### VRL LOGISTICS LTD



Read. & Admn. Office: Bengaluru Road Varur

HUBBALLI - 581 207 Karnataka State

Phone : 0836 2237613 Facsimile: 0836 2237614

e-mail: varurho@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 35th Annual General Meeting of the Company and Scrutinizers report

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

The 35th Annual General Meeting of the Company was held on Saturday, 11th August 2018 at 03.00 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: 12.08.2018 Place: Hubballi

Corporate Office: Giriraj Annexe Circuit House Road HUBBALLI - 580 029 Karnataka Phone: 0836 2237511 Fax: 0836 2256612 e-mail: headoffice@vrllogistics.com Customer Care: HUBBALLI © 0836 - 2307800 e-mail: customercare@vrllogistics.com

Website: www.vrllogistics.com CIN: L60210KA1983PLC005247

	VRL LOGISTICS LIMITED
Date of the AGM	11-08-2018
Total number of shareholders on record date	34409
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	30
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Ador	tion of Audited Ann	ual Accounts for th	ne FY 2017-18 and r	enort of Board of D	irectors and Audito	ors thereon	
Whether promoter/ promoter group are		1000		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		Treaters and reduce	The recons	
interested in the agenda/resolution?	No	100						
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	l .	against (5)	1	(7)=[(5)/(2)]*100
	E-Voting		61480000				1	
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	01480000						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61480000	100	61480000	0	100.0000	0.0000
	E-Voting		19733440	85.9301	19733440	0	100.0000	0.0000
	Poll	22964528	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	22304328						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		19733440	85.9301	19733440	0	100.0000	0.0000
	E-Voting		1046930	17.7477	1046930	0	100.0000	0.0000
	Poll	5898967	7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if	3030307						
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	2.40	1054070	17.8687	1054070	0	100.0000	0.0000
<b>《 图                                   </b>	Total	90343495	82267510	91.0608	82267510		100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Mr. K N	Umesh, who retires	s by rotation, being	eligible offers him	self for reappointm	ent	
Whether promoter/ promoter group are	те полити по		I amening the content of the content	o y rotation, being	Cligible, Olicis Illin		ent.	
interested in the agenda/resolution?	No		PERMIT.			100 Marie 180	The second	
			1					
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares held			No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		61480000	100.0000	61480000	0	100.0000	0.0000
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	02100000						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	100	61480000		61480000	0	100.0000	0.0000
	E-Voting		19733440	85.9301	19733440	0	100.0000	0.0000
	Poli	22964528	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if							
Public- Institutions	applicable)		0	0.0000			0.0000	0.0000
	Total		19733440					
	E-Voting	1	1046930		1046800			
	Poll	5898967	7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if							
Public- Non Institutions	applicable)		0	0.0000			0.0000	
	Total		1054070					0.0123
And the property of the second second	Total	90343495	82267510	91.0608	82267380	130	99.9998	0.0002



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appo	intment of Dr. Ragh	ottam Akamanchi,	who retires by rota	tion, being eligible,	offers himself for	reappointment.	
Whether promoter/ promoter group are				Chicago I sa		state with	14 L ETE	49
interested in the agenda/resolution?	No		111111111111111111111111111111111111111		11/2/ 757		ALBERT PERCE	
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
Cotton		No. of shares held		shares	No. of Votes – in		polled	polled
Category	Mode of Voting	(1)		(3)=[(2)/(1)]* 100		against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting		61480000	100.0000	61480000	0	100.0000	0.0000
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000
` `	Postal Ballot (if	01400000						
Promoter and Promoter Group	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	5 (A)	61480000	100	61480000	0	100,0000	0.0000
	E-Voting		19733440	85.9301	19733440	0	100.0000	0.0000
	Poll	33064530	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if	22964528						
Public- Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		19733440	85.9301	19733440	0	100.0000	0.0000
	E-Voting		1046930	17.7477		65	99.9937	0.0062
	Poll	[	7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if	5898967				,		5.5000
Public- Non Institutions	applicable)		0	0.0000	00	О	0.0000	0.0000
	Total		1054070	17.8687	1054005	65	99.9938	0.0062
All of the second state of the second second second	Total	90343495	82267510	91.0608	82267445	65	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To co	nsider, approve and	ratify the remune	ration payable to M	1/s. S K Tikare & Co	, Cost Accountants	for FY 2018-19	
Whether promoter/ promoter group are			<b>AL 用数</b>		PER TRAIT	ALFRED DI	Tolkie en	
interested in the agenda/resolution?	No	ARREST STATE			THE PIE	1884 ORBA	2. *Figure	
				% of Votes Polled			% of Votes in	% of Votes
				on outstanding			favour on votes	against on votes
		No. of shares held	No. of votes	shares	No. of Votes – in	No. of Votes –	polled	polled
Category	Mode of Voting	(1)	polled (2)	(3)=[(2)/(1)]* 100	favour (4)	against (5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	E-Voting	1	61480000	100.0000	61480000	0	100.0000	0.0000
	Poll	61480000	0	0.0000	00	0	0.0000	0.0000
Drawatan and Businestan Green	Postal Ballot (if							
Promoter and Promoter Group	applicable)		0	0.0000	00		0.000	0.0000
	Total		61480000				100.0000	0.0000
	E-Voting Poll	_	19224540	83.7141	19224540		100.0000	0.0000
	Postal Ballot (if	22964528	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	applicable)			0.0000				
The state of the s	Total		19224540	0.0000 83,7141			0.0000	0.0000
	E-Voting		1046918	17.7475	19224540 1046788	-	100.0000	0.0000
	Poll	1	7140	0.1210	7140	130	99.9875	0.0124
	Postal Ballot (if	5898967	7140	0.1210	7140	U	100.0000	0.0000
Public- Non Institutions	applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1054058		1053928	130	99.9877	0.0000
the state of the s	Total	90343495		90.4975	81758468	130	99.9998	0.0002



# 6, 1st Floor, C Block, Revankar Complex, Court Circle, Hubballi-580029 Office:0836-4256919,Cell: 96200-12919. Email: cs\_akshaysp@yahoo.com

#### 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 35<sup>th</sup> Annual General Meeting of the Equity Shareholders of **VRL Logistics Limited** (the "Company") held on August 11, 2018 at 03.00 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 35<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 11, 2018 at 03.00 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 evoting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 35<sup>th</sup> 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 August 04, 2018, 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 Wednesday, August 08, 2018 to 5.00 PM on Friday, August 10, 2018.
- 5. The votes cast through remote e-voting were unblocked by me at 12.40 PM on 11<sup>th</sup> August 2018 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 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 2017-18

Total Ballots	i Kovone i			Favour Against				Abstain/ Invalid			
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%		
127	127	82267510	100	0	0	0	0	0 -			

## Resolution No. 2: Appointment of Mr. K N Umesh, who retires by rotation, being eligible, offers himself for reappointment.

Total Ballots	Favour		Favour Against				Abstain/ Invalid			
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%	
127	125	82267380	99.9998	2	130	-	0	0	0	

# Resolution No. 3: Appointment of Dr. Raghottam Akamanchi, who retires by rotation, being eligible, offers himself for reappointment.

Total Ballots		Favour		Favour Against				Abstain/Invalid			
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%		
127	126	82267445	99.999	01	65	-	0	0	0		

## Resolution No. 4: To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2018-19

Total Ballots Favour			Against			Abstain/ Invalid			
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
127	122	81758468	99.38	2	130	-	3	508912	0.0016

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

Place: Hubballi

Dated: August 11, 2018

Countersigned by: For VRL Logistics Limited

Aniruddha A. Phadnavis Company Secretary and Compliance Officer