

Regd. & Admn. Office :

Bengaluru Road Varur

HUBBALLI - 581 207 Karnataka State

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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

	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 required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Annual Accounts for the FY 2017-18 and report of Board of Directors and Auditors thereon							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61480000	100	61480000	0	100.0000	0.0000
Public- Institutions	E-Voting	22964528	19733440	85.9301	19733440	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		19733440	85.9301	19733440	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5898967	1046930	17.7477	1046930	0	100.0000	0.0000
	Poll		7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1054070	17.8687	1054070	0	100.0000	0.0000
Total		90343495	82267510	91.0608	82267510	0	100.0000	0.0000



Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. K N Umesh, 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	61480000	61480000	100.0000	61480000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61480000	100	61480000	0	100.0000	0.0000
Public- Institutions	E-Voting	22964528	19733440	85.9301	19733440	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		19733440	85.9301	19733440	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5898967	1046930	17.7477	1046800	130	99.9875	0.0124
	Poll		7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1054070	17.8687	1053940	130	99.9877	0.0123
Total		90343495	82267510	91.0608	82267380	130	99.9998	0.0002



Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Dr. Raghottam Akamanchi, 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	61480000	61480000	100.0000	61480000	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61480000	100	61480000	0	100.0000	0.0000
Public- Institutions	E-Voting	22964528	19733440	85.9301	19733440	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		19733440	85.9301	19733440	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5898967	1046930	17.7477	1046865	65	99.9937	0.0062
	Poll		7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1054070	17.8687	1054005	65	99.9938	0.0062
Total		90343495	82267510	91.0608	82267445	65	99.9999	0.0001



Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2018-19							
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		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		61480000	100	61480000	0	100.0000	0.0000
Public- Institutions	E-Voting	22964528	19224540	83.7141	19224540	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		19224540	83.7141	19224540	0	100.0000	0.0000
Public- Non Institutions	E-Voting	5898967	1046918	17.7475	1046788	130	99.9875	0.0124
	Poll		7140	0.1210	7140	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		1054058	17.8685	1053928	130	99.9877	0.0123
Total		90343495	81758598	90.4975	81758468	130	99.9998	0.0002





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 35th 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 35th 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 e-voting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 35th 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 11th 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	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			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			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

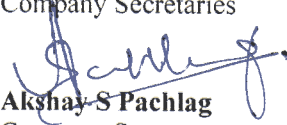
Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
127	122	81758468	99.38	2	130	-	3	508912	0.0016

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,

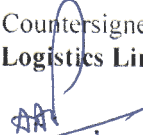
Yours faithfully,

For A S Pachlag & Co.,
Company Secretaries


Akshay S Pachlag
Company Secretary
ACS 30741, CP 11710



Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer

Place: Hubballi

Dated: August 11, 2018