

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]



सत्यमेव जयते

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 01/04/2019 (DD/MM/YYYY) To date 31/03/2020 (DD/MM/YYYY)

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

(a) If yes, date of AGM 14/08/2020

(b) Due date of AGM 30/09/2020

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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	98.19
2	H	Transport and storage	H4	Air transport	0.93
3	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	0.88

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
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1				
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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	1,250,000,000	90,343,495	90,343,495	90,343,495
Total amount of equity shares (in Rupees)	12,500,000,000	903,434,950	903,434,950	903,434,950

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	1,250,000,000	90,343,495	90,343,495	90,343,495
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	12,500,000,000	903,434,950	903,434,950	903,434,950

(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 participato				
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
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Equity shares				
At the beginning of the year	90,343,495	903,434,950	903,434,950	
Increase during the year	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				
OTHERS	0	0	0	
Decrease during the year	0	0	0	0
i. Buy-back 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				
OTHERS	0	0	0	
At the end of the year	90,343,495	903,434,950	903,434,950	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	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				
OTHERS	0	0	0	

Decrease during the year	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	0	0	0	
At the end of the year	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)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)
Ledger Folio of Transferor		

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			1,899,712,000
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			1,899,712,000

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
Total					

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

(i) Turnover

21,288,565,000

(ii) Net worth of the Company

6,168,693,000

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	68.05	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	
	Total	61,480,000	68.05	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	3,949,465	4.37	0	
	(ii) Non-resident Indian (NRI)	291,961	0.32	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	500,132	0.55	0	
6.	Foreign institutional investors	4,266,785	4.72	0	
7.	Mutual funds	19,300,218	21.36	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	316,425	0.35	0	
10.	Others ALTERNATIVE INVESTMENT	238,509	0.26	0	
	Total	28,863,495	31.93	0	0

Total number of shareholders (other than promoters) 33,330

Total number of shareholders (Promoters+Public/
Other than promoters) 33,335

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

25

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
GOLDMAN SACHS INC	'LEVEL 3 ALEXANDER HOUSE 35 C		MU	1,767,967	1.96
AB SICAV I - INDIA GRO	'CITIBANK N.A. CUSTODY SERVICE		IN	706,009	0.78
EMERGING MARKETS	'6300 Bee Cave Road Building One		US	406,080	0.45
THE MASTER TRUST B	'2-11-3 HAMAMATSUCHO MINATO		JP	393,844	0.44
NORDEA 1 SICAV - INC	'562 RUE DE NEUDORF		LU	326,476	0.36
THE MASTER TRUST B	'2-11-3 HAMAMATSUCHO MINATO		JP	213,068	0.24
THE EMERGING MARK	'6300 Bee Cave Road Building One		US	190,971	0.21
MV SCIF MAURITIUS	'C/O MULTICONSULT LIMITED ROC		MU	87,077	0.1

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
ALLIANZ GLOBAL INV	Bockenheimer Landstraße 42, 603		GM	34,747	0.04
INVESTERINGSFORENI	STRANDGADE 3 POSTBOX 850 09		DK	32,417	0.04
EMERGING MARKETS	20 Triton Street Regents Place Lon		GB	16,623	0.02
EMERGING MARKETS	6300 Bee Cave Road Building One		US	15,003	0.02
WORLD EX U.S. CORE	6300 Bee Cave Road Building One		US	13,256	0.01
T.A. WORLD EX U.S. CC	6300 Bee Cave Road Building One		US	11,268	0.01
INTEGRATED CORE ST	80 RAFFLES PLACE UOB PLAZA 2		SG	11,039	0.01
AQUARIUS INDIA OPP	IFS COURT TWENTYEIGHT CYBERC		MU	10,000	0.01
SPDR S AND P EMERG	ONE LINCOLN STREET BOSTON M		US	7,622	0.01
JOHN HANCOCK FUNI	601 CONGRESS STREET BOSTON M		US	5,104	0.01
EMERGING MARKETS	CITIBANK N.A. CUSTODY SERVICES		IN	4,816	0
CITY OF LOS ANGELES	360 E Second Street Suite 600 Los		US	1,362	0
ALASKA PERMANENT	801 WEST 10TH STREET JUNEAU		US	2,448	0
DIMENSIONAL FUNDS	25/28 NORTH WALL QUAY DUBLIN		IE	2,309	0
DFA INTERNATIONAL	SUITE 1520 - 1500 WEST GEORGIA		CA	2,022	0
DFA INTERNATIONAL	SUITE 1520 - 1500 WEST GEORGIA		CA	1,671	0
BNP PARIBAS ARBITRA	160 162 BD MACDONALD PARIS		FR	586	0

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)	35,993	33,330
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
A. Promoter	2	0	2	0	68.05	0
B. Non-Promoter	2	8	2	8	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	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
Total	4	8	4	8	68.05	0

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 BASAPR	00509836	Director	0	
SMRITI BELLAD	06732781	Director	0	
MEDHA VIVEK PAWAR	06921510	Director	0	
SHANKARASA VENKO	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

1

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)
GURUDAS GANAPAT	07950458	Director	01/04/2019	Appointment

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	10/08/2019	35,026	34	33.45

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	18/05/2019	12	10	83.33
2	10/08/2019	12	8	66.67
3	09/11/2019	12	10	83.33
4	08/02/2020	12	10	83.33

C. COMMITTEE MEETINGS

Number of meetings held

14

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	18/05/2019	3	3	100
2	Audit Committee	10/08/2019	3	2	66.67
3	Audit Committee	09/11/2019	3	3	100
4	Audit Committee	08/02/2020	3	3	100
5	Nomination and Remuneration	18/05/2019	4	3	75
6	Nomination and Remuneration	09/11/2019	4	4	100
7	Stakeholders Relationship	18/05/2019	3	3	100
8	Stakeholders Relationship	10/08/2019	3	2	66.67
9	CSR Committee	18/05/2019	4	2	50
10	Risk Management	08/02/2020	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	14/08/2020
								(Y/N/NA)
1	VIJAY SANKE	4	4	100	0	0	0	Yes
2	ANAND SANKAR	4	2	50	3	1	33.33	Yes
3	UMESH NANJUN	4	3	75	0	0	0	Yes
4	RAMANAND L	4	4	100	0	0	0	Yes
5	PRABHAKAR	4	1	25	3	1	33.33	No
6	SMRITI BELL	4	3	75	0	0	0	Yes
7	MEDHA VIVEK	4	4	100	14	14	100	Yes
8	SHANKARAS	4	3	75	12	10	83.33	Yes
9	ANAND KRISHN	4	4	100	3	3	100	Yes

10	ASHOK SHIV	4	3	75	3	2	66.67	Yes
11	RAGHOTTAM	4	3	75	7	5	71.43	Yes
12	GURUDAS G	4	4	100	4	4	100	Yes

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	32,400,000	6,500,000	0	1,388,000	40,288,000
2	ANAND SANKESH	MANAGING DIF	30,000,000	0	0	641,000	30,641,000
3	UMESH NANJUND	WHOLE TIME D	13,454,000	0	0	288,000	13,742,000
4	RAMANANAD BHA	WHOLE TIME D	13,454,000	0	0	0	13,454,000
	Total		89,308,000	6,500,000	0	2,317,000	98,125,000

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 FINANC	3,878,000	0	0	0	3,878,000
2	ANIRUDDHA PHAC	COMPANY SEC	3,515,000	0	0	0	3,515,000
	Total		7,393,000	0	0	0	7,393,000

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	195,000	195,000
2	PRABHAKAR KOR	DIRECTOR	0	0	0	30,000	30,000
3	RAGHOTTAM AKA	DIRECTOR	0	0	0	120,000	120,000
4	ANAND PANDURA	DIRECTOR	0	0	0	105,000	105,000
5	GURUDAS NAREK	DIRECTOR	0	0	0	120,000	120,000
6	ASHOK SHETTAR	DIRECTOR	0	0	0	75,000	75,000
7	SMRITI BELLAD	DIRECTOR	0	0	0	45,000	45,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
8	MEDHA PAWAR	DIRECTOR	0	0	0	270,000	270,000
	Total		0	0	0	960,000	960,000

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 PACHALAG

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

VLIAY B
SANKESH
WAR

DIN of the director

00217714

To be digitally signed by

ANIRUDDH
A ANIL
PHADNAVIS

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

20456

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 Attachement(s), if any

List of attachments

Attach
Attach
Attach
Attach

FORM MGT 8-2019-20.pdf
Additional Information to Annual Report.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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



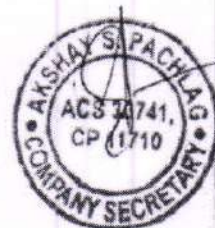
Form No. MGT-8

[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 31-03-2020. 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)

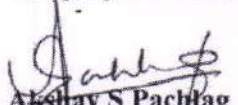


6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; (No such advances/loans were sanctioned during the year)
7. contracts/arrangements with related parties as specified in section 188 of the Act;
8. issue or allotment or transfer or transmission or buy back 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;
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 MoA/AoA of the Company during the year)

For A S Pachlag & Co.,
Company Secretaries


Akshay S Pachlag
Company Secretary

M No. 30741, CP 11710
UDIN:A030741B000769523



Place: Hubballi
Date: 25-09-2020

**Corporate Office :**

Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State

Phone : 0836 2237511

Fax : 0836 2256612

e-mail : headoffice@vrllogistics.com

THE REGISTRAR OF COMPANIES

'E' Wing, 2nd Floor,
Kendiya Sadan,
Koramangala
Bengaluru-560034

Sub- Additional Notes to Annual Return for Financial Year 2019-20

Respected Sir,

Kindly consider below stated additional information with respect to Annual Return MGT-7 2019-20 of VRL Logistics Ltd.

1. With reference to Part - VII of e-Form MGT-7, in respect of number of promoters at the beginning and end of the year the information furnished includes relatives of promoters also forming part of the Promoter Group as disclosed in the Annual Report of the Company.
2. With reference to Part IV (iii) of e-Form MGT-7 - Details of shares/Debentures Transfers since closure date of last financial year, relating to the company's equity shares that are listed with the stock exchanges. Here we wish to submit that the details of share transfers that have taken place on the stock exchange platform cannot be generated from NSDL or CDSL and hence we are unable to provide the details in the Annual Return and we wish to submit that we have considered only the details of physical transfers of shares only in the preparation of this Annual Return and we confirm that no such transfer took place during the year under report.
3. With reference to Part- VI (b) Shareholding Pattern - Public/Other than Promoters, row no. 5 of e-Form MGT-7 in shareholdings of Financial Institutions included NBFC also.
4. With reference to Part- VIII A of e-Form MGT-7 :

Mr. K. N. Umesh (DIN- 02602595), Executive Director and Mr. L Ramanand Bhat (DIN- 01875068), Executive Director held 0.004% of shares of total Share Capital of the Company.



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

Website : www.vrllogistics.com CIN : L60210KA1983PLC005247 GSTIN (KAR) : 29AABCV3609C1ZJ

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5. Part- IX (C) of the e-Form MGT-7 – (Committee Meetings)

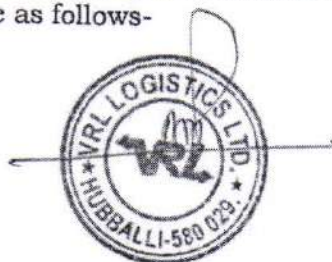
Apart from disclosures made in Part -IX C, The Nomination and Remuneration Committee Meeting, Stakeholders Relationship Committee Meeting and CSR Committee Meeting are as mentioned below

Sl. No.	Name of the Committee	Date of Meeting	Total No. of members as on the date of the meeting	No. of members attended at the meeting	% of attendance
1	Nomination and Remuneration Committee Meeting	08-Feb-2020	4	4	100
2	Stakeholders Relationship Committee	09-Nov-2019	3	2	66.67
3	Stakeholders Relationship Committee	08-Feb-2020	3	3	100
4	CSR Committee	09-Nov-2019	4	2	50
5	CSR Committee	08-Feb-2020	4	3	75

The Board of Directors of the Company has constituted two other committees namely Finance Committee and Administration Committee.

The Finance Committee comprises three directors viz. Dr. Vijay Sankeshwar, Chairman and Managing Director, Mr. Anand Sankeshwar, Managing Director and Mr. Raghattam Akamanchi Non-Executive Director.

The Finance 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 committee met 27 times during the year. The details of the meetings are as follows-



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Sl. No.	Name of the Committees	Date of Meeting	Total No. of members as on the date of the meeting	No. of members attended at the meeting	% of attendance
1	Finance Committee	03-Apr-19	3	2	66.67
2	Finance Committee	04-Apr-19	3	2	66.67
3	Finance Committee	11-May-19	3	2	66.67
4	Finance Committee	18-May-19	3	2	66.67
5	Finance Committee	27-May-19	3	2	66.67
6	Finance Committee	23-Jun-19	3	2	66.67
7	Finance Committee	21-Aug-19	3	2	66.67
8	Finance Committee	09-Sep-19	3	2	66.67
9	Finance Committee	20-Sep-19	3	2	66.67
10	Finance Committee	05-Oct-19	3	2	66.67
11	Finance Committee	14-Oct-19	3	2	66.67
12	Finance Committee	19-Oct-19	3	2	66.67
13	Finance Committee	16-Nov-19	3	2	66.67
14	Finance Committee	30-Nov-19	3	2	66.67
15	Finance Committee	16-Dec-19	3	2	66.67
16	Finance Committee	31-Dec-19	3	2	66.67
17	Finance Committee	04-Jan-20	3	2	66.67
18	Finance Committee	16-Jan-20	3	2	66.67
19	Finance Committee	21-Jan-20	3	2	66.67
20	Finance Committee	28-Jan-20	3	2	66.67
21	Finance Committee	12-Feb-20	3	2	66.67
22	Finance Committee	15-Feb-20	3	2	66.67
23	Finance Committee	27-Feb-20	3	2	66.67
24	Finance Committee	29-Feb-20	3	2	66.67
25	Finance Committee	04-Mar-20	3	2	66.67
26	Finance Committee	14-Mar-20	3	2	66.67
27	Finance Committee	18-Mar-20	3	2	66.67



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Administration 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. Medha Pawar. The Committee met four times, i.e. on 25.05.2019, 19.12.2019, 28.12.2019 and 19.01.2020 and no sitting fee was paid to any members for attending the meeting.

Details of all Committee meetings could not be placed in the Annual Return as the said form provides a maximum of 10 entries in the table. The remaining information relating to Board Committee meetings are as above.

6. The list of shareholders as on 31st March 2020 has not been attached due to its bulky size and same will be uploaded through separate platform provided in the MCA website.

We request your goodselves to take note of our submissions as part of the Annual Return.

For VRL LOGISTICS LIMITED


ANIRUDDHA PHADNAVIS
COMPANY SECRETARY &
COMPLIANCE OFFICER



Date: 01.10.2020

Place: Hubballi

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MINISTRY OF CORPORATE AFFAIRS
RECEIPT
G.A.R.7

SRN : R65174559

Service Request Date : 02/10/2020

Payment made into : State Bank of India

Received From :

Name : vivek v cholaki
Address : vrl logistics ltd
giriraj annexe circuit house road hubli
Hubli, Karnataka
India - 580029

Entity on whose behalf money is paid

CIN: L60210KA1983PLC005247
Name : VRL LOGISTICS LIMITED
Address : RS NO.351/1, VARUR POST CHABBI TALUK HUBLI
DIST. DHARWAD
HUBLI, Karnataka
India - 581207

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee for Form MGT-7 for the financial year ending on 2020	Normal	600.00
Total		600.00

Mode of Payment: Internet Banking - State Bank of India

Received Payment Rupees: Six Hundred Only

Note -The Registrar may examine this eForm any time after the same is processed by the system under Straight Through Process (STP). In case any defects or incompleteness in any respect is noticed by the Registrar , then this eForm shall be treated and labeled as defective and the eForm shall have to be filed afresh with the fee and additional fee, as applicable. (Please refer Rule 10 of the Companies (Registration offices offices and Fees) Rules, 2014)