

34th Annual General Meeting Notice



VRL LOGISTICS LIMITED

Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi (Karnataka) - 581 207
(18th KM, NH-4, Bengaluru Road, Varur)

Tel: 0836 2237607, Fax: 0836 2237614, Email: investors@vrllogistics.com
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in

NOTICE

NOTICE is hereby given that the Thirty Fourth Annual General Meeting of **VRL Logistics Limited** will be held on 4th August 2017 at 4.30 p.m. at the Registered Office of the Company situated at RS No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581 207 (18th KM, NH-4, Bengaluru Road, Varur, Hubballi - 581207), Karnataka to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2017 and the report of the Board of Directors and Auditors thereon.
2. To confirm interim dividend paid as the final dividend on Equity Shares for the year ended on 31st March 2017.
3. To appoint a Director in the place of Dr. Ashok Shettar (DIN: 07038714) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of Statutory Auditors and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Audit Committee, the appointment of M/s. Walker Chandio & Co., LLP, Chartered Accountants, Mumbai, bearing Firm Registration No. 001076N, as the Statutory Auditors of the Company for the Accounting / Financial year 2017-18 be and is hereby ratified on a remuneration to be fixed by the Managing Director in consultation with the Audit Committee & the said Auditors.”

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, Article 93 and 97 of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee, subject to the approval of Central Government if necessary, and such modifications and conditions as the Central Government direct or suggest, which the Board of Directors are authorized to accept, the consent of the Company be and is hereby granted for the re-appointment of Dr. Vijay Sankeshwar (DIN: 00217714), as the Chairman and Managing Director of the Company for a period of five years with effect from 1st January 2017, as well as for the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”) and upon the terms and conditions as detailed in the explanatory statement attached hereto and as enumerated in the Agreement, a draft copy whereof, initialed by the Chairman for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved;

RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as the minimum remuneration in the absence of profits/inadequacy of profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible extent in accordance with Schedule V and that no Commission will be paid;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration, commission and/or perquisites payable or to be provided, including any monetary value thereof, to him in such manner as may be agreed to between the Board of Directors and Dr. Vijay Sankeshwar;

RESOLVED FURTHER THAT Mr. Anand Sankeshwar, Managing Director and Mr. Aniruddha Phadnavis, Company Secretary be and are hereby severally authorized to take all steps necessary for giving effect to this resolution.”

6. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** as recommended by the Nomination and Remuneration Committee and pursuant to the approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 subject to the approval of Central Government if necessary, and such modifications and conditions as the Central Government direct or suggest, which the Board of Directors are authorized to accept, the consent of the Company be and is hereby granted for the enhanced remuneration of Mr. Anand Sankeshwar, (DIN: 00217773), Managing Director of the Company, w.e.f. 01st April 2017 for a period of 2 years not exceeding ₹ 25,00,000/- p.m. (Rupees twenty five Lakhs only) including perquisites (except PF, leave encashment and Gratuity as applicable to other officers of the Company which shall not be considered as part of remuneration);

RESOLVED FURTHER THAT the aforesaid remuneration shall be construed as the minimum remuneration in the absence of profits/inadequacy of profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible extent in accordance with Schedule V;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration and/or perquisites payable or to be provided, including any monetary value thereof, to him in such manner as may be agreed to between the Board of Directors and Mr. Anand Sankeshwar;

RESOLVED FURTHER THAT except for the aforesaid revision in remuneration, all other terms and conditions of his appointment as the Managing Director of the Company, as approved by the resolution passed at the Annual General Meeting of the Company held on 18th July 2014 and as contained in the agreement entered into between the Company & Mr. Anand Sankeshwar, shall remain unchanged;

RESOLVED FURTHER THAT Dr. Vijay Sankeshwar, Chairman and Managing Director and Mr. Aniruddha Phadnavis, Company Secretary be and are hereby severally authorized to take all steps necessary for giving effect to this resolution.”

7. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Article 93 of Articles of Association of the Company and subject to the approval of Central Government if necessary, and such modifications and conditions as the Central Government direct or suggest, which the Board of Directors are authorized to accept and subject to such other approvals, as may be necessary, approval of the members of the Company be and is hereby accorded for the appointment of Mr. K N Umesh (DIN:02602595), who was appointed as an Additional Whole time Director in the meeting of the Board of Directors held on 19th May 2017 and whose term expires at this

Annual General Meeting of the company, as a Whole time Director of the Company for a period of five years with effect from 19th May 2017, at the remuneration and upon such terms and conditions as detailed in the explanatory statement attached hereto and as enumerated in the Agreement, a draft copy whereof, initialed by the Chairman for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved;

RESOLVED FURTHER THAT the remuneration so approved shall be construed as the minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible extent in accordance with Schedule V;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration and/or perquisites payable or to be provided, including any monetary value thereof, to him in such manner as may be agreed to between the Board of Directors and Mr. K N Umesh;

RESOLVED FURTHER THAT pursuant to Section 152 of the Companies Act 2013, Mr. K N Umesh shall be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Anand Sankeshwar, Managing Director and Mr. Aniruddha Phadnavis, Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

8. To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and subject to the provisions of Sections 152, 160, 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Article 93 of Articles of Association of the Company and subject to the approval of Central Government if necessary, and such modifications and conditions as the Central Government direct or suggest, which the Board of Directors are authorized to accept and subject to such other approvals, as may be necessary, and a notice having been received from a member under section 160 of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for the appointment of Mr. L R Bhat (DIN: 01875068), as a Whole time Director of the Company for a period of five years with effect from the date of this meeting, at the remuneration and upon such terms and conditions as are detailed in the explanatory statement attached hereto and as enumerated in the Agreement, a draft copy whereof, initialed by the Chairman for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved;

RESOLVED FURTHER THAT the remuneration so approved shall be construed as the minimum remuneration in the absence of profits/inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible extent in accordance with Schedule V;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of his appointment including remuneration and/or perquisites payable or to be provided, including any monetary value thereof, to him in such manner as may be agreed to between the Board of Directors and Mr. L R Bhat;

RESOLVED FURTHER THAT pursuant to Section 152 of the Companies Act, 2013, Mr. L R Bhat shall be liable to retire by rotation;

RESOLVED FURTHER THAT Mr. Anand Sankeshwar, Managing Director and Mr. Aniruddha Phadnavis, Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 60,000/- (Rupees Sixty Thousand Only), excluding Tax, fixed by the Audit Committee for the appointment of M/s. S. K. Tikare & Co, Cost Accountants, Dharwad to conduct the audit of the cost records of the Company for the Financial Year 2017-18, be and is hereby ratified;

RESOLVED FURTHER THAT Mr. Anand Sankeshwar, Managing Director and Mr. Aniruddha Phadnavis, Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors

Aniruddha Phadnavis

Company Secretary

Date: 08.07.2017

Registered Office:

RS No. 351/1, Varur, Post Chabbi, Taluk
Hubballi, District Dharwad, Hubballi - 581 207
(18th KM, NH-4 Bengaluru Road,
Varur, Hubballi - 581 207)

KARNATAKA

CIN:L60210KA1983PLC005247

e-mail: investors@vrllogistics.com

NOTES

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 and extant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with respect to the special business set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies & other entities, must be supported by appropriate resolution/ authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of advance notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility of remote e-voting to all members facilitated by Karvy Computershare Private Limited (Karvy). The facility for e-voting at the venue (Insta Poll) will also be made available to the members who attend the meeting and have not cast vote through remote e-voting. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting using the necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to the voting that may take place at the Meeting venue on 4th August 2017.
6. Corporate Members are requested to send a duly certified true copy of the Board Resolution/authority, authorizing their representative/(s) to attend and vote at the Meeting.
7. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
8. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the register of Contracts and Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for signature and participation at the meeting.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours upto the date of the Meeting.

12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.
13. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time, with Company's Registrar and Transfer Agent, Karvy Computershare Private Limited (Karvy), in respect of shares held in physical form.
14. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Non-Resident Indian Members are requested to inform Karvy Computershare Private Limited immediately of the change in residential status on return to India for permanent settlement.
 - (d) Register their email address and changes therein from time to time with Karvy Computershare Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
 - (e) Quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: VRL Logistics Ltd.), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
15. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.vrlgroup.in for download.
16. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents Karvy Computershare Private Limited and have it duly filled and sent back to them.
17. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to Section 101 of the Companies Act, 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report for 2016-17 is being sent to all members whose email ID's are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent to them in the permitted / requisitioned mode.
18. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unpaid dividend account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.
19. In terms of Article 100 of the Articles of Association of the Company, Dr. Ashok Shettar, Non-Executive Director retires by rotation and being eligible, offers himself for re-appointment.
20. Mr. Ramesh Shetty, Non-Executive Director of the Company, though being eligible for re-appointment, has expressed his unwillingness to continue as a Director owing to his personal commitments. Company has received a Notice from a member under Section 160 of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, recommends the appointment of Mr. L R Bhat, Chief Technical Officer of the Company as a Whole Time Director of the Company in place of Mr. Ramesh Shetty and on the terms and conditions as contained in the Resolution and Explanatory statement to this Notice.

21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
22. The Board of Directors of the Company has appointed Mr. Akshay Pachlag, Practicing Company Secretary as Scrutinizer to scrutinise the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
23. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. 28th July 2017.
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 28th July 2017 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
25. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 9.00 a.m. (IST) on 01st August 2017
End of remote e-voting : Up to 5.00 p.m. (IST) on 03rd August 2017.
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
26. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vrlgroup.in and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

AGENDA - 4

RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

In accordance with Section 139 of the Companies Act, 2013 and Rules made there under, Members at the 32nd Annual General Meeting of the Company approved the appointment of Statutory Auditors, M/s Walker Chandiook & Co, Chartered Accountants, LLP, Mumbai for a period of 5 years. The said appointment was subject to ratification by members every year.

Board recommends the ratification of their appointment as the Statutory Auditors of the Company as required under Section 139 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company nor their respective relatives are concerned or interested, financially, or otherwise, in the said resolution as set out at agenda No.4.

AGENDA – 5

RE-APPOINTMENT OF DR. VIJAY SANKESHWAR (DIN: 00217714) AS THE CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

The tenure of Dr. Vijay Sankeshwar as Chairman & Managing Director of the Company expired on 31st December, 2016. Considering the fact that Dr. Vijay Sankeshwar promoted this Company and has rich and varied experience in the Industry and has been involved in the operations of the Company since its inception, it would be in the interest of the Company to continue to engage the services of Dr. Vijay Sankeshwar as the Chairman and Managing Director of the Company.

Dr. Vijay Sankeshwar is associated with the Company since its incorporation and has been instrumental in formulation of long-term vision and strategy of the Company. He is considered as an Industry doyen in the Surface Logistics Industry in India. Considering his immense contribution to the progress of the Company in terms of turnover, expansion and profits as also considering his qualification, experience and achievements, the Board has approved his re-appointment at the revised remuneration package detailed hereunder.

Pursuant to recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on 27th October, 2016 have unanimously approved the re-appointment of Dr. Vijay Sankeshwar as the Chairman & Managing Director of the Company w. e. f. 01st January 2017 for a further period of 5 (five) years. This is subject to the approval of the shareholders at this Annual General Meeting.

Draft copy of the Agreement to be entered into between the Company and Dr. Vijay Sankeshwar is open for inspection at the registered office of the Company between 9.30 a.m. to 6.00 p.m. on all working days in compliance with the requirements of Section 190 of the Companies Act, 2013.

The details of remuneration payable to Dr. Vijay Sankeshwar and the terms and conditions of his appointment are given below:

Period:

5 years w.e.f. 01st January 2017 subject to a notice period of 3 (three) months' from either side for termination of services.

Remuneration:

An amount not exceeding ₹ 27,00,000/- (Rupees twenty seven Lakhs only) per month inclusive of perquisites detailed below which would be eligible for revision on a date to be determined by the Nomination and Remuneration Committee with subsequent approval by the Board from time to time.

Perquisites include:

- a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.
- b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- d. Leave and encashment of leave - as per the policy of the Company.
- e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company
- f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

The following perquisites shall not be included in the computation of remuneration stated above:

- a. Gratuity as per rules of the Company (which shall not exceed one half month's Salary for each completed year of service);
- b. Earned leave with full pay or encashment as per rules of the Company.
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- d. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls but excluding long distance personal calls to be paid by Chairman & Managing Director) shall not be included in the computation of perquisites.

For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

VARIABLE PAY

In addition to the above salary and perquisites, Dr. Vijay Sankeshwar shall also be eligible for a commission of an amount not exceeding 0.75% of the net profits of the Company, as may be decided by the Board of Directors of the Company subject to the overall limit of remuneration drawn during the applicable financial year.

OTHER TERMS & CONDITIONS OF APPOINTMENT

- a. In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Dr. Vijay Sankeshwar, the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.
- b. No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- c. Dr. Vijay Sankeshwar shall not be liable to retire by rotation.

The terms as set out in the explanatory statement may be treated as the terms of the appointment of Dr. Vijay Sankeshwar under Section 190 of the Companies Act, 2013.

The Board recommends the resolution set forth in agenda No. 5 for the approval of the members.

Except Dr. Vijay Sankeshwar and Mr. Anand Sankeshwar, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexures A & B respectively to this notice.

AGENDA – 6

REVISION IN REMUNERATION OF MR. ANAND SANKESHWAR (DIN: 00217773), MANAGING DIRECTOR

The members, at the Annual General Meeting of the Company held on 14th July 2014, had approved the appointment of Mr. Anand Sankeshwar as a Managing Director of the Company for 5 (five) years and fixed the remuneration payable to him for 3 (three) years from 01st April 2014 to 31st March 2017. The members then had, *interalia*, approved a remuneration of ₹ 16,50,000/- per month. Taking into consideration the increased business activities of the company and the responsibilities cast on Mr. Anand Sankeshwar, Managing Director and based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 19th May 2017 decided to revise the remuneration payable to Mr. Anand Sankeshwar from the existing monthly remuneration of ₹ 16,50,000/- to ₹ 25,00,000 per month w.e.f. 01st April 2017. All other terms and conditions relating to his appointment and remuneration as approved earlier by the members remain unchanged.

Details of remuneration paid to Mr. Anand Sankeshwar during the Financial Year 2016-17 have been disclosed in the annexure to the Directors' Report and in the Corporate Governance Report.

A draft of the Supplementary Agreement to be entered into with Mr. Anand Sankeshwar setting out the revised remuneration, perquisites, facilities and other benefits payable to him duly initialed by the Chairman for the purposes of identification will be available for inspection by the Members at the Registered Office of the Company between 9.30 a.m. and 6.00 p.m. on all working days.

Except Dr. Vijay Sankeshwar and Mr. Anand Sankeshwar, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in agenda No. 6 for the approval of the Members.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexures A & B respectively to this Notice.

AGENDA - 7

APPOINTMENT OF MR. K N UMESH (DIN: 02602595) AS A WHOLE TIME DIRECTOR OF THE COMPANY

Mr. K. N. Umesh, aged 63 years, a Commerce graduate from Mysore University, worked as an accountant with M/s. Anil Rerolling Mills (P) Limited prior to joining VRL Logistics Limited on 12th March 1984. He has been with the Company for over 33 years and has risen through the ranks and is presently designated as the Chief Operating Officer of the Company. His area of expertise has been mainly in the formulation and implementation of the business policies and matters connected therewith. Mr. K. N. Umesh is instrumental in formulating strategic business plans for the Company as also overseeing its routine business operations.

Pursuant to recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 19th May 2017 appointed Mr. K N Umesh as a whole time director of the Company which is subject to approval of members at this Annual General Meeting at the remuneration as detailed below:

Period:

5 years with effect from 19th May 2017

Salary:

Salary of ₹ 8,00,000/- per month inclusive of perquisites listed below with the authority to the Board of Directors to fix / vary the salary.

Perquisites:

- a. Gratuity as per rules of the Company.
- b. Earned leave with full pay or encashment as per rules of the Company.
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- d. Provision for use of the Company's car for official duties.
- e. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

The following perquisites shall not be included in the computation of remuneration stated above:

- a. Gratuity as per rules of the Company.
- b. Earned leave with full pay or encashment as per rules of the Company.
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- d. Provision for use of the Company's car and telephone for official duties.

For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

OTHER TERMS & CONDITIONS OF APPOINTMENT:

- a. In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. K N Umesh, the remuneration by way of salary, perquisites or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.
- b. No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- c. Mr. K N Umesh shall be liable to retire by rotation.

Draft copy of the Agreement to be entered into between the Company and Mr. K N Umesh is open for inspection at the registered office of the Company between 9.30 a.m. to 6.00 p.m. on all working days in compliance with the requirements of Section 190 of the Companies Act, 2013.

The terms as set out in the explanatory statement may be treated as the terms of the appointment of Mr. K N Umesh under Section 190 of the Companies Act 2013.

In the opinion of the Board, Mr. K N Umesh fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as a Whole time Director of the Company.

The Board opines that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. K N Umesh as a Whole time Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. K N Umesh as a Whole time Director, for the approval of members in general meeting by means of an ordinary resolution.

Except Mr. K N Umesh, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution as set out at agenda No.7.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexures A & B respectively to this Notice.

AGENDA – 8

APPOINTMENT OF MR. L R BHAT (DIN: 01875068) AS A WHOLE TIME DIRECTOR OF THE COMPANY

Mr. L R Bhat, aged 58 years, holds a diploma in Mechanical Engineering from the State Board of Technical Education & Training, Tamil Nadu and is certified member of the Institute of Engineers in tool design. He has been associated with the Company since 1st July 1995. He heads the vehicle maintenance function and is also instrumental in developing the in-house Information Technology which has resulted in growth coupled with enormous cost saving in the Company.

The Company has received a notice from a member proposing his candidature for the office of whole time director as required under section 160 of the Companies Act, 2013.

Pursuant to recommendation of Nomination and Remuneration Committee, Board at its meeting held on 19th May 2017 considered the same and recommends the member the appointment of Mr. L R Bhat as a whole time director at the remuneration detailed below:

Period:

5 years with effect from the date of this meeting i.e 04th August 2017

Salary:

Salary of ₹ 8,00,000/- per month inclusive of perquisites listed below with the authority to the Board of Directors to fix / vary the salary.

Perquisites:

- a. Gratuity as per rules of the Company.
- b. Earned leave with full pay or encashment as per rules of the Company.
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- d. Provision for use of the Company's car for official duties.
- e. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.

The following perquisites shall not be included in the computation of remuneration stated above:

- a. Gratuity as per rules of the Company.
- b. Earned leave with full pay or encashment as per rules of the Company.
- c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.
- d. Provision for use of the Company's car and telephone for official duties.

For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

OTHER TERMS & CONDITIONS OF APPOINTMENT:

- a. In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Mr. L R Bhat, the remuneration by way of salary, perquisites or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.
- b. No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committees thereof.
- c. Mr. L R Bhat shall be liable to retire by rotation.

Draft copy of the Agreement to be entered into between the Company and Mr. L R Bhat is open for inspection at the registered office of the Company between 9.30 a.m. to 6.00 p.m. on all working days in compliance with the requirements of Section 190 of the Companies Act, 2013.

The terms as set out in the explanatory statement may be treated as the terms of the appointment of Mr. L R Bhat under Section 190 of the Companies Act 2013.

In the opinion of the Board, Mr. L R Bhat fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a Whole time Director of the Company.

The Board opines that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. L R Bhat as a Whole time Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Mr. L R Bhat as a Whole time Director, for the approval of members in general meeting by means of an ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution as set out at agenda No.8.

Information pursuant Listing Regulations and Secretarial Standard 2 issued by the Institute of Company Secretaries of India are provided as annexures A & B respectively to this Notice.

AGENDA - 9

APPROVAL, CONSIDERATION AND RATIFICATION OF REMUNERATION FIXED BY THE BOARD FOR COST AUDITOR TO CONDUCT THE COST AUDIT OF THE WIND POWER DIVISION OF THE COMPANY

The Ministry of Corporate Affairs has issued Companies (Cost Records & Audit) Amendment Rules 2014 which, *inter alia*, warrant the maintenance of cost records in respect of the Wind Power generation activity of the Company. In compliance with the said rules and based on the recommendation of the Audit Committee, the Board has approved the re-appointment of M/s. S K Tikare & Co, Cost Accountants, to audit the cost records of the Wind Power division of the Company at a remuneration of ₹ 60,000/- for the Financial Year 2017-18, subject to the approval of members.

Accordingly, the resolution as stated in the Notice is commended for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are interested in the said resolution.

By order of the Board of Directors

Aniruddha Phadnavis
Company Secretary

Date: 08.07.2017

Place: Hubballi

Annexure A

Details of Directors seeking appointment / reappointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Name of Director: Dr. Ashok Shettar	
Qualification	B.E in Civil Engineering, Ph.D in Civil Engineering
Expertise in Specific functional area	Dr. Ashok Shettar holds B.E. in Civil Engineering from Karnataka University, Dharwad and Ph.D. in Civil Engineering from Indian Institute of Science, Bengaluru. He was Former Member of Executive Council of Visvesvaraya Technological University, Belgaum and Former Member of Higher Education Council, Government of Karnataka. Presently he is member of the Indian Society for Technical Education as also the Vice Chancellor of KLE Technological University. In 2005 he got "Rotary Centennial" award for Professional Excellence Administrative and Teaching Experience. He has more than 3 decades of teaching and administrative experience.
Directorship held in other Listed Companies	None
Membership of Committee in other Listed Companies	None
Category	Non-Executive Director
Relationship with other directors	Not related to any directors
Shareholding in the Company as on 31 st March 2017	Nil

Name of Director: Dr. Vijay Sankeshwar	
Qualification	B.Com
Expertise in Specific functional area	Dr. Vijay Sankeshwar is the promoter and has been associated with the Company since its incorporation and has been instrumental in formulation of long-term vision and strategy of the Company. He has more than four decades of experience in the business of the Company
Directorship held in other Listed Companies	None
Membership of Committee in other Listed Companies	None
Category	Executive Director – Chairman & Managing Director
Relationship with other directors	Related to Mr. Anand Sankeshwar, Managing Director of the Company
Shareholding in the Company as on 31 st March 2017	3,17,92,000 equity shares of the Company representing a total holding of 34.84%.

Name of Director: Mr. K N Umesh	
Qualification	B.Com
Expertise in Specific functional area	A Commerce graduate from Mysore University, he joined VRL Logistics Limited on 12 th March 1984. His area of expertise has been mainly in the formulation and implementation of the business policies and matters connected therewith. Mr. K. N. Umesh has risen through the ranks and is instrumental in formulating strategic business plans of the Company.
Directorship held in other Listed Companies	None
Membership of Committee in other Listed Companies	None
Category	Executive Director – Whole time director
Relationship with other directors	Not related to any director
Shareholding in the Company as on 31 st March 2017	1750 equity shares

Name of Director: Mr. L R Bhat	
Qualification	Diploma in Mechanical Engineering & Certified member of Institute of Engineers
Expertise in Specific functional area	Mr. L R Bhat holds a diploma in Mechanical Engineering from the State Board of Technical Education & Training, Tamil Nadu and is certified member of the Institute of Engineers in tool design. He has been associated with the Company since 1 st July 1995 and instrumental in developing in house IT which has resulted in enormous growth coupled with cost saving. He has more than 2 decades of experience in the IT field. He also heads the vehicle maintenance function in the Company.
Directorship held in other Listed Companies	None
Membership of Committee in other Listed Companies	None
Category	Executive Director – Whole time director
Relationship with other directors	Not related to any director
Shareholding in the Company as on 31 st March 2017	2115 shares held jointly with spouse Mrs. Usha Ramanand Bhat (name of the latter appears as the first holder)

Annexure B**Information pursuant to clause 1.2.5 of Secretarial Standard 2 (SS-2) issued by the Institute of Company Secretaries of India**

Name of the Director	Dr. Vijay Sankeshwar	Mr. Anand Sankeshwar	Mr. K N Umesh	Mr. L R Bhat
Age	67	43	63	58
Qualifications	B.Com	B.Com	B.Com	Diploma in Mech. Engineering
Experience	<p>He holds a Bachelor's Degree in commerce from Karnataka University, Dharwad. He was a former Member of Parliament and was elected from the Dharwad (North) constituency in the 11th, 12th and 13th Lok Sabha elections and he was also a member of the Legislative Council of the State of Karnataka. He was a member of Central Government committees, such as, the Committee of Finance between 1996 and 1997, the Consultative Committee, Ministry of Surface Transport between 1996 and 2000 and the Committee of Transport and Tourism between 1998 and 2000. He has over four decades of experience in the transport industry. He is the recipient of several national and international awards and accolades including an honorary doctorate from Karnatak University. He is the founder and promoter of the Company and lays down the strategic vision and formulation of policies.</p>	<p>He holds a Bachelor's Degree in commerce from Karnataka University, Dharwad. He has 19 years of experience in the business. He has been awarded the 'Youth Icon' award, Annual Business Marketing Professional of the Year and many other awards and recognitions. He is involved in the strategy and policy making and oversees the policy implementation as well. He heads the marketing function of the company. He is actively involved in the day to day operations of the business.</p>	<p>Commerce graduate from Mysore University, worked as an accountant with M/s. Anil Rerolling Mills (P) Limited prior to joining VRL Logistics Limited on 12th March 1984. His area of expertise has been mainly in the formulation and implementation of the business policies and matters connected therewith. Mr. K. N. Umesh has risen through the ranks and is instrumental in formulating strategic business plans of the Company.</p>	<p>Mr. L R Bhat holds a diploma in Mechanical Engineering from the State Board of Technical Education & Training, Tamil Nadu and is certified member of the Institute of Engineers in tool design. He has been associated with the Company since 1st July 1995 and instrumental in developing in house IT which has resulted in enormous growth coupled with cost saving. He has more than 2 decades of experience in the IT field.</p>

Terms of Conditions of appointment	Provided in the explanatory statement to this Notice	Provided in the explanatory statement to this Notice	Provided in the explanatory statement to this Notice	Provided in the explanatory statement to this Notice
Details of Remuneration sought to be paid	₹ 27 Lakhs per month inclusive of perquisites plus 0.75% commission on net profits of the company contained in the explanatory statement to this Notice.	₹ 25 Lakhs per month inclusive of perquisites as contained in the explanatory statement to this Notice	₹ 8 Lakhs per month inclusive of perquisites as contained in the explanatory statement to this Notice	₹ 8 Lakhs per month inclusive of perquisites as contained in the explanatory statement to this Notice
Last Remuneration drawn	₹ 27 Lakhs per month including perquisites plus 0.50% commission on net profits.	₹ 16.50 Lakhs per month inclusive of perquisites.	₹ 5.84 Lakhs per month inclusive of perquisites.	₹ 5.84 Lakhs per month inclusive of perquisites.
Shareholding	3,17,92,000 equity shares of the Company representing a holding of 34.84%	3,12,65,250 equity shares of the Company representing a holding of 34.27%	1,750 equity shares	2,115 held jointly with his spouse (latter being the first holder)
Relationship with other Director / KMPs	None except with Mr. Anand Sankeshwar	None except with Dr. Vijay Sankeshwar	None	None
Number of Board meetings attended during the year	3	4	NA	NA
Other directorships	Companies in which he is a Director as of date of this Notice: 1. VRL Media Limited 2. VRL Electronics Private Limited 3. Shivashakti Sugars Limited	Companies in which he is a Director as of date of this Notice: 1. VRL Media Limited 2. VRL Electronics Private Limited 3. Vijayanand Infotech Private Limited 4. Hyperconnect Technologies Private Limited 5. India Chapter of International Advertising Association	Companies in which he is a Director as of date of this Notice: 1. Anikethana Enterprise Private Limited	NIL
Membership / Chairmanship of committees of other Boards	Chairman - Audit Committee, Shivashakti Sugars Limited	None	None	None

Aniruddha Phadnavis
Company Secretary

Date: 08.07.2017
Place: Hubballi



VRL LOGISTICS LIMITED

**Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi (Karnataka) - 581 207
(18th KM, NH-4, Bengaluru Road, Varur)**

**Tel: 0836 2237607, Fax: 0836 2237614, Email: investors@vrllogistics.com
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in**

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 34th Annual General Meeting of the Company at Registered Office of the Company situated at RS No.351/1, Varur, Post: Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581 207 (18th KM, NH-4, Bengaluru Road, Varur) on 4th August 2017 at 4.30 p.m..

Full Name	
Address	
Folio No.	
DP ID	
Client ID	
No. of Shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company

.....
Full name of the member / proxy (in block letters)

.....
Signature



VRL LOGISTICS LIMITED

**Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi (Karnataka) - 581 207
(18th KM, NH-4, Bengaluru Road, Varur)**

**Tel: 0836 2237607, Fax: 0836 2237614, Email: investors@vrllogistics.com
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in**

PROXY FORM - MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L60210KA1983PLC005247

Name of the Company : VRL LOGISTICS LIMITED

Registered Office : RS, No.351/1, Varur Post Chabbi Taluk Hubballi, District Dharwad, Hubballi - 581207 India.
(18th KM, NH- 4, Bengaluru Road, Varur)

Website: www.vrlgroup.in Email: investors@vrllogistics.com

Name of the Member (s):.....

Registered address:.....

E-mail Id: DP ID No.*

Client ID No. *Client ID No.

Folio No:.....

I / We, being the member(s) of _____ Equity Shares of VRL Logistics Limited, hereby appoint

1.Name :

Address :

E-mail Id :

Signature :, or failing him / her

2. Name:.....

Address:

E-mail Id:

Signature:....., or failing him / her

3. Name:.....

Address:

E-mail Id:

Signature:

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 34th Annual General Meeting of the Company, to be held on the 4th August 2017 at 4.30 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sl.No	Resolutions	Optional*	
		For	Against
Ordinary Business			
1	Adoption of Audited Financial Statements, Board & Auditors report thereon for the FY 2016-17		
2	Confirm interim dividend paid as the final dividend for FY 2016-17		
3	Appointment of Dr. Ashok Shettar, who retires by rotation and being eligible, offers himself for reappointment.		
4	To ratify the appointment of Walker, Chandiook & Co, LLP, Mumbai as the Statutory Auditors of the Company		
Special Business			
5	Re-appointment of Dr. Vijay Sankeshwar as the Chairman and Managing Director of the Company		
6	Revision in remuneration of Mr. Anand Sankeshwar, Managing Director		
7	Appointment of Mr. K N Umesh as a Whole time Director of the Company		
8	Appointment of Mr. L R Bhat as a Whole time Director of the Company		
9	To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2017-18		

Signed this ___ day of _____, 2017

Affix Re.1
Revenue
Stamp
here

Signature of Shareholder

Signature of Proxy Holder (s)

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. * In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

Route Map to reach the Registered Office of the Company (AGM Venue)

