholders on record date	04-08-2017
No. of shareholders present in the meeting either in person or through proxy:	47810
Promoters and Promoter Group:	5
Public:	39
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements, Board and Auditors Report thereon for the FY 2016-17									
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			
Promoter and Promoter Group	E-Voting	63480000	100.0000	63480000	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	63480000	0.0000	00	0	0.0000	0.0000			
	Total	63480000	100	63480000	0	100.0000	0.0000			
Public- Institutions	E-Voting	14419154	78.8811	14419154	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	18279614	0.0000	00	0	0.0000	0.0000			
	Total	14419154	78.8811	14419154	0	100.0000	0.0000			
Public- Non Institutions	E-Voting	1182737	12.4710	1182737	0	100.0000	0.0000			
	Poll	6687	0.0705	6687	0	100.0000	0.0000			
	Postal Ballot (if applicable)	9483881	0.0000	00	0	0.0000	0.0000			
	Total	1189424	12.5415	1189424	0	100.0000	0.0000			
Total	91243495	79088578	86.6786	79088578	0	100.0000	0.0000			



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Confirm interim dividend as the final dividend for FY 2016-17									
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			
Promoter and Promoter Group	E-Voting	63480000	100.0000	63480000	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	63480000	0.0000	00	0	0.0000	0.0000			
	Total	63480000	100	63480000	0	100	0			
Public- Institutions	E-Voting	14419154	78.8811	14419154	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	18279614	0.0000	00	0	0.0000	0.0000			
	Total	14419154	78.8811	14419154	0	100	0			
Public- Non Institutions	E-Voting	1182737	12.4710	1182658	79	99.9933	0.0066			
	Poll	6687	0.0705	6687	0	100.0000	0.0000			
	Postal Ballot (if applicable)	9483881	0.0000	00	0	0.0000	0.0000			
	Total	1189424	12.5415	1189345	79	99.9934	0.0066			
Total	79088578	86.6786	79088499	79	99.9999	0.0001				



Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Ashok Shettar, who retires by rotation, being eligible, offers himself for reappointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		63480000	100.0000	63480000	0	100.0000	0.0000		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	63480000								
	Total		63480000	100	63480000	0	100	0	100	0
Public- Institutions	E-Voting		13407245	73.3453	9475556	3931689	70.6748	29.3251		
	Poll			0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	18279614								
	Total		13407245	73.3453	9475556	3931689	70.6749	29.3251		
Public- Non Institutions	E-Voting		1182737	12.4710	1182737	0	100.0000	0.0000		
	Poll			0.0705	6687	0	100.0000	0.0000		
	Postal Ballot (if applicable)	9483881								
	Total		1189424	12.5415	1189424	0	0.0000	0.0000		
	Total	91243495	78076669	85.5696	74144980	3931689	94.9643	5.0357		



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of Walker & Chandiook & Co, LLP, Mumbai as statutory auditors of the Company									
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			
Promoter and Promoter Group	E-Voting	63480000	100.0000	63480000	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	63480000								
	Total	63480000	100	63480000	0	100	0			
Public- Institutions	E-Voting	14419154	78.8811	14419154	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	18279614								
	Total	14419154	78.8811	14419154	0	100	0			
Public- Non Institutions	E-Voting	1182737	12.4710	1182626	111	99.9906	0.0093			
	Poll	6687	0.0705	6687	0	100.0000	0.0000			
	Postal Ballot (if applicable)	9483881								
	Total	1189424	12.5415	1189313	111	99.9907	0.0093			
Total	79088578	86.6786	79088467	111	99.9999	0.0001				



Resolution No.	ORDINARY - Re-appointment of Dr. Vijay Sankeshwar as Chairman and Managing Director of the Company									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Dr. Vijay Sankeshwar as Chairman and Managing Director of the Company									
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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000		
	Poll	63480000	0	0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)	63480000	0	0.0000	00	0	0.0000	0.0000		
Public- Institutions	Total	63480000	63480000	100	63480000	0	100	0		
	E-Voting	14352851	14352851	78.5183	13954586	398265	97.2251	2.7748		
	Poll	18279614	0	0.0000	00	0	0.0000	0.0000		
Public- Non Institutions	Postal Ballot (if applicable)	18279614	0	0.0000	00	0	0.0000	0.0000		
	Total	14352851	14352851	78.5183	13954586	398265	97.2252	2.7748		
	E-Voting	9483881	1182737	12.4710	1182737	0	100.0000	0.0000		
Public- Non Institutions	Poll	9483881	6687	0.0705	6687	0	100.0000	0.0000		
	Postal Ballot (if applicable)	9483881	0	0.0000	00	0	0.0000	0.0000		
	Total	91243495	1189424	12.5415	1189424	0	100	0		
Total		91243495	79022275	86.6059	78624010	398265	99.4960	0.5040		



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Resolution No.	ORDINARY - Revision in remuneration of Mr. Anand Sankeshwar, Managing Director									
Resolution required: (Ordinary/ Special)	ORDINARY - Revision in remuneration of Mr. Anand Sankeshwar, 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			
Promoter and Promoter Group	E-Voting	63480000	100.0000	63480000	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	63480000	0	0	0	0.0000	0.0000			
	Total	63480000	100	63480000	0	100.0000	0.0000			
Public- Institutions	E-Voting	14352851	78.5183	14352851	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	18279614	0	0	0	0.0000	0.0000			
	Total	14352851	78.5183	14352851	0	100.0000	0.0000			
Public- Non Institutions	E-Voting	1182737	12.4710	1182577	160	99.9864	0.0135			
	Poll	6687	0.0705	6687	0	100.0000	0.0000			
	Postal Ballot (if applicable)	9483881	0	0	0	0.0000	0.0000			
	Total	1189424	12.5415	1189264	160	99.9865	0.0135			
	Total	79022275	86.6059	79022115	160	99.9998	0.0002			



Resolution No.	ORDINARY - Appointment of Mr. K N Umesh as Whole time Director of the Company									
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. K N Umesh as Whole time Director of the Company									
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		63480000	100.0000	63480000	0	100.0000	0.0000		
	Poll	63480000		0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000		
	Total		63480000	100	63480000	0	100	0		
Public- Institutions	E-Voting		14419154	78.8811	14020889	398265	97.2379	2.7620		
	Poll	18279614		0.0000	00	0	0.0000	0.0000		
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000		
	Total		14419154	78.8811	14020889	398265	97.2379	2.7621		
Public- Non Institutions	E-Voting		1182737	12.4710	1182737	0	100.0000	0.0000		
	Poll	9483881		0.0705	6687	0	100.0000	0.0000		
	Postal Ballot (if applicable)			0.0000	00	0	0.0000	0.0000		
	Total		1189424	12.5415	1189424	0	100	0		
	Total	91243495	79088578	86.6786	78690313	398265	99.4964	0.5036		



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Resolution No.

ORDINARY - Appointment of Mr. L R Bhat as Whole time Director of the Company

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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	63480000	0	0.0000	00	0	0.0000	0.0000
	Total	63480000	63480000	100	63480000	0	100	0
Public- Institutions	E-Voting	14419154	14419154	78.8811	14020889	398265	97.2379	2.7620
	Poll	0	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	18279614	0	0.0000	00	0	0.0000	0.0000
	Total	14419154	14419154	78.8811	14020889	398265	97.2379	2.7621
Public- Non Institutions	E-Voting	9483881	1182737	12.4710	1182672	65	99.9945	0.0054
	Poll	0	6687	0.0705	6687	0	100.0000	0.0000
	Postal Ballot (if applicable)	9483881	0	0.0000	00	0	0.0000	0.0000
	Total	91243495	1189424	12.5415	1189359	65	99.9945	0.0055
Total	91243495	79088578	86.6786	78690248	398330	99.4963	0.5037	



Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2017-18									
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			
Promoter and Promoter Group	E-Voting	63480000	100.0000	63480000	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	63480000	0.0000	00	0	0.0000	0.0000			
	Total	63480000	100	63480000	0	100	0			
Public- Institutions	E-Voting	14419154	78.8811	14419154	0	100.0000	0.0000			
	Poll	0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)	18279614	0.0000	00	0	0.0000	0.0000			
	Total	14419154	78.8811	14419154	0	100	0			
Public- Non Institutions	E-Voting	1182737	12.4710	1182636	101	99.9914	0.0085			
	Poll	6687	0.0705	6687	0	100.0000	0.0000			
	Postal Ballot (if applicable)	9483881	0.0000	00	0	0.0000	0.0000			
	Total	1189424	12.5415	1189323	101	99.9915	0.0085			
	Total	79088578	86.6786	79088477	101	99.9999	0.0001			





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 34th Annual General Meeting of the Equity Shareholders of
VRL Logistics Limited (the "Company") held on August 04, 2017 at 04.30 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 34th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 04, 2017 at 04.30 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 34th 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 Karvy Computershare Private Limited (Karvy), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means.
3. The Equity Shareholders holding shares as on July 28, 2017, 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 03, 2017 to 5.00 PM on Thursday, August 03, 2017.
5. The votes cast through remote e-voting were unblocked by me at 10.56 AM on 04th August 2017 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 Karvy. Thereafter, the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy (<https://evoting.karvy.com>).
7. The result of 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 2016-17

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	138	79088578	100	0	0	0	0	0	

Resolution No. 2: Confirm interim dividend as the final dividend for FY 2016-17

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	136	79088578	99.999	3	79	0.0001	0	0	0

Resolution No. 3: Appointment of Dr. Ashok Shettar, who retires by rotation, being eligible, offers himself for reappointment.

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	112	74144980	94.96	24	3931689	5.03	2	1011909	0

Resolution No. 4: To ratify the appointment of Walker & Chandiook & Co, LLP, Mumbai as statutory auditors of the Company

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	136	79088467	99.99	2	111	0.0001	0	0	0

Resolution No. 5: Re-appointment of Dr. Vijay Sankeshwar as Chairman and Managing Director of the Company

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	127	78624010	99.496	6	398265	0.504	5	66303	0



Resolution No. 6: Revision in remuneration of Mr. Anand Sankeshwar, Managing Director

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	130	79022115	99.99	4	160	0.0002	5	66303	0

Resolution No. 7: Appointment of Mr. K N Umesh as Whole time Director of the Company

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	132	78690313	99.49	6	398265	0.5036	0	0	0

Resolution No. 8: Appointment of Mr. L R Bhat as Whole time Director of the Company

Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	131	78690248	99.49	7	398330	0.5037	0	0	0

Resolution No. 9: To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2017-18

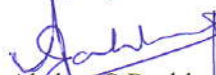
Total Ballots	Favour			Against			Abstain		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
138	137	79088477	99.99	2	101	0.0001	0	0	0

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,

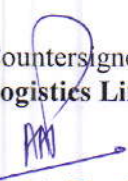
Yours faithfully,

For A S Pachlag & Co.,
Company Secretaries


Akshay S Pachlag
Company Secretary
ACS 30741, CP 11710



Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer

Place: Hubballi
Dated: August 05, 2017