

**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 and proceedings of the 36<sup>th</sup> Annual General Meeting of the Company**

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

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), we wish to inform you that the 36<sup>th</sup> Annual General Meeting of the Company was held on 10<sup>th</sup> August 2019 at 04.00 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).

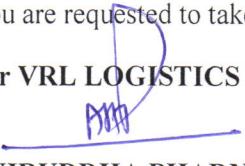
In this regards, we attach herewith the following:

1. Gist of proceedings at the 36<sup>th</sup> Annual General Meeting held on 10<sup>th</sup> August 2019.
2. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations
3. Scrutinizers report in accordance with Section 108 of the Companies Act, 2013 read with Rules made thereunder.

The voting results alongwith Scrutinizers report will also be hosted on our Company's website at [www.vrlgroup.in](http://www.vrlgroup.in) and also on the website of the Registrar and Transfer Agents of the Company at [www.karvy.com](http://www.karvy.com).

You are requested to take note of the same.

For VRL LOGISTICS LIMITED

  
ANIRUDDHA PHADNAVIS  
COMPANY SECRETARY & COMPLIANCE OFFICER



Place: Hubballi  
Date: 11.08.2019

**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](http://www.vrllogistics.com) CIN : U60210KA1983PLC005247

## **GIST OF PROCEEDINGS AT THE 36<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

The 36<sup>th</sup> Annual General Meeting of the Company was held on Saturday, 10<sup>th</sup> August 2019 at 04.00 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).

### **Members Present:**

A total of 34 members attended the meeting as per the records of the attendance.

### **Directors Present:**

Dr. Vijay Sankeshwar	: Chairman and Managing Director
Mr. L R Bhat	: Whole Time Director
Mrs. Medha Pawar	: Independent Director (Authorized representative of Chairman of the Audit Committee)
Mr. Anand Pandurangi	: Independent Director (Authorized representative of Chairman of the Nomination & Remuneration Committee)
Mr. Gurudas Narekuli	: Independent Director
Mrs. Smriti Bellad	: Independent Director
Dr. Raghottam Akamanchi	: Non Executive Director (Authorized representative of Chairman of the Stakeholders Relationship Committee)
Dr. Ashok Shettar	: Non Executive Director

### **Key Managerial Personnel:**

Mr. Sunil Nalavadi	: Chief Financial Officer
Mr. Aniruddha Phadnavis	: Company Secretary and Compliance Officer

### **Auditors Present:**

Mr. Bharat Shetty	: Partner, Walker Chandiok & Co LLP, Chartered Accountants Statutory Auditors
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### **Scrutinizer:**

Mr. Akshay Pachlag	: Partner, AS Pachlag & Co, Company Secretaries, Hubballi
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The meeting commenced at 04:00 P.M. and concluded at 04.45 P.M

### **Documents & Registers which were kept for inspection by members:**

1. Notice of the 36<sup>th</sup> Annual General Meeting
2. Board's report alongwith Annexures thereto for the financial year ended on 31<sup>st</sup> March 2019
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31<sup>st</sup> March 2019



4. Statutory Registers under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts / Arrangements in which Directors are interested and Register of Members.
5. Cost Audit Report
6. Secretarial Audit Report
7. Corporate Governance Report and Compliance Certificate thereon

Mr. Aniruddha Phadnavis, Company Secretary and Compliance officer welcomed the members and all the Directors and Senior Management team on the dais to the 36<sup>th</sup> Annual General Meeting on behalf of the Company and requested Dr. Vijay Sankeshwar, Chairman and Managing Director of the Company to address the meeting.

Dr. Vijay Sankeshwar, Chairman and Managing Director, chaired the proceedings of the meeting. After ascertaining the presence of the requisite quorum, Chairman called the meeting to order and commenced the proceedings of the meeting. He also informed the shareholders that the requisite statutory documents are open for inspection.

The Chairman gave an overview of the business operations & performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 as a part of his speech.

Mr. Sunil Nalavadi, Chief Financial Officer appraised the members on the financial performance of the Company.

Members were informed that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had extended the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on 7<sup>th</sup> August 2019 and ended at 5.00 p.m. on 9<sup>th</sup> August 2019.

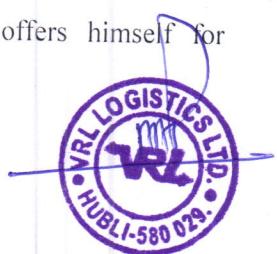
The Chairman informed the members that the facility for voting through electronic means (i.e. Insta Poll) was made available at the meeting for Members who have not cast their vote through remote e-voting.

He further informed that the Board of Directors have engaged the services of Karvy Fintech Private Limited ("Karvy") as the agency to provide e-voting facility and have appointed Mr. Akshay Pachlag, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the Insta-Poll and remote E-voting Process.

With the consent of the members present, the notice convening the 36<sup>th</sup> Annual general Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31<sup>st</sup> March 2019 were taken as read.

Thereafter, all the agenda items specified in the Notice were taken up and the floor was open for discussions. The following agenda items as per Notice were transacted at the Meeting:

1. Adoption of Audited Annual Accounts for the FY 2018-19 together with the Reports of Board of Directors and Auditors thereon.
2. Confirm the payment of interim dividend and declaration of Final Dividend at Rs. 2/- per share
3. Appointment of Mr. L R Bhat, who retires by rotation, being eligible, offers himself for reappointment.



4. Appointment of Dr. Ashok Shettar, who retires by rotation, being eligible, offers himself for reappointment.
5. To re-appoint Mr. Anand Sankeshwar as a Managing Director
6. To re-appoint Dr. Prabhakar Kore as an Independent Director
7. To appoint Mrs. Smriti Bellad as an Independent Director
8. To appoint Mr. Gurudas Narekuli as an Independent Director
9. To approve the continuation of office by Dr. Vijay Sankeshwar after attaining the age of 70 years during his term of appointment
10. To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2019-20

The members were requested to give their views / comments on the agenda items. The Chairman along with management team addressed the queries raised by the members at the meeting.

Subsequently Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Akshay Pachlag, Scrutinizer to oversee orderly conduct of the Voting.

The Chairman informed that the E-voting results alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and Karyv and shall also be communicated to the Stock Exchanges within the time prescribed under law.

Thereafter meeting concluded with vote of thanks to the Chair.

For VRL Logistics Limited

Aniruddha Phadnavis  
Company Secretary and Compliance officer



Date: 11.08.2019

Place: Hubballi

Date of the AGM/EGM	VRL LOGISTICS LIMITED							
Total number of shareholders on record date	10-08-2019							
No. of shareholders present in the meeting either in person or through proxy:	35026							
Promoters and Promoter Group:								
Public:	4							
No. of Shareholders attended the meeting through Video Conferencing	30							
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 2018-19 together with the Reports 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
E-Voting	E-Voting	614,80,000	100,0000	614,80,000	614,80,000	0	100,0000	0,0000
Poll	Poll	614,80,000	0	0,0000	0	0	0,0000	0,0000
Postal Ballot (if applicable)								
Total		614,80,000	100,0000	614,80,000	614,80,000	0	100,0000	0,0000
Promoter and Promoter Group								
E-Voting	E-Voting	215,33,468	92,4694	215,33,468	215,33,468	0	100,0000	0,0000
Poll	Poll	232,87,121	0	0,0000	0	0	0,0000	0,0000
Postal Ballot (if applicable)								
Total		215,33,468	92,4694	215,33,468	215,33,468	0	100,0000	0,0000
Public- Institutions								
E-Voting	E-Voting	3,09,171	5,5443	3,09,070	101	99,9673	0,0326	
Poll	Poll	5,76,374	6,553	0,1175	6,553	0	100,0000	0,0000
Postal Ballot (if applicable)								
Public- Non Institutions								
Total		3,15,724	5,6618	3,15,623	101	99,9680	0,0320	
Total		833,29,192	92,2360	833,29,091	101	99,9999	0,0001	



Resolution No.	2	ORDINARY - To Confirm the payment of interim dividend and Declaration of Final Dividend at Rs.2- per share						
Resolution required: (Ordinary/ Special) Whether promoter/ promoter group are interested in the agenda/resolution?	No	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 – in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting							
Promoter and Promoter Group	E-Voting	614,80,000	614,80,000	100.00000	614,80,000	0	100.00000	0.00000
	Poll	614,80,000	0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	0.00000	0.00000
Total		614,80,000	614,80,000	100.00000	614,80,000	0	100.00000	0.00000
Public- Institutions	E-Voting	215,33,468	92,4694	92,4694	215,33,468	0	100.00000	0.00000
	Poll	232,87,121	0	0.00000	0	0	0.00000	0.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	0.00000	0.00000
Total		215,33,468	92,4694	92,4694	215,33,468	0	100.00000	0.00000
Public- Non Institutions	E-Voting	3,09,171	5,5443	3,09,070	101	99.9673	0.0326	0.00000
	Poll	55,76,374	6,553	0.1175	6,553	0	100.00000	0.00000
	Postal Ballot (if applicable)		0	0.00000	0	0	0.00000	0.00000
Total		3,15,724	5,6618	3,15,623	101	99.9680	0.0320	0.00001
Total		903,43,495	833,29,192	92,23360	833,29,091	101	99.9999	0.0001



Resolution No.

3

Resolution required: (Ordinary/ Special)  
Whether promoter/ promoter group are  
interested in the agenda/resolution?

ORDINARY - Appointment of Mr. L R Bhat, who retires by rotation, being eligible, offers himself for reappointment.

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	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000
	Poll	614,80,000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0.0000	0.0000
Total		614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000
Public- Institutions	E-Voting	215,33,468	92,4694	215,33,468	92,4694	0	100.0000	0.0000
	Poll	232,87,121	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0.0000	0	0	0	0.0000	0.0000
Total		215,33,468	215,33,468	100.0000	215,33,468	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3,09,121	5,5434	3,09,121	5,5434	3,09,019	102	99.9670
	Poll	55,76,374	6,553	0.1175	6,553	6,553	0	0.0329
	Postal Ballot (if applicable)	0	0.0000	0	0	0	100.0000	0.0000
Total		3,15,674	5,6609	3,15,674	5,6609	3,15,572	102	99.9677
Total		903,43,495	833,29,142	92,2359	833,29,040	833,29,040	102	99.9999
Total								0.0001



## Resolution No.

4

Resolution required: (Ordinary/ Special)  
Whether promoter/ promoter group are interested in the agenda/resolution?

ORDINARY - Appointment of Dr. Ashok Shettar, who retires by rotation, being eligible, offers himself for reappointment.

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	614,80,000	100,0000	614,80,000	614,80,000	0	100,0000	0,0000
	Poll	614,80,000	0	0,0000	0	0	0,0000	0,0000
	Postal Ballot (if applicable)		0	0,0000	0	0	0,0000	0,0000
Total		614,80,000	100,0000	614,80,000	614,80,000	0	100,0000	0,0000
Public- Institutions	E-Voting	215,33,468	92,4694	178,92,163	36,41,305	83,0900	16,9099	
	Poll	232,87,121	0	0,0000	0	0	0,0000	0,0000
	Postal Ballot (if applicable)		0	0,0000	0	0	0,0000	0,0000
Total		215,33,468	92,4694	178,92,163	36,41,305	83,0900	16,9100	
Public- Non Institutions	E-Voting	3,09,121	5,5434	3,09,019	102	99,9670	0,0329	
	Poll	55,76,374	6,553	0,1175	6,553	0	100,0000	0,0000
	Postal Ballot (if applicable)		0	0,0000	0	0	0,0000	0,0000
Total		3,15,674	5,6609	3,15,572	102	99,9677	0,0323	
Total		903,43,495	833,29,142	92,2359	36,41,407	95,6301	4,3699	



Resolution No.	5	SPECIAL - To re-appoint Mr. Anand Sankeshwar as a Managing Director					
Resolution required: (Ordinary/ Special)							
Whether promoter / promoter group are interested in the agenda/resolution?	Yes	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 – in against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100
Category	Mode of Voting						
Promoter and Promoter Group	E-Voting	614,80,000	100,0000	614,80,000	0	0	100,0000
	Poll	0	0,0000	0	0	0	0,0000
	Postal Ballot (if applicable)	614,80,000	0	0,0000	0	0	0,0000
	Total	614,80,000	100,0000	614,80,000	0	0	100,0000
Public- Institutions	E-Voting	215,33,468	92,4694	214,05,651	1,27,817	0	100,0000
	Poll	0	0,0000	0	0	0	0,0000
	Postal Ballot (if applicable)	232,87,121	0	0,0000	0	0	0,0000
	Total	215,33,468	92,4694	214,05,651	1,27,817	0	100,0000
Public- Non Institutions	E-Voting	3,09,121	5,5434	3,09,020	101	0	100,0000
	Poll	6,553	0,1175	6,553	0	0	100,0000
	Postal Ballot (if applicable)	55,76,374	0	0,0000	0	0	0,0000
	Total	3,15,674	5,6609	3,15,573	101	99,9680	0,0320
	Total	903,43,495	833,29,142	832,01,224	1,27,918	99,8465	0,1535



## Resolution No.

6

Resolution required: (Ordinary/ Special)  
Whether promoter/ promoter group are interested in the agenda/resolution?

## SPECIAL - To re-appoint Dr. Prabhakar Kore as an Independent Director

Category	Mode of Voting	No. of shares held polled (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	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000
	Poll	614,80,000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		614,80,000	100,0000	614,80,000	614,80,000	0	100.0000	0.0000
	E-Voting	215,33,468	92,4694	92,4694	215,33,468	0	100.0000	0.0000
	Poll	232,87,121	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		215,33,468	92,4694	215,33,468	0	100.0000	0.0000	0.0000
	E-Voting	3,09,121	5,5434	3,09,019	102	99.9670	0.0329	
	Poll	55,76,374	6,553	0.1175	6,553	0	100.0000	0.0000
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		3,15,674	5,6609	3,15,572	102	99.9677	0.0323	
Total		903,43,495	833,29,142	92,2359	833,29,040	102	99.9999	0.0001



Resolution No.

7

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?

ORDINARY - To appoint Mrs. Smriti Bellad as an Independent Director

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 – in 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	614,80,000	100,0000	614,80,000	614,80,000	0	100,0000	0,0000
	Poll	614,80,000	0	0,0000	0	0	0,0000	0,0000
	Postal Ballot (if applicable)		0	0,0000	0	0	0,0000	0,0000
Total		614,80,000	100,0000	614,80,000	614,80,000	0	100,0000	0,0000
Public- Institutions	E-Voting	215,33,468	92,4694	208,27,459	208,27,459	7,06,009	96,7213	3,2786
	Poll	232,87,121	0	0,0000	0	0	0,0000	0,0000
	Postal Ballot (if applicable)		0	0,0000	0	0	0,0000	0,0000
Total		215,33,468	92,4694	208,27,459	208,27,459	7,06,009	96,7213	3,2787
Public- Non Institutions	E-Voting	3,09,121	5,5434	3,09,019	3,09,019	102	99,9670	0,0329
	Poll	55,76,374	6,553	0,1175	6,553	0	100,0000	0,0000
	Postal Ballot (if applicable)		0	0,0000	0	0	0,0000	0,0000
Total		3,15,674	5,6609	3,15,572	3,15,572	102	99,9677	0,0323
Total		903,43,495	833,29,142	92,23,59	826,23,031	7,06,111	99,1526	0,8474



Resolution No.

8

Resolution required: (Ordinary/ Special)  
Whether promoter/ promoter group are interested in the agenda/resolution?

No

ORDINARY - To appoint Mr. Gurudas Narekuli as an Independent Director								
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	614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000
	Poll	614,80,000	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000
Public- Institutions	E-Voting	215,33,468	92,4694	92.4694	215,33,468	0	100.0000	0.0000
	Poll	232,87,121	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		215,33,468	92,4694	92.4694	215,33,468	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3,09,121	5,5434	5.5434	3,09,019	102	99.9670	0.0329
	Poll	55,76,374	6,553	0.1175	6,553	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
Total		3,15,674	5,6609	5.6609	3,15,572	102	99.9677	0.0323
Total		903,43,495	833,29,142	833,29,142	833,29,040	102	99.9999	0.0001



Resolution No.	9	SPECIAL - To approve the continuation of office by Dr.Vijay Sankeshwar after attaining the age of 70 years during his term of appointment.						
Category	Whether promoter/ promoter group are interested in the agenda/resolution?	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	Yes							
E-Voting		614,80,000	614,80,000	100.0000	614,80,000	0	100.0000	0.0000
Poll		0	0	0.0000	0	0	0.0000	0.0000
Postal Ballot (if applicable)		0	0	0.0000	0	0	0.0000	0.0000
Total		614,80,000	100,0000	614,80,000	0	0	100,0000	0.0000
E-Voting		215,33,468	92,4694	213,70,904	1,62,564	99,2450	0.7549	
Poll		0	0	0.0000	0	0	0.0000	0.0000
Postal Ballot (if applicable)		232,87,121	0	0.0000	0	0	0.0000	0.0000
Total		215,33,468	92,4694	213,70,904	1,62,564	99,2451	0.7549	
E-Voting		3,09,121	5,5434	3,08,909	212	99,9314	0.0685	
Poll		6,553	0.1175	6,553	0	100,0000	0.0000	
Postal Ballot (if applicable)		0	0	0.0000	0	0	0.0000	0.0000
Public- Non Institutions		3,15,674	5,6609	3,15,462	212	99,9328	0.0672	
Total		903,43,495	833,29,142	92,2359	831,66,366	1,62,776	99,8047	0.1953



Resolution No.	10	ORDINARY - To consider, approve and ratify the remuneration payable to Ms. S K Tikare Co, Cost Accountants for FY 2019-20					
Category	No	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 – in favour on votes polled (6)=[(4)/(2)]*100	% of Votes in favour on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group							
E-Voting		614,80,000	614,80,000	100.0000	614,80,000	0	100.0000
Poll		614,80,000	0	0.0000	0	0	0.0000
Postal Ballot (if applicable)		0	0	0.0000	0	0	0.0000
Total		614,80,000	614,80,000	100.0000	614,80,000	0	100.0000
Public- Institutions							
E-Voting		215,33,468	215,33,468	92.4694	215,33,468	0	100.0000
Poll		232,87,121	0	0.0000	0	0	0.0000
Postal Ballot (if applicable)		0	0	0.0000	0	0	0.0000
Total		215,33,468	215,33,468	92.4694	215,33,468	0	100.0000
Public- Non Institutions							
E-Voting		3,09,171	3,09,171	5.5443	3,08,969	202	99.9346
Poll		55,76,374	6,553	0.1175	6,553	0	100.0000
Postal Ballot (if applicable)		0	0	0.0000	0	0	0.0000
Total		3,15,724	5,6618	3,15,522	3,15,522	202	99.9360
Total	903,43,495	833,29,192	92,2360	833,28,990	833,28,990	202	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 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of **VRL Logistics Limited** (the “Company”) held on August 10, 2019 at 04.00 P.M. at RS No. 351/1, Varur, Post Chabbi, Taluk Hubbali, District Dharwad, Hubbali - 581207.

Dear Sir,

1. I, Akshay S Pachlag, Company Secretary in Practice, Hubbali, 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 36<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on August 10, 2019 at 04.00 P.M. at RS No. 351/1, Varur, Post Chabbi, Taluk Hubbali, District Dharwad, Hubbali - 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 36<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 03, 2019, 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 07, 2019 to 5.00 PM on Friday, August 09, 2019.
5. The votes cast through remote e-voting were unblocked by me at 11.47 AM on 10<sup>th</sup> August 2019 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 2018-19 together with the Reports of Board of Directors and Auditors thereon**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	106	83329091	99.99	2	101	0	1	152788	0

**Resolution No. 2: Confirm the payment of interim dividend and declaration of Final Dividend at ` 2/- per share**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	106	83329091	99.99	2	101	0	1	152788	0

**Resolution No. 3: Appointment of Mr. L R Bhat, who retires by rotation, being eligible, offers himself for reappointment.**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	104	83329040	99.99	3	102	0	2	152838	0

**Resolution No. 4: Appointment of Dr. Ashok Shettar, who retires by rotation, being eligible, offers himself for reappointment.**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	91	79687735	95.63	16	3641407	4.36	2	152838	0

**Resolution No. 5: To re-appoint Mr. Anand Sankeshwar as a Managing Director.**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	104	83201224	99.84	3	127918	0.15	2	152838	0

**Resolution No. 6: To re-appoint Dr. Prabhakar Kore as an Independent Director.**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	104	83329040	99.99	3	102	0	2	152838	0



**Resolution No. 7: To appoint Mrs. Smriti Bellad as an Independent Director**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	103	82623031	99.15	4	70611	0.84	2	152838	0

**Resolution No. 8: To appoint Mr. Gurudas Narekuli as an Independent Director.**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	104	83329040	99.99	3	102	0	2	152838	0

**Resolution No. 9: To approve the continuation of office by Dr.Vijay Sankeshwar after attaining the age of 70 years during his term of appointment.**

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	100	833166366	99.80	7	162776	0.19	2	152838	0

**Resolution No. 10 : To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2019-20.**

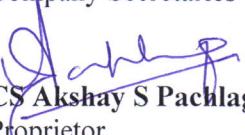
Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
109	104	83328990	99.99	4	202	0	1	152788	0

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,

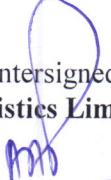
Yours faithfully,

For A S Pachlag & Co.,  
Company Secretaries

  
CS Akshay S Pachlag  
Proprietor  
ACS 30741, CP 11710



Countersigned by:  
For VRL Logistics Limited

  
Aniruddha A. Phadnavis  
Company Secretary and  
Compliance Officer

Place: Hubballi

Dated: August 10, 2018