

Corporate Office :

Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State

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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: Submission of Compliance Report on Corporate Governance for the quarter ending 31st December 2015

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

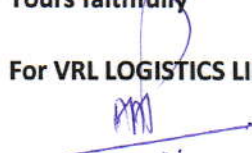
In accordance with Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith the compliance report on Corporate Governance for your record. The said report has also been filed on e-platform provided by the exchanges.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully

For VRL LOGISTICS LIMITED


ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER



Date: 08.01.2016

Place: Hubballi

Compliance Report on Corporate Governance

1. Name of the Listed Entity: VRL Logistics Limited

2. Quarter Ending: December 31, 2015

I. Composition of Board of Directors

Title (Mr./Mrs.)	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Vijay Sankeshwar	PAN: AGVPS4682H DIN: 00217714	Chairperson – Executive Director – Chairman and Managing Director	01.01.2012	-	1	1*	NIL
Mr.	Anand Sankeshwar	PAN: AGVPS4683G DIN: 00217773	Executive Director – Managing Director	01.04.2014	-	1	NIL	NIL
Mr.	Prabhakar Kore	PAN: AFFPK5674J DIN: 00509836	Independent Director	01.04.2014	21 months	1	1**	NIL
Mr.	Jayateerth Korlahalli	PAN: AETPK4445C DIN: 00528428	Independent Director	01.04.2014	21 months	1	2	NIL
Mr.	Chantam Karunakara Shetty	PAN: AHWPS7481A DIN: 01560349	Independent Director	01.04.2014	21 months	1	2	1
Mrs	Medha Pawar	PAN: AJDPP6301R DIN: 06921510	Independent woman Director	12.12.2014	12 months	1	1	NIL
Mr.	Shankarasa Ladwa	PAN: AACPL7749M DIN: 06964188	Independent Director	19.02.2015	10+ months	1	2	1
Mr.	Anand Pandurangi	PAN: ACXPP4382P DIN: 07038691	Independent Director	19.02.2015	10+ months	1	NIL	NIL



Mr.	S R Prabhu	PAN: ADTPP9352Q DIN: 07038752	Non-Executive Director	19.02.2015	-	1	NIL	NIL
Mr.	Raghottam Akamanchi	PAN: ABGPA1086K DIN: 07038738	Non-Executive Director	19.02.2015	-	1	NIL	NIL
Mr.	Ramesh Shetty	PAN: AFKPS1124E DIN: 01051743	Non-Executive Director	19.02.2015	-	1	NIL	NIL
Mr.	Ashok Shettar	PAN: ACDPS8504L DIN: 07038714	Non-Executive Director	08.08.2015	-	1	NIL	NIL

*Mr. Vijay Sankeshwar is member and chairperson of audit committee in an unlisted public Company and not in VRL Logistics Limited (the Company). His name in the membership of audit committee / stakeholder relationship committee is included in pursuance with regulation 26 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

** Mr. Prabhakar Kore is member of audit committee in an unlisted public Company and not in VRL Logistics Limited (the Company). His name in the membership of audit committee / stakeholder relationship committee is included in pursuance with regulation 26 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee	Mr. Shankarasa Ladwa	Chairperson - Independent Director
	Mr. Jayateerth Korlahalli	Independent Director
	Mr. Chantam Karunakara Shetty	Independent Director
	Mrs. Medha Pawar	Independent Director



2. Nomination & Remuneration Committee	Mr. Jayateerth Korlahalli	Chairperson - Independent Director
	Mr. Chantam Karunakara Shetty	Independent Director
	Dr. Anand Pandurangi	Independent Director
	Dr. Ashok Shettar	Non-Executive Director
3. Risk Management Committee(if applicable)	Dr. Vijay Sankeshwar	Chairperson – Executive Director – Chairman and Managing Director
	Mr. Anand Sankeshwar	Executive Director - Managing Director
	Mr. Jayateerth Korlahalli	Independent Director
	Mr. Shankarasa Ladwa	Independent Director
	Mr. K N Umesh	Chief Operating Officer
	Mr. L R Bhat	Chief Technical Officer
	Mr. Sunil Nalavadi	Chief Financial Officer
4. Stakeholders Relationship Committee'	Mr. Chantam Karunakara Shetty	Chairperson - Independent Director
	Mr. Jayateerth Korlahalli	Independent Director
	Mr. Shankarasa Ladwa	Independent Director

III. Meeting of Board of Directors		
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
07.08.2015	02.11.2015	87



IV. Meeting of Committees**AUDIT COMMITTEE**

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
02.11.2015	Yes. All members of the Committee were present	07.08.2015	87

V. Related Party Transactions

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> <small>refer note below</small>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.



VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 500 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. The report submitted in the previous quarter has been placed before Board of Directors.

For VRL Logistics Limited



Aniruddha Phadnavis
Company Secretary and Compliance Officer

Note:

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.