

**Corporate Office :**

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

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

Sub: BUY-BACK NOT EXCEEDING 9,00,000 (NINE LAKH) FULLY PAID UP EQUITY SHARES (“MAXIMUM BUY-BACK SHARES) OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH (“EQUITY SHARES”) BY VRL LOGISTICS LIMITED (“COMPANY”) VIA THE “OPEN MARKET” ROUTE THROUGH THE STOCK EXCHANGES (“BUY-BACK”).

Reg: CONFIRMATION OF THE EXTINGUISHMENT OF SHARES BOUGHT BACK

This certificate is being submitted in compliance with the requirements of Regulations 12 and 16 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereto (“SEBI Buy-back Regulations”).

During the course of the Buy-back, till December 19, 2017, the Company has bought back 3,00,050 (Three Lakhs and Fifty) Equity Shares (in dematerialized form) and in accordance with Regulation 12 (2) of the SEBI Buy-back Regulations, the said 3,00,050 Equity Shares held in demat form have been extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended, during the month of December 2017, a confirmation to that effect have also been filed with the exchanges.

We are enclosing a copy of the extinguishment confirmation letters dated December 9, 2017, December 22, 2017 and December 29, 2017 issued by National Securities Depository Limited, as **Annexure A** for your reference. We are also enclosing a copy of the statement of shares extinguished dated January 03,2018 issued by the auditor of the Company as **Annexure B** and certificate of extinguishment of shares dated January 03,2018 issued by the auditor as **Annexure C**.

This is for your information and record.

Thanking you,

Yours Sincerely,

For VRL LOGISTICS LIMITED,


ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 05.01.2017

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

National Securities Depository Limited



Ref : II/CA/COM/55222/2017

December 11, 2017

Mr. R. P. Raichur
 Company Secretary
 VRL Logistics Ltd.
 Giriraj Annexe
 Circuit House Road
 Hubli - 580029

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

| <i>ISIN</i> | <i>ISIN Description</i> | <i>D/C</i> | <i>Records</i> | <i>Quantity</i> | <i>Execution Date</i> |
|--------------|--------------------------|------------|----------------|-----------------|-----------------------|
| INE366I01010 | VRL LOGISTICS LIMITED EQ | Debit | 1 | 213,804.000 | 09/Dec/2017 |

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Nitin Ambure
Vice President

Digitally Signed By
 Name: NITIN K AMBURE
 Date: 11/12/2017 14:42:11
 Reason: Authentication
 Location: NSDL, Mumbai

National Securities Depository Limited



Ref: II/CA/COM/57880/2017

December 22, 2017

Mr. R. P. Raichur
Company Secretary
VRL Logistics Ltd.
Giriraj Annexe
Circuit House Road
Hubli - 580029

Sub : Buy-back (open market purchase)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

| <i>ISIN</i> | <i>ISIN Description</i> | <i>D/C</i> | <i>Records</i> | <i>Quantity</i> | <i>Execution Date</i> |
|--------------|--------------------------|------------|----------------|-----------------|-----------------------|
| INE366I01010 | VRL LOGISTICS LIMITED EQ | Debit | 1 | 60,563.000 | 22/Dec/2017 |

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Nitin Ambure
Vice President

Digitally Signed By
Name: NITIN K AMBURE
Date: 22/12/2017 14:37:08
Reason: Authentication
Location: NSDL, Mumbai

National Securities Depository Limited



Ref: II/CA/COM/59154/2017

December 29, 2017

Mr. R. P. Raichur
Company Secretary
VRL Logistics Ltd.
Giriraj Annexe
Circuit House Road
Hubli - 580029

Sub : Buy-back (open market purchase)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

| <i>ISIN</i> | <i>ISIN Description</i> | <i>D/C</i> | <i>Records</i> | <i>Quantity</i> | <i>Execution Date</i> |
|--------------|--------------------------|------------|----------------|-----------------|-----------------------|
| INE366I01010 | VRL LOGISTICS LIMITED EQ | Debit | 1 | 25,683.000 | 29/Dec/2017 |

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Nitin Ambure
Vice President

Digitally Signed By
Name: NITIN K AMBURE
Date: 29/12/2017 14:37:55
Reason: Authentication
Location: NSDL, Mumbai

Walker Chandiook & Co LLP

Walker Chandiook & Co LLP
(Formerly Walker, Chandiook & Co)
3rd Floor, Unit No 309 to 312
West Wing, Nyati Unitree
Nagar Road, Yerwada
Pune 411006 India

T +91 20 6744 8800
F +91 20 6744 8899

Independent Auditor's Certificate with respect to extinguishment of 300,050 equity shares of INR 10 each ("equity shares") bought back by VRL Logistics Limited

The Board of Directors
VRL Logistics Limited
18th KM, NH 4,
Bengaluru Road,
Varur, Hubballi- 581 207
Karnataka

1. This certificate is issued in accordance with the terms of our engagement letter dated 16 August 2017 with VRL Logistics Limited (the "Company").
2. The accompanying certificate on extinguishment of equity shares bought back by the Company in the months of November/December 2017 (the "Statement") has been prepared by the Company's Management in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (the "Buy-Back Regulations") read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended) (the "Depositories and Participants Regulations").

Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Buy-Back Regulations read with Depositories and Participants Regulations, including preparation and maintenance of all accounting and other relevant supporting records and documents, is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for:



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- a. Ensuring compliance with the requirements relating to extinguishment of equity shares bought back in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buy-Back Regulations read with Depositories and Participants Regulations;
- b. Ensuring that the equity shares in dematerialised form, which were bought back in the months of November/December 2017 have been extinguished within specified time period in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buy-Back Regulations read with Depositories and Participants Regulations;
- c. Obtaining confirmation from the National Securities Depository Limited ("NSDL") regarding extinguishment of the equity shares bought back which were in dematerialised form.

Auditor's Responsibility

5. It is our responsibility to provide reasonable assurance by way of certifying the particulars contained in the Statement, on the basis of relevant records and documents maintained and obtained by the Company and furnished to us for the purpose, in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buy-Back Regulations read with Depositories and Participants Regulations.
6. We conducted our verification of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

Opinion

8. Based on our verification as above and the information and explanations given to us, along with the representations provided by the Management, in our opinion, the particulars furnished by the Company in the Statement are in agreement with the relevant records and documents obtained and maintained by the Company as on the date of the certificate, and the extinguishment is in compliance and in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Buy-Back Regulations read with Depositories and Participants Regulations.



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Restriction on distribution or use

9. This certificate is issued in connection with the extinguishment of equity shares bought back in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Buy-Back Regulations read with Depositories and Participants Regulations. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

Walker ChandioK & Co LLP

For Walker ChandioK & Co LLP

Chartered Accountants

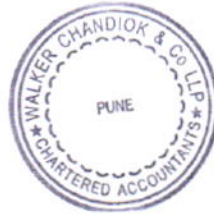
Firm Registration No.: 001076N/N500013

B. Shetty

per **Bharat Shetty**

Partner

Membership No.: 106815



04 January 2018

Pune

ANNEXURE - C

CERTIFICATE ON EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY VRL LOGISTICS LIMITED (THE "COMPANY") DURING THE MONTHS OF NOVEMBER / DECEMBER 2017

This certificate is being issued in compliance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended).

Pursuant to the Public Announcement ("PA") dated November 14, 2017, the Company commenced the buyback of the fully paid up equity shares of face value of INR 10/- each ("Equity Shares"), from the open market through the stock exchange mechanism from November 23, 2017. The following are the details of Equity Shares so bought back from that date and extinguished during the month of December 2017:

- a. Equity Shares in demat form, bought back during November 23, 2017 to December 19, 2017 (both days inclusive) and consequently extinguished:

| Name of Depository | DP Name and DP ID | Company's Account Number | Date of Extinguishment | No. of Equity Shares extinguished |
|---|---|--------------------------|---|-----------------------------------|
| National Securities Depository Limited (NSDL) | Karvy Stock Broking Limited IN300394 | 19744621 | 9 December 2017; 22 December 2017; 29 December 2017 | 213,804; 60,563; 25,683 |
| | | | Total | 300,050 |

- b. The Equity Shares in physical form, bought back during November 23, 2017 to December 19, 2017 (both days inclusive) and consequently extinguished : NIL

- c. Total Equity Shares (In demat form and in physical form) bought back and consequently extinguished:

- 300,050 Equity Shares bought back and consequently extinguished.

It is hereby certified that the above Equity Shares of the Company were extinguished in compliance with Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended).

| | |
|--|---|
| <p>For VRL Logistics Limited</p>   <p>Vijay Sankeshwar Chairman and Managing Director DIN 00217714</p> | <p>For VRL Logistics Limited</p>   <p>Anand Sankeshwar Managing Director DIN 00217773</p> |
| <p>For Karvy Computershare Private Limited (Registrar to the Buy Back)</p>   <p>(Name) AJAY RAO Authorized Signatory</p> | <p>For Walker Chandiook & Co LLP Chartered Accountants Firm Registration No. 001076N/N500013</p>   <p>Bharat Shetty Partner Membership No.: 106815</p> |

Dated: January 3, 2018