

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: Voting Results of 33rd Annual General Meeting of the Company

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

The 33rd Annual General Meeting of the Company was held on 24th September 2016 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).

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: 24.09.2016

Place: Hubballi

Regd. & Admn. Office : Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State

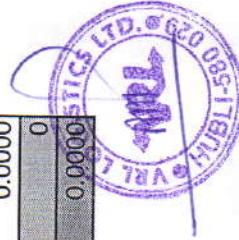
Phone:0836 2237613 Fax:0836 2237614 e-mail:varurho@vrllogistics.com

Customer Care : HUBBALLI ☎ 0836 - 2307800 e-mail : customercare@vrllogistics.com

Website : www.vrllogistics.com CIN : L60210KA1983PLC005247

VOTING RESULTS	
Date of the AGM	24-09-2016
Total number of shareholders on record date (17th September 2016 – cut-off date for voting purpose)	53898
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	4
Public:	43 (42 in person and 1 through proxy)
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1	No									
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial Statements as at 31st March 2016 and the report of the Board of Directors and Auditors thereon.										
Whether promoter/ promoter group are interested in the agenda/resolution?	Category	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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000			
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total	63480000	63480000	100	63480000	0	100	0			
Public- Institutions	E-Voting	16249966	14122002	86.9048	14122002	0	100.0000	0.0000			
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total	16249966	14122002	86.9048	14122002	0	100	0			
Public- Non Institutions	E-Voting	11513529	819969	7.1218	819969	0	100.0000	0.0000			
	Poll (Insta Poll)		4912	0.0427	4912	0	100.0000	0.0000			
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000			
	Total	11513529	824881	7.1645	824881	0	100	0			
	Total	91243495	78426883	85.9534	78426883	0	100.0000	0.0000			



Resolution No.	2								
Resolution required: (Ordinary/ Special)	ORDINARY - To confirm interim dividend paid as the final dividend on Equity Shares for the year ended on 31st March 2016								
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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000	
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	63480000	63480000	100	63480000	0	100	0	
Public- Institutions	E-Voting	16249966	14122002	86.9048	14122002	0	100.0000	0.0000	
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	16249966	14122002	86.9048	14122002	0	100	0	
Public- Non Institutions	E-Voting	11513529	819962	7.1217	818961	1001	99.8779	0.1220	
	Poll (Insta Poll)		4912	0.0427	4912	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	11513529	824874	7.1644	823873	1001	99.8786	0.1214	
	Total	91243495	78426876	85.9534	78425875	1001	99.9987	0.0013	



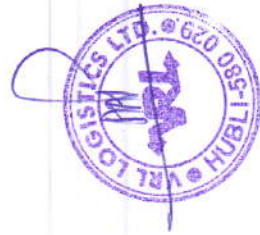
Resolution No.	3								
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Mr. S R Prabhu, who retires by rotation, being eligible, offers himself for reappointment.								
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	No								
	Mode of 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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000	
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	63480000	63480000	100	63480000	0	100	0	
Public- Institutions	E-Voting	16249966	14122002	86.9048	14122002	0	100.0000	0.0000	
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	16249966	14122002	86.9048	14122002	0	100	0	
Public- Non Institutions	E-Voting	11513529	819969	7.1218	819963	6	99.9992	0.0007	
	Poll (Insta Poll)		4912	0.0427	4912	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	11513529	824881	7.1645	824875	6	99.9993	0.0007	
	Total	91243495	78426883	85.9534	78426877	6	100.0000	0.0000	



Resolution No.	4								
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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000	
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	63480000	63480000	100	63480000	0	100	0	
Public- Institutions	E-Voting	16249966	14122002	86.9048	14122002	0	100.0000	0.0000	
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	16249966	14122002	86.9048	14122002	0	100	0	
Public- Non Institutions	E-Voting	11513529	819969	7.1218	819963	6	99.9992	0.0007	
	Poll (Insta Poll)		4912	0.0427	4912	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	
	Total	11513529	824881	7.1645	824875	6	99.9993	0.0007	
	Total	91243495	78426883	85.9534	78426877	6	100.0000	0.0000	



Resolution No.	5								
Resolution required: (Ordinary/ Special)	ORDINARY - To ratify the appointment of Walker & Chandio & Co, LLP, Mumbai as statutory auditors of the Company and to fix their remuneration								
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	No								
	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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000	0.0000
	Poll (Insta Poll)			0.0000	00	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)								
	Total	63480000	63480000	100	63480000	0	100	0	0.0000
Public- Institutions	E-Voting	16249966	14122002	86.9048	12290804	1831198	87.0330	12.9669	12.9669
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000	0.0000
	Postal Ballot (if applicable)								
	Total	16249966	14122002	86.9048	12290804	1831198	87.033	12.967	12.967
Public- Non Institutions	E-Voting	11513529	819969	7.1218	819898	71	99.9913	0.0086	0.0086
	Poll (Insta Poll)		4912	0.0427	4912	0	100.0000	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0.0000
	Total	11513529	824881	7.1645	824810	71	99.9914	0.0086	0.0086
	Total	91243495	78426883	85.9534	76595614	1831269	97.6650	2.3350	2.3350



Resolution No.	6							
Resolution required: (Ordinary/ Special)	ORDINARY - To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2016-17							
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	63480000	63480000	100.0000	63480000	0	100.0000	0.0000
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	63480000	63480000	100	63480000	0	100	0
Public- Institutions	E-Voting	16249966	14122002	86.9048	14122002	0	100.0000	0.0000
	Poll (Insta Poll)		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	16249966	14122002	86.9048	14122002	0	100	0
Public- Non Institutions	E-Voting	11513529	819939	7.1215	819939	0	100.0000	0.0000
	Poll (Insta Poll)		4912	0.0427	4912	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total	11513529	824851	7.1642	824851	0	100	0
	Total	91243495	78426853	85.9534	78426853	0	100.0000	0.0000



SRIKANT R. GUDI

B.Com, LLB, FCS

COMPANY SECRETARYNo.12, 1st Floor, 5th Block,
Rajajinagar, Bengaluru - 560010**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 33rd Annual General Meeting of the Equity Shareholders of **VRL Logistics Limited** (the "Company") held on September 24, 2016 at 11.00 A.M. at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207.

Dear Sir,

1. I, Srikant R. Gudi, Company Secretary in Practice, Bengaluru, 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 33rd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on September, 24 2016 at 11.00 A.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 33rd 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 September 17, 2016, 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, September 21, 2016 to 5.00 PM on Friday, September 23, 2016.
5. The votes cast through remote e-voting were unblocked by me at 11.45 A.M., after the conclusion of voting at the AGM 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>).



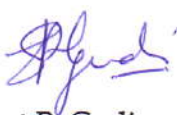
7. The result of of voting through electronic means (i.e. combined result of remote e-voting and Insta Poll at the AGM) is as under:

Sr 1	Resolution	Favour			Against			Abstain/ Invalid	
		Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes
1	Adoption of Audited Annual Accounts for the FY 2015-16	149	78426883	100	0	0	0	0	0
2	Confirm interim dividend as the final dividend for FY 2015-16	146	78425875	99.9987	2	1001	0.0013	1	7
3	Appointment of Mr. S R Prabhu, who retires by rotation, being eligible, offers himself for reappointment.	148	78426877	100	1	6	0	0	0
4	Appointment of Mr. Raghottam Akamanchi, who retires by rotation, being eligible, offers himself for reappointment.	148	78426877	100	1	6	0	0	0
5	To ratify the appointment of Walker & Chandiok & Co, LLP, Mumbai as statutory auditors of the Company	141	76595614	97.665	8	18312 69	2.335	0	0
6	To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2016-17	148	78426853	100	0	0	0	1	30

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,


Srikant R. Gudi
Company Secretary
FCS 8499 CP 7820



Place: Hubballi
Dated: September 24, 2016

Countersigned by:
For VRL Logistics Limited


Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer

