

**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- 400001

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: Submission of Compliance Report on Corporate Governance for the quarter ended on 30<sup>th</sup> June 2016**

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

In accordance with Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith the compliance report on Corporate Governance for your record.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully

For VRL LOGISTICS LIMITED

  
ANIRUDDHA PHADNAVIS  
COMPANY SECRETARY AND COMPLIANCE OFFICER



Date: 06.07.2016

Place: Hubballi

## Compliance Report on Corporate Governance

1. Name of the Listed Entity: VRL Logistics Limited

2. Quarter Ending: June 30, 2016

I. Composition of Board of Directors								
Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vijay Sankeshwar	PAN: AGVPS4682H DIN: 00217714	Chairperson – Executive Director – Chairman and Managing Director	01.01.2012	-	1	1*	NIL
Mr.	Anand Sankeshwar	PAN: AGVPS4683G DIN: 00217773	Executive Director – Managing Director	01.04.2014	-	1	NIL	NIL
Mr.	Prabhakar Kore	PAN: AFFPK5674J DIN: 00509836	Independent Director	01.04.2014	27 months	1	1**	NIL
Mr.	Jayateerth Korlahalli	PAN: AETPK4445C DIN: 00528428	Independent Director	01.04.2014	27 months	1	2	NIL
Mr.	Chantam Karunakara Shetty	PAN: AHWPS7481A DIN: 01560349	Independent Director	01.04.2014	27 months	1	2	1
Mrs	Medha Pawar	PAN: AJDPP6301R DIN: 06921510	Independent woman Director	12.12.2014	19 months	1	1	NIL
Mr.	Shankarasa Ladwa	PAN: AACPL7749M DIN: 06964188	Independent Director	19.02.2015	16 months	1	2	1
Mr.	Anand Pandurangi	PAN: ACXPP4382P DIN: 07038691	Independent Director	19.02.2015	16 months	1	NIL	NIL





Mr.	S R Prabhu	PAN: ADTPP9352Q DIN: 07038752	Non-Executive Director	19.02.2015	-	1	NIL	NIL
Mr.	Raghottam Akamanchi	PAN: ABGPA1086K DIN: 07038738	Non-Executive Director	19.02.2015	-	1	NIL	NIL
Mr.	Ramesh Shetty	PAN: AFKPS1124E DIN: 01051743	Non-Executive Director	19.02.2015	-	1	NIL	NIL
Mr.	Ashok Shettar	PAN: ACDPS8504L DIN: 07038714	Non-Executive Director	08.08.2015	-	1	NIL	NIL

\*Mr. Vijay Sankeshwar is member and chairperson of audit committee in an unlisted public Company and not in VRL Logistics Limited (the Company). His name in the membership of audit committee / stakeholder relationship committee is included in pursuance with regulation 26 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

\*\* Mr. Prabhakar Kore is member of audit committee in an unlisted public Company and not in VRL Logistics Limited (the Company). His name in the membership of audit committee / stakeholder relationship committee is included in pursuance with regulation 26 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Shankarasa Ladwa	Chairperson - Independent Director
	Mr. Jayateerth Korlahalli	Independent Director
	Mr. Chantam Karunakara Shetty	Independent Director
	Mrs. Medha Pawar	Independent Director



<b>2. Nomination &amp; Remuneration Committee</b>	Mr. Jayateerth Korlahalli	Chairperson - Independent Director
	Mr. Chantam Karunakara Shetty	Independent Director
	Dr. Anand Pandurangi	Independent Director
	Dr. Ashok Shettar	Non-Executive Director
<b>3. Risk Management Committee(if applicable)*</b>	Dr. Vijay Sankeshwar	Chairperson – Executive Director – Chairman and Managing Director
	Mr. Anand Sankeshwar	Executive Director - Managing Director
	Mr. Jayateerth Korlahalli	Independent Director
	Mr. Shankarasa Ladwa	Independent Director
	Mr. K N Umesh	Chief Operating Officer
	Mr. L R Bhat	Chief Technical Officer
	Mr. Sunil Nalavadi	Chief Financial Officer
<b>4. Stakeholders Relationship Committee'</b>	Mr. Chantam Karunakara Shetty	Chairperson - Independent Director
	Mr. Jayateerth Korlahalli	Independent Director
	Mr. Shankarasa Ladwa	Independent Director

\* Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements ) Regulations 2015, only top 100 Companies are required to constitute the Risk Management Committee. However in accordance with the provisions of earlier Listing Agreement Company has constituted the Risk Management Committee.

<b>III. Meeting of Board of Directors</b>		
<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Maximum gap between any two consecutive (in number of days)</b>
01.02.2016	23.05.2016	112





**IV. Meeting of Committees****AUDIT COMMITTEE**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
23.05.2016	Yes. 3 out of 4 members were present	01.02.2016	112

**V. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.


2 If status is "No" details of non-compliance may be given here.



## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors.

For VRL Logistics Limited

  
Aniruddha Phadnavis  
Company Secretary and Compliance Officer



Date: 06.07.2016  
Place: Hubballi

### Note:

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.