

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L60210KA1983PLC005247

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AABCV3609C

(ii) (a) Name of the company

VRL LOGISTICS LIMITED

(b) Registered office address

RS NO.351/1, VARUR POST CHABBI TALUK HUBLI  
DIST. DHARWAD  
HUBLI  
Karnataka  
581207



(c) \*e-mail ID of the company

aniruddha@vrllogistics.com

(d) \*Telephone number with STD code

8362237511

(e) Website

www.vrlgroup.in

(iii) Date of Incorporation

31/03/1983

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PTC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,  
Financial District, Nanakramguda, Serilingampally

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM TO BE HELD ON AUGUST 7th 2021.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H1	Land Transport via Road	98.33
2	H	Transport and storage	H4	Air transport	0.67
3	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	1

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

#### (i) \*SHARE CAPITAL

##### (a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	125,000,000	88,343,495	88,343,495	88,343,495
Total amount of equity shares (in Rupees)	1,250,000,000	883,434,950	883,434,950	883,434,950

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	125,000,000	88,343,495	88,343,495	88,343,495
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,250,000,000	883,434,950	883,434,950	883,434,950

##### (b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	11,200,000	0	0	0
Total amount of preference shares (in rupees)	1,120,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
compulsorily and mandatorily convertible participat				
Number of preference shares	11,200,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,120,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
<b>Equity shares</b>				
<b>At the beginning of the year</b>	90,343,495	903,434,950	903,434,950	
<b>Increase during the year</b>	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify	0	0	0	
others				
<b>Decrease during the year</b>	2,000,000	20,000,000	20,000,000	0
i. Buy-back of shares	2,000,000	20,000,000	20,000,000	0
ii. Shares forfeited	0	0	0	
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
others				
<b>At the end of the year</b>	88,343,495	883,434,950	883,434,950	
<b>Preference shares</b>				
<b>At the beginning of the year</b>	0	0	0	

<b>Increase during the year</b>	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify	0	0	0	
others				
<b>Decrease during the year</b>	0	0	0	0
i. Redemption of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify	0	0	0	
others				
<b>At the end of the year</b>	0	0	0	

**(ii) Details of stock split/consolidation during the year (for each class of shares)**

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

**(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \***

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

**(iv) \*Indebtedness including debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			1,197,803,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
<b>Total</b>			1,197,803,000

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)****(i) Turnover**

17,757,873,000

**(ii) Net worth of the Company**

5,971,401,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	61,480,000	69.59	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	61,480,000	69.59	0	0

**Total number of shareholders (promoters)**

5

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	6,376,525	7.22	0	
	(ii) Non-resident Indian (NRI)	289,052	0.33	0	
	(iii) Foreign national (other than NRI)	0	0	0	



2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	232,966	0.26	0	
6.	Foreign institutional investors	2,693,916	3.05	0	
7.	Mutual funds	16,486,358	18.66	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	487,743	0.55	0	
10.	Others Alternative Investment Funds	296,935	0.34	0	
	<b>Total</b>	26,863,495	30.41	0	0

**Total number of shareholders (other than promoters)**

46,053

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

46,058

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AB SICAV I - INDIA GRC	CITIBANK N.A. CUSTODY SERVICES		IN	570,322	0.65
NORDEA 1 SICAV - INC	'562 RUE DE NEUDORF		LU	390,171	0.44
EMERGING MARKETS CO	'6300 Bee Cave Road Building One		US	277,288	0.31
THE MASTER TRUST B	2-11-3 HAMAMATSUCHO MINATO		JP	213,068	0.24
ACADIAN EMERGING I	260 FRANKLIN STREET		DE	207,786	0.24
THE EMERGING MARK	'6300 Bee Cave Road Building One		US	151,784	0.17
THE BOARD OF REGEN	210 W 7th Street Suite 1700 AUST		US	106,503	0.12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
BNS ASIA LIMITED +	1 RAFFLES QUAY, #20-01, SINGAPORE +		SG	92,233	0.1
COMMONWEALTH OF +	5 NORTH FIFTH STREET HARRISBURG +		PA	89,473	0.1
BUMA-UNIVERSAL-FO +	THEODOR-HEUSS-ALLEE 70 FRANKFURT +		DE	80,324	0.09
CITY OF NEW YORK GR +	ONE CENTRE STREET NEW YORK NY +		US	75,277	0.09
PUBLIC SCHOOL TEACH +	203 NORTH LASALLE SUITE 2600 CHICAGO +		US	74,298	0.08
OPSEU PENSION PLAN +	1 Adelaide Street East Suite 1200 +		US	69,719	0.08
NATIONAL RAILROAD +	2001 K Street NW Suite 1100 Washington +		US	64,670	0.07
PENSION RESERVES IN +	C/O PRIM BOARD 84 STATE STREET +		US	35,936	0.04
1199 SEIU HEALTH CA +	330 West 42nd Street New York City +		US	32,711	0.04
ACADIAN EMERGING I +	ONE FREEDOM VALLEY DRIVE OAKVILLE +		US	29,472	0.03
EMERGING MARKETS C +	20 Triton Street Regents Place London +		US	16,623	0.02
EMERGING MARKETS S +	6300 Bee Cave Road Building One +		US	15,003	0.02
WORLD EX U.S. CORE I +	6300 Bee Cave Road Building One +		US	13,256	0.02
T.A. WORLD EX U.S. CO +	6300 Bee Cave Road Building One +		US	11,268	0.01
AQUARIUS INDIA OPP +	IFS COURT TWENTYEIGHT CYBERCITY +		MU	10,000	0.01
ACADIAN EMERGING I +	1 YORK STREET TORONTO ONTARIO +		CA	9,812	0.01
ALASKA PERMANENT +	801 WEST 10TH STREET JUNEAU ALASKA +		US	9,199	0.01

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
**(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	33,330	46,053
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**







**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	2	0	2	0	69.59	0
<b>B. Non-Promoter</b>	2	8	2	8	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	6	0	6	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
<b>Total</b>	<b>4</b>	<b>8</b>	<b>4</b>	<b>8</b>	<b>69.59</b>	<b>0</b>

**Number of Directors and Key managerial personnel (who is not director) as on the financial year end date**

14

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIJAY SANKESHWAR	00217714	Managing Director	29,792,000	
ANAND SANKESHWAR 	00217773	Managing Director	31,265,250	
UMESH NANJUNDAPP 	02602595	Whole-time director	1,750	
RAMANAND LAXMINAI 	01875068	Whole-time director	2,115	
PRABHAKAR BASAPPA 	00509836	Director	0	
SMRITI BELLAD	06732781	Director	0	
MEDHA VIVEK PAWAR 	06921510	Director	0	
SHANKARASA VENKAT 	06964188	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANAND KRISHNARAO +	07038691	Director	0	
ASHOK SHIVAYOGAPI +	07038714	Director	0	
RAGHOTTAM HANUM/ +	07038738	Director	0	
GURUDAS GANAPAT +	07950458	Director	0	
ANIRUDDHA PHADNA +	AJMPP0610L	Company Secretar	0	
SUNIL NALAVADI	ADFPN3634D	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEET +	14/08/2020	41,217	45	68.07

**B. BOARD MEETINGS**

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/06/2020	12	9	75
2	14/08/2020	12	11	91.67
3	06/11/2020	12	10	83.33
4	06/02/2021	12	12	100

## C. COMMITTEE MEETINGS

Number of meetings held

15

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/06/2020	3	2	66.67
2	Audit Committee	14/08/2020	3	3	100
3	Audit Committee	06/11/2020	3	3	100
4	Audit Committee	06/02/2021	3	3	100
5	Nomination and Remuneration Committee	20/06/2020	4	2	50
6	Stakeholders Relationship Committee	20/06/2020	3	2	66.67
7	Stakeholders Relationship Committee	14/08/2020	3	3	100
8	Stakeholders Relationship Committee	06/11/2020	3	3	100
9	CSR Committee	20/06/2020	3	3	100
10	Risk Management Committee	20/06/2020	6	6	100

## D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	VIJAY SANKE	4	4	100	0	0	0	
2	ANAND SANKAR	4	4	100	2	2	100	
3	UMESH NANJUN	4	4	100	0	0	0	
4	RAMANAND L	4	4	100	0	0	0	
5	PRABHAKAR	4	3	75	2	2	100	
6	SMRITI BELL	4	2	50	0	0	0	
7	MEDHA VIVEK	4	3	75	11	7	63.64	
8	SHANKARAS	4	4	100	11	11	100	
9	ANAND KRISHN	4	4	100	1	1	100	

10	ASHOK SHIV,	4	2	50	1	0	0	
11	RAGHOTTAM	4	4	100	6	6	100	
12	GURUDAS G/	4	4	100	4	4	100	

#### X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY SANKESHW	CHAIRMAN ANI	30,908,000				30,908,000
2	ANAND SANKESHW	MANAGING DIR	28,000,000				28,000,000
3	RAMANAND LAXM	EXECUTIVE DIR	11,884,000				11,884,000
4	UMESH NANJUND	EXECUTIVE DIR	12,334,000				12,334,000
	Total		83,126,000				83,126,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL NALAVADI	CHIEF FINANCIAL	3,793,000	0	0	0	3,793,000
2	ANIRUDDHA PHAD	COMPANY SEC	3,464,000	0	0	0	3,464,000
	Total		7,257,000	0	0	0	7,257,000

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHANKARASA V L	DIRECTOR	0	0	0	225,000	225,000
2	PRABHAKAR KORI	DIRECTOR	0	0	0	75,000	75,000
3	RAGHOTTAM AKA	DIRECTOR	0	0	0	150,000	150,000
4	ANAND PANDURA	DIRECTOR	0	0	0	75,000	75,000
5	GURUDAS NAREK	DIRECTOR	0	0	0	120,000	120,000
6	ASHOK SHETTAR	DIRECTOR	0	0	0	30,000	30,000
7	SMRITI BELLAD	DIRECTOR	0	0	0	30,000	30,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
8	MEDHA PAWAR	DIRECTOR	0	0	0	150,000	150,000
	Total		0	0	0	855,000	855,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Akshay Pachlag

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

11710

**I/We certify that:**

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**☒ Company Secretary☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

**List of attachments**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**





**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of  
Companies (Management and Administration) Rules, 2014]

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

We have examined the registers, records and books and papers of **M/s. VRL Logistics Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31-03-2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A.** the Annual Return states the facts as at the close of the financial year correctly and adequately.
- B.** during the financial year the Company has complied with provisions of the Act and Rules made there under in respect of:
1. its status under the Act;
  2. maintenance of registers/records and making entries therein within the time prescribed therefor;
  3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, within the prescribed time; (No such forms and returns were required to be filed with the Regional Director, Central Government, Tribunal, Court or other authorities during the year)
  4. calling/convening/holding meetings of Board of directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed (No resolution was passed through postal ballot/circular resolution during the year)
  5. closure of Register of Members / Security holders (Closure of register of other security holders not applicable during the year)
  6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; (No such advances/loans were sanctioned during the year)
  7. contracts/arrangements with related parties as specified in section 188 of the Act;

**Draft Version**

8. issue or allotment or transfer or transmission or buyback of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances. (There was a buyback of equity shares during the year and the Company has filed all the required forms with ROC in this regard).
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. (No such circumstances were arises during the year)
10. declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; (No amount was due to transfer to the Investor Education and Protection Fund during the year)
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
13. appointment/reappointment of auditors as per the provisions of section 139 of the Act (No such circumstances were arises during the year);
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; (No such approvals were required to be taken during the year)
15. acceptance/renewal/repayment of deposits; (No such acceptance/renewal/repayment of deposits during year)
16. borrowings from public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; (No such transactions during the year)
18. alteration of the provisions of the Memorandum of Association/Articles of Association of the Company (No such alteration to the MoA/AoA of the Company during the year)

Place: Hubballi

Date:

**For A S Pachlag & Co.,**

Company Secretaries

**Sd/-**

**Akshay S Pachlag**

**Company Secretary**

M No. 30741, CP 11710

**Corporate Office:**

Giriraj Annexe Circuit House Road  
Hubballi – 580 029 Karnataka State  
Phone : 0836 2237511  
Fax : 0836 2256612  
E-mail : [headoffice@vrllogistics.com](mailto:headoffice@vrllogistics.com)

Details of all Committee meetings could not be placed in the Form MGT 7 (Annual Return) as the said form provides a maximum of 10 entries in the table. The remaining information relating to Board Committee Meetings are mentioned below:

**ADDITIONAL DISCLOSURES APART FROM DISCLOSURES MADE IN PART –IX C OF THE E-FORM MGT-7 (ANNUAL RETURN) :**

Sl. No.	Type of Committee	Date of Meeting (DD-MM-YYYY)	Total No. of members as on the date of the meeting	No. of members attended at the meeting	% of attendance
1	Stakeholders Relationship Committee	06.02.2021	3	3	100
2	Corporate Social Responsibility Committee	06.02.2021	4	4	100
3	Risk Management Committee	06.02.2021	6	6	100

The Board of Directors of the Company has constituted three other committees namely Finance Committee, Administration Committee and Buy back Committee.

**Finance Committee :** The Committee has been delegated the powers to deal with matters in respect of raising of fund and non fund based borrowings, creation of securities on properties of the Company, opening and closing of Bank Accounts and incidental operation of the said Bank Accounts etc. The Finance Committee comprises three directors viz. Dr. Vijay Sankeshwar, Chairman and Managing Director, Mr. Anand Sankeshwar, Managing Director and Mr. Raghottam Akamanchi Non-Executive Director and the said committee met thirty times during the year.

**Administration Committee:** The Committee was constituted by the Board to authorize person(s) to appear before Court of Law/ Tribunal/ Juridical Authority, to enter into lease, leave and license agreements and for other matters on behalf of the Company. The Committee comprises of four members viz. Mr. Vijay Sankeshwar, Mr. Anand Sankeshwar, Mr. Raghottam Akamanchi and Mrs.

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**Corporate Office:**

Giriraj Annexe Circuit House Road  
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Medha Pawar. The Committee met six times during the year 2020-21 i.e. on 03 July 2020, 28 November 2020, 13 January 2021, 27 January 2021, 04 March 2021 and 19 March 2021 and no sitting fee was paid to any members for attending the meeting.

**Buy Back Committee** : The Committee was constituted by the Board for a specific purpose related to Buy back of equity shares from the open market through stock exchange mechanism which commenced in the month of February 2021 and closed in the month of March 2021. The Committee comprises 5 members viz., Dr. Vijay Sankeshwar, Chairman, Mr. Anand Sankeshwar, Mr. L R Bhat, Mr. Sunil Nalavadi and Mr. Aniruddha Phadnavis. The committee met 2 times during the FY 2020-21. No sitting fee was paid to the members.

For **VRL LOGISTICS LIMITED**

**ANIRUDDHA PHADNAVIS**  
**COMPANY SECRETARY &**  
**COMPLIANCE OFFICER**