

CIN : L60210KA1983PLC005247

Corporate Office :
Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State
Phones : 0836 2237511
Fax : 0836 2256612
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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: Gist of the proceedings of the 32nd Annual General Meeting of the Company

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

The 32nd Annual General Meeting of the Company was held on 8th August 2015 at 11.00 a.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).

Dr. Vijay Sankeshwar, Chairman and Managing Director, chaired the proceedings of the meeting.

Total 36 members (including proxies) attended the meeting as per the records of the attendance. Details of attendance was as below:

Registered As	Persons	Folios	Shares as on Cut-off Date	Percentage
Member	35	35	63483185	69.5756
Proxy	1	1	584943	0.6411
Auth. Rep's	0	0	0	0.0000
Total	36	36	64068128	70.2167

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 as a part of his speech.



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The Chairman informed the members that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and the Listing Agreement, 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 5th August, 2015 and ended at 5.00 p.m. on 7th August 2015.

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 Computershare Private Limited ("Karvy") as the agency to provide e-voting facility and have appointed Mr. Srikant R Gudi, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the Insta-Poll and remote E-voting Process.

Thereafter, all the 5 resolutions required to be passed were proposed and seconded. Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Srikant Gudi, Scrutinizer for an orderly conduct of the Voting.

The Chairman announced that the E-voting results alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and Karvy and shall also be communicated to the Stock Exchanges.

The resolutions passed by the Members with requisite majority related to the following:

ORDINARY BUSINESS:

1. Adoption of Accounts for the year ended 31st March, 2015, along with the Auditors' Report thereon and Directors' Report (**Ordinary Resolution**)
2. Confirmation of Interim Dividend paid as Final Dividend on Equity Shares for the Financial Year ended 31st March, 2015 (**Ordinary Resolution**).
3. Appointment of Joint Statutory Auditors and fixing of their Remuneration (**Ordinary Resolutions**).
 - (a) Appointment of M/s. Walker Chandiook & Co., LLP, Chartered Accountants, Mumbai.
 - (b) Appointment of M/s. H. K. Veerabhadrappa & Co., Chartered Accountants, Hubballi

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SPECIAL BUSINESS

4. Appointment of Dr. Ashok Shivayogappa Shettar as Non-Executive Director in place of retiring Director, Mr. Darius Pandole (**Ordinary Resolution**).
5. Approval, consideration and ratification of remuneration payable to Cost Auditor for FY 2015-16 (**Ordinary Resolution**).

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: 09.08.2015

Place: Hubballi

Annexure A

Details of Voting Results

Date of the AGM / EGM	8 th August 2015
Total number of shareholders on record date (i.e 31 st July 2015 – cut-off date for voting purpose)	34470
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	5
Public	31
No. of shareholders attended the meeting through Video Conferencing	Video Conferencing facility was not made available
Promoters & Promoter Group	
Public	

Agenda-wise

Incuse of Poll / Postal Ballot / E-voting:

The mote of voting of all resolutions was remote e-voting and e-voting (Insta Poll) at the Meeting.

1. Adoption of Accounts for the year ended 31st March, 2015, along with the Auditors' Report thereon and Directors' Report (Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	63480000	6348000	100	6348000	100		
Public – Institutional Holders	17571717	10956542	62.3533	10956542	100		
Public-Others	10191778	232398	2.2802	232333	99.972	65	0.0279
Total	91243495	74668940	81.8348	74668875	99.9999	65	0.0001



2. Confirmation of Interim Dividend paid as Final Dividend on Equity Shares for the Financial Year ended 31st March, 2015 (Ordinary Resolution).

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	63480000	63480000	100	63480000	100		
Public – Institutional Holders	17571717	11889275	67.6614	11889275	100		
Public-Others	10191778	232398	2.2802	232333	99.972	65	0.0279
Total	91243495	75601673	82.8571	75601608	99.9999	65	0.0001

3. Appointment of Joint Statutory Auditors and fixing of their Remuneration (Ordinary Resolutions).

- (a) Appointment of M/s. Walker Chandiok & Co., LLP, Chartered Accountants, Mumbai.
- (b) Appointment of M/s. H. K. Veerabhadrappa & Co., Chartered Accountants, Hubballi.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	63480000	63480000	100	63480000	100		
Public – Institutional Holders	17571717	11889275	67.6614	10956542	92.1548	932733	7.8451
Public-Others	10191778	232372	2.28	232307	99.972	65	0.0279
Total	91243495	75601647	82.857	74668849	98.7662	932798	1.2338



4. Appointment of Dr. Ashok Shivayogappa Shettar as Non-Executive Director in place of retiring Director, Mr. Darius Pandole (Ordinary Resolution).

Category	Share s Held (1)	Votes Polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	No. of Vote s - agai nst (5)	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	63480 000	63480 000	100	63480 000	100		
Public – Institutional Holders	17571 717	11889 275	67.6614	11889 275	100		
Public-Others	10191 778	23237 2	2.28	23230 7	99.972	65	0.0279
Total	91243 495	75601 647	82.857	75601 582	99.9999	65	0.0001

5. Approval, consideration and ratification of remuneration payable to Cost Auditor for FY 2015-16 (Ordinary Resolution).

Category	Share s Held (1)	Votes Polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)] *100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)= [(4)/(2)]* 100	No. of Vote s - agai nst (5)	% of Votes against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	63480 000	63480 000	100	63480 000	100		
Public – Institutional Holders	17571 717	11889 275	67.6614	11889 275	100		
Public-Others	10191 778	23237 2	2.28	23230 7	99.972	65	0.0279
Total	91243 495	75601 647	82.857	75601 582	99.9999	65	0.0001

Note: All the aforesaid resolutions passed with requisite majority



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 32nd Annual General Meeting of the Equity Shareholders of VRL Logistics Limited held on 08th August 2015 at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207 at 11:00 A.M.

Dear Sir,

1. I, Srikant R. Gudi, a Company Secretary in practice, have been appointed as a scrutinizer by the Board of Directors of VRL Logistics Limited (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 and Section 109 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 32nd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 08th August 2015 at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207 at 11:00 A.M.
2. The management of the Company is responsible to ensure the 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 32nd AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from 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 (i.e. by remote e-voting and Insta Poll at the AGM).
3. I have issued a separate Scrutinizer's Report dated 08th August, 2015 on the remote e-voting and on the poll through electronic voting system on the resolutions contained in the notice to the AGM. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) as under:

Item No. of the Notice of AGM	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes
	Nos.	% of Total No. of Valid Votes cast (Favour and Against)	Nos.	% of Total No. of Valid Votes cast (Favour and Against)	Nos.
Item No. 1 – To receive, consider and adopt the Audited Financial Statements as at 31 st March, 2015 and the report of the Board of Directors and Auditors thereon (as an Ordinary Resolution).	74668875	99.9999	65	0.0001	932733



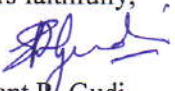
[Signature]

Item No. 2 – To confirm interim dividend paid as a final dividend on equity shares for the year ended on 31 st March, 2015 (as an Ordinary Resolution).	75601608	99.9999	65	0.0001	
Item No. 3 – To appoint Joint Statutory Auditors and to fix their Remuneration (as an Ordinary Resolution).	74668849	98.7662	932798	1.2338	26
Item No. 4 – Appointment of Mr. Ashok Shivayogappa Shettar as a non-executive director of the Company (as an Ordinary Resolution).	75601582	99.9999	65	0.0001	26
Item No. 5 – Consent of members for re-appointment of M/s. Sanjay Tikare & Co, Cost Accountants, Dharwad as Cost Auditors for a period 2015-16 and ratification of fees payable in respect thereof (as an Ordinary Resolution).	75601582	99.9999	65	0.0001	26

4. 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,



Srikant R. Gudi
Practicing Company Secretary
ACS – 21479, CP – 7820



Place: Hubballi
Date: 09th August 2015



Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer