

Corporate Office :

Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State
Phone : 0836 2237511
Fax : 0836 2256612
e-mail : headoffice@vrllogistics.com

To,

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001**

**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 Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2021

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

In accordance with SEBI Circular No D&CC/FITTC/CIR/16/2002 dated 31st December 2002 and Regulation 76 of SEBI (Depositories and Participant) Regulations, 2018, as amended, we enclose herewith the audit report on reconciliation of share capital for the quarter ended March 31, 2021.

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: 10.04.2021

Place: Hubballi



A S PACHLAG & CO
COMPANY SECRETARIES

6, 1st Floor, C Block, Revankar Complex,
Court Circle, Hubballi-580029
Office:0836-4256919, Cell: 96200-12919,
Email: cs_akshaysp@yahoo.com

April 10, 2021

The Board of Directors
VRL Logistics Limited
RS No.351/1, Varur Post Chabbi
Taluk Hubballi Distict Dharwad,
Hubballi-581 20

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[Pursuant to SEBI Circular No. D&CC/FITTC/CIR/ 16/2002 dated 31 December 2002 and Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.]

We have examined the relevant records of M/s. VRL Logistics Limited, Hubballi for the quarter ended on 31st March 2021 as maintained by M/s. **KFin Technologies Private Limited** (Formerly known as Karvy Fintech Private Limited & Karvy Computershare Private Limited), the Registrar and Transfer Agents of the Company. In our opinion and to the best of our knowledge and according to the information and explanation given to us and as shown by the records examined by us, we hereby submit our Reconciliation of Share Capital Audit Report.

For A S Pachlag and Co.,
Company Secretaries

CS Akshay S Pachlag
Proprietor

M No. 30741, CP: 11710
UDIN: A030741C000045019



RECONCILIATION OF SHARE CAPITAL AUDIT

1	For Quarter Ended	31-Mar-21
2	ISIN :	INE366I01010
3	Face Value :	Rs.10/- each
4	Name of the Company	VRL Logistics Limited
5	Registered Office Address	RS No.351/1, Varur Post Chabbi Taluk Hubballi Distict Dharwad Hubballi-581 207
6	Correspondence Address	Corporate office, Giriraj Annexe, Circuit House Road, Hubballi - 580 029
7	Telephone & Fax Nos.	Tel: 91 836 2237511 Fax: 91 836 2256612
8	Email address	investors@vrllogistics.com
9	Names of the Stock Exchanges where the company's securities are listed :	(i) BSE Limited (ii) National Stock Exchange of India Limited

	Number of shares	% of Total Issued Cap.
10	88343495	-
11		
Listed Capital (Exchange-wise)		
(i) BSE Limited	88343495	100
(ii) National Stock Exchange of India Limited	88343495	100
12	64646954	73.18
Held in dematerialised form in CDSL		
13	23696485	26.82
Held in dematerialised form in NSDL		
14	56	0.00
Physical		
15	88343495	100.00
Total No.of shares (12+13+14)		
16	Not Applicable	
Reasons for difference if any, between (10&11) , (10&15) , (11&15) :		

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below :						
Particulars***	No.of shares	Applied / Not Applied for Listing	Listed on Stock Exchanges (Specify Names)	whether intimated to CDSL	whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
Buyback - Open Market through Stock Exchange	2000000 Refer note below	NA	BSE Limited National Stock Exchange of India Limited	Yes	Yes	NA

* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

Note: Board of Directors of the Company at its meeting held on February 6, 2021 had approved a proposal to Buy-back, by the Company, its fully paid up Equity Shares for an aggregate amount not exceeding Rs.60,00,00,000/- (Rupees Sixty crores only), ("Maximum Buy-back Size"), being 9.73% of the total paid up share capital and free reserves of the Company based on the audited financial statements of the Company as at March 31, 2020 (being the date of last audited financial statements of the Company), for a price not exceeding Rs.300/- (Rupees three hundred only) per Equity Share ("Maximum Buy-back Price") from the shareholders of the Company, excluding promoters, promoter group, persons acting in concert and persons who are in control of the Company, payable in cash, via the open market route through the Stock Exchanges, in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, as amended ("SEBI Buyback Regulations") and the Companies Act, 2013 and rules made thereunder, as amended. Pursuant to said approval, the Company has a time frame of 6 months to complete such Buy Back, it had bought back 20,00,000 equity shares and extinguished as on March 22, 2021. The same resulted in a change in the paid up capital of the Company. Prior to the commencement of such Buy Back the paid up capital of the Company comprised of 90,34,34,950 equity shares having face value of Rs.10 each and considering the extinguishment of 20,00,000 shares as stated above, the issued and paid-up capital of the Company as of 31.03.2021 stands changed to Rs.88,34,34,950/- (Rupees Eighty eight crores thirty four lakhs thirty four thousand nine hundred and fifty only) comprising of 8,83,43,495 equity shares resulting having face value of Rs.10/- each.

18	Register of Members is updated (Yes / No) If not, updated upto which date	Yes
19	Reference of previous quarter with regards to excess dematerialised shares,if any.	NA
20	Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?	NA

21	Mentioned the total no.of requests, if any, confirmed after 21 days and the total no.of requests pending beyond 21 days with the reasons for			
	Total No.of demat requests	No.of requests	No.of shares	Reasons for delay
	Confirmed after 21 Days	Nil	Nil	NA
	Pending for more than 21 days	Nil	Nil	NA

22	Name, Telephone & Fax No. of the Compliance Officer of the Co.	Mr. Aniruddha A. Phadnavis Tel: 91 836 2237511 Fax: 91 836 2256612
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23	Name, Address, Tel. & Fax No., Regn. no. of the certifying CA/CS	CS Akshay S Pachlag M No. 30741, CoP 11710 A S Pachlag & Co Company Secretaries No.6, 1st Floor, C Block, Revankar Complex, Court Circle, Hubballi - 580029
24	Appointment of common agency for share registry work	KFin Technologies Private Limited Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramaguda Hyderabad 500 032
25	Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE,	Nil

