

**Corporate Office :**

Giriraj Annexe Circuit House Road  
**HUBBALLI - 580 029** Karnataka State  
Phones : 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: Gist of the proceedings of the 32<sup>nd</sup> Annual General Meeting of the Company**

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

The 32<sup>nd</sup> Annual General Meeting of the Company was held on 8<sup>th</sup> 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 31<sup>st</sup> 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 5<sup>th</sup> August, 2015 and ended at 5.00 p.m. on 7<sup>th</sup> 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.

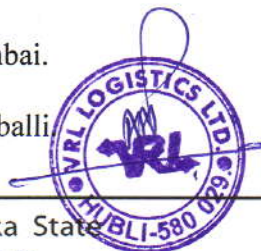
The resolutions passed by the Members with requisite majority related to the following:

**ORDINARY BUSINESS:**

1. Adoption of Accounts for the year ended 31<sup>st</sup> 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 31<sup>st</sup> March, 2015 (**Ordinary Resolution**).
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



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

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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 / <del>EGM</del>                                                                               | 8 <sup>th</sup> August 2015                        |
| Total number of shareholders on record date (i.e 31 <sup>st</sup> 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

#### Incase 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 31<sup>st</sup> 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        | 63480000         | 100                                                       | 63480000                     | 100                                                    |                            |                                                      |
| Public – Institutional Holders | 17571717        | 10956542         | 62.3533                                                   | 10956542                     | 100                                                    |                            |                                                      |
| Public-Others                  | 10191778        | 232398           | 2.2802                                                    | 232333                       | 99.972                                                 | 65                         | 0.0279                                               |
| <b>Total</b>                   | <b>91243495</b> | <b>74668940</b>  | <b>81.8348</b>                                            | <b>74668875</b>              | <b>99.9999</b>                                         | <b>65</b>                  | <b>0.0001</b>                                        |



**2. Confirmation of Interim Dividend paid as Final Dividend on Equity Shares for the Financial Year ended 31<sup>st</sup> 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                                               |
| <b>Total</b>                   | <b>91243495</b> | <b>75601673</b>  | <b>82.8571</b>                                            | <b>75601608</b>              | <b>99.9999</b>                                         | <b>65</b>                  | <b>0.0001</b>                                        |

**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                                               |
| <b>Total</b>                   | <b>91243495</b> | <b>75601647</b>  | <b>82.857</b>                                             | <b>74668849</b>              | <b>98.7662</b>                                         | <b>932798</b>              | <b>1.2338</b>                                        |



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

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

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

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

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 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of VRL Logistics Limited held on 08<sup>th</sup> 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 32<sup>nd</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 08<sup>th</sup> 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 32<sup>nd</sup> 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 08<sup>th</sup> 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 <sup>st</sup> March, 2015 and the report of the Board of Directors and Auditors thereon (as an Ordinary Resolution). | 74668875                          | 99.9999                                                 | 65                           | 0.0001                                                  | 932733        |

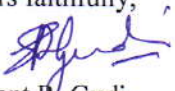


|                                                                                                                                                                                                                                 |          |         |        |        |    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------|--------|--------|----|
| Item No. 2 – To confirm interim dividend paid as a final dividend on equity shares for the year ended on 31 <sup>st</sup> 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: 09<sup>th</sup> August 2015



Countersigned by:  
For VRL Logistics Limited

  
Aniruddha A. Phadnavis  
Company Secretary and  
Compliance Officer