

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- 400 001

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 Postal Ballot and Scrutinizers report thereon

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

This has reference to our letter dated 29th December 2017 regarding “Notice of Postal Ballot and Postal Ballot form”, please find enclosed the following:

1. Voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.
2. Scrutinizer’s report dated 1st February 2018.

Summary:

Pursuant to Section 110 of the Companies Act 2013 read with the Companies (Management and Administration) Rules 2014, as amended and other applicable provisions if any of the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had sought the approval of shareholders by Postal Ballot for alteration of Objects clause of Memorandum of Association of the Company.

The Company had provided the facility of voting by postal ballot as well as e-voting, engaging the services of Karvy Computershare Private Limited (“Karvy”) for facilitating the e-voting process. The Company had dispatched the notice alongwith the Postal Ballot form to the eligible shareholders at their registered address / email on 30th December 2017.

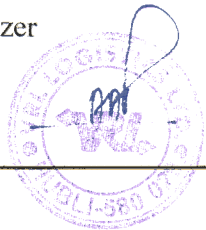
The Board had appointed Mr. Akashay S Pachlag, Practicing Company Secretary as Scrutinizer to conduct the Postal Ballot process in fair and transparent manner.

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



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Voting through both modes viz. Physical Ballot and E-Voting remained open from 9.00 AM on Monday, 1st January 2018 to 5.00 PM on Tuesday, 30th January 2018.

Details of votes cast are as follows:

Total Number of votes polled	7,93,99,786
Less: Invalid votes	1,126
Net valid votes	7,93,98,660
Assented to the resolution	7,85,79,087
Dissented to the resolution	8,20,699

Pursuant to applicable provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Chairman declared that the said resolution was passed with requisite majority. In terms of Rule 22 of the Companies (Management and Administration) Rules 2014 the said Resolution is deemed to have been passed on 30th January 2018 being the last date for receipt of duly completed physical Ballots / E-voting.

The said results alongwith scrutinizer report would be available at the website of our Company viz. www.vrlgroup.in as well as website of Karvy viz. www.evoting.karvy.com .

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: 01.02.2018

Place: Hubballi

Encl: as above

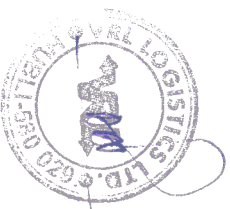
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Company Name	VRL LOGISTICS LIMITED							
Date of Postal Ballot Notice	21st December 2017							
Commencement of voting	1st January 2018							
End of voting	30th January 2018							
Total number of shareholders on record date	39834							
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
No. of Shareholders attended the meeting through Video Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution required: (Ordinary/Special)	SPECIAL - Special Resolution under section 13 of the Companies Act, 2013 to alter the Objects clause of the Memorandum of Association 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	61480000	61480000	100.0000	61480000	0	100.0000	0.0000
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	61480000	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	21511973	17077030	79.3838	17077030	0	100.0000	0.0000
	Poll	21511973	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	21511973	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	7977155	827483	10.3732	6899	820584	0.8337	99.1662
	Poll	7977155	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	7977155	15273	0.1915	15158	115	99.2470	0.7529
Total	90969128	79399786	87.2821	78579087	820699	98.9664	1.0336	





Scrutinizer's Report

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
THE CHAIRMAN
VRL LOGISTICS LIMITED (the "Company")
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 postal ballots voting under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice dispatched to the members of the Company for voting through electronic and by postal ballots.
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 postal ballots on the resolutions contained in the notice. My responsibility as a scrutinizer for the voting process of voting through electronic and postal ballots is restricted to furnish a scrutinizer's report on the votes cast "in favour" or "against" the resolutions, based on the postal ballots received and 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 22 December, 2017, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice.
4. The voting period of postal ballots and remote E-Voting period remained open from 9.00 AM on Monday, 01 January, 2018 to 5.00 PM on Tuesday, 30 January, 2018.
5. The votes cast through remote e-voting were unblocked by me at 05.15 PM on 30th January 2018 in the presence of two witnesses who are not in the employment of the Company.
6. The list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Karvy (<https://evoting.karvy.com>).
7. I have scrutinised the votes casted through electronic and through postal ballot process and report as under

Resolution No. 1: Amendments to Objects Clause of the Memorandum of Association

Voted in favour of the resolution

Voting	Number of members who voted	Number of votes cast by them	% of of total voting
Postal Ballots	154	15,158	00.02
E-voting	126	7,85,63,929	99.98
Total	280	7,85,79,087	100

Voted against the resolution

Voting	Number of members who voted	Number of votes cast by them	% of of total voting
Postal Ballots	02	115	00.01
E-voting	06	8,20,584	99.99
Total	08	8,20,699	100

Combined

For/Against	Number of members who voted	Number of votes cast by them	% of of total voting
For	280	7,85,79,087	98.96
Against	08	8,20,699	01.04
Total	288	7,93,99,786	100

Invalid/Abstained from Voting


Voting	Number of members who voted	Number of votes cast by them
Postal Ballots	14	1030
E-voting	03	96
Total	17	1126



8. The electronic data and all other relevant records relating to the e-voting shall remain under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs minutes.

Thanking you,
Yours faithfully,

For A S PACHLAG & CO.,
Company Secretaries


AKSHAY S PACHLAG
Company Secretary
ACS 30741, CP 11710



Place: Hubballi
Dated: 01st February, 2018