

**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

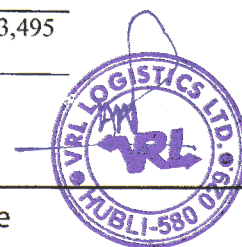
This certificate is being submitted in compliance with the requirements of Regulation 12 and 16 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereto (“SEBI Buy-back Regulations”).

The Equity Shares bought back upto January 18, 2018 (4,64,260 Equity Shares) were extinguished in accordance with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended and were duly reported to your office *vide* our letter dated February 1, 2018. During the period January 19, 2018 to January 30, 2018 (both days inclusive), the Company bought back and extinguished 4,35,740 (Four Lakh Thirty Five Thousand Seven Hundred and Forty) Equity Shares in dematerialized form, a confirmation to that effect has also been filed with your office.

We confirm that a total of 9,00,000 equity shares being the maximum buyback size were bought back and were extinguished in accordance with the extant provisions of SEBI Buy-back Regulations.

Reconciliation of share capital of the Company prior to the commencement of Buy-back and upon its completion is set forth below:

Particulars	As on the date of the Public Announcement	Post completion of the Buy-back
Authorized share capital		
a) Equity Shares	₹ 12,500 Lakhs (12,50,00,000 Equity Shares of ₹ 10 each)	₹ 12,500 Lakhs (12,50,00,000 Equity Shares of ₹ 10 each)
b) Redeemable Preference Shares	₹ 11,200 Lakhs (1,12,00,000 shares of ₹ 100 each)	₹ 11,200 Lakhs (1,12,00,000 shares of ₹ 100 each)
Issued, subscribed and fully paid up share capital	₹ 9124.35 Lakhs (9,12,43,495 Equity Shares of ₹ 10 each)	₹ 9034.35 Lakhs (9,03,43,495 Equity Shares of ₹ 10 each)



Regd. & Admn. Office : Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State
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Customer Care : HUBBALLI ☎ 0836 - 2307800 e-mail : customercare@vrllogistics.com

Website : www.vrllogistics.com CIN : L60210KA1983PLC005247

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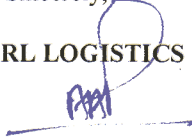
We are enclosing copies of the extinguishment confirmation letters dated February 5, 2018 and February 6, 2018 issued by National Securities Depository Limited, as **Annexure A** for your reference. We are also enclosing a copy of the statement of shares extinguished dated February 7, 2018 issued by the auditor of the Company as **Annexure B** and certificate of extinguishment of shares dated February 7, 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: 08.02.2018

Place: Hubballi

National Securities Depository Limited



Ref: II/CA/COM/06040/2018

February 05, 2018

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	327,600.000	03/Feb/2018

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: 05/02/2018 12:52:47
Reason: Authentication
Location: NSDL, Mumbai

National Securities Depository Limited



Ref: II/CA/COM/06327/2018

February 06, 2018

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	108,140.000	06/Feb/2018

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: 06/02/2018 13:16:05
Reason: Authentication
Location: NSDL, Mumbai

CERTIFICATE ON EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY VRL LOGISTICS LIMITED (THE "COMPANY") DURING THE MONTH OF JANUARY 2018

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 13, 2017, the Company commenced the buy-back 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 during the period January 19, 2018 to January 30, 2018 and extinguished during the month of February 2018:

- a. Equity Shares in demat form, bought back during January 19, 2018 to January 30, 2018 (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	February 03, 2018 February 06, 2018	327,600; 108,140
			Total	435,740

- b. The Equity Shares in physical form, bought back during January 19, 2018 to January 30, 2018 (both days inclusive) and consequently extinguished: NIL

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

- 435,740 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>L R Bhat Executive Director DIN 01875068</p>
<p>For Karvy Computershare Private Limited (Registrar to the Buy Back)</p>   <p>(Name) Ravi Narayan 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>

Date: February 07, 2018

Walker Chandiook & Co LLP

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 India

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Independent Auditor's Certificate with respect to extinguishment of 435,740 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 month of January 2018 (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:
 - 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 the Buy-Back Regulations read with Depositories and Participants Regulations;
 - b. Ensuring that the equity shares in dematerialised form, which were bought back in the month of January 2018 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 the 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 the 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.



Walker Chandiook & Co LLP

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 Chandiook & Co LLP

For Walker Chandiook & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Bharat Shetty

per **Bharat Shetty**

Partner

Membership No.: 106815



07 February 2018

Mumbai