

General information about company	
Scrip code	539118
NSE Symbol	VRLLLOG
MSEI Symbol	NOTLISTED
ISIN	INE366I01010
Name of the entity	VRL LOGISTICS LIMITED
Date of start of financial year	01-04-2020
Date of end of financial year	31-03-2021
Reporting Quarter	Yearly
Date of Report	31-03-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)				
Whether the listed entity has a Regular Chairperson											Yes				
Whether Chairperson is related to MD or CEO											Yes				
PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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)
AGVPS4682H	00217714	Executive Director	Chairperson	MD	02-08-1950	NA		15-06-2005	01-01-2017		1	0	0	0	
AGVPS4683G	00217773	Executive Director	Not Applicable	MD	14-11-1974	NA		19-06-2007	01-04-2019		1	0	0	0	
AFUPK2773F	02602595	Executive Director	Not Applicable		10-05-1954	NA		19-05-2019	19-05-2019		1	0	0	0	
ABWPB6415D	01875068	Executive Director	Not Applicable		27-01-1959	NA		04-08-2019	04-08-2019		1	0	0	0	

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Name of the Company
5	Mr	Prabhakar Kore	AFFPK5674J	00509836	Non-Executive - Independent Director	Not Applicable		01-08-1947	NA		01-04-2014	01-04-2019		84	1	1	2
6	Mrs	Medha Pawar	AJDPP6301R	06921510	Non-Executive - Independent Director	Not Applicable		29-04-1967	NA		12-12-2014	12-12-2019		76	1	1	2
7	Mr	Shankarasa Ladwa	AACPL7749M	06964188	Non-Executive - Independent Director	Not Applicable		16-02-1962	NA		19-02-2015	19-02-2020		73	1	1	2
8	Mr	Anand Panduragi	ACXPP4382P	07038691	Non-Executive - Independent Director	Not Applicable		30-09-1953	NA		19-02-2015	19-02-2020		73	1	1	0

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Name of the Company
9	Mr	Smriti Bellad	AFMPB2096J	06732781	Non-Executive - Independent Director	Not Applicable		19-09-1969	NA		03-11-2018	03-11-2018		29	1	1	0
10	Mr	Gurudas Narekuli	ABEPN3020A	07950458	Non-Executive - Independent Director	Not Applicable		27-07-1950	NA		01-04-2019	01-04-2019		24	1	1	1
11	Mr	Raghottam Akamanchi	ABGPA1086K	07038738	Non-Executive - Non Independent Director	Not Applicable		17-04-1964	NA		19-02-2015	14-08-2020			1	0	1
12	Mr	Ashok Shettar	ACDPS8504L	07038714	Non-Executive - Non Independent Director	Not Applicable		26-06-1958	NA		08-08-2015	10-08-2019			1	0	0

Text Block	
Textual Information(1)	<p>1) The initial date of appointment of Mr. Vijay Sankeshwar and Mr. Anand Sankeshwar is as per master data available in MCA portal.</p> <p>2) With respect to whether the Chairperson is relative to MD or CEO, Mr. Vijay Sankeshwar, Chairman and Managing Director and Mr. Anand Sankeshwar, Managing Director are related to each other.</p>

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block	
Textual Information(1)	The Board of Directors at its board meeting held on 06.02.2021 constituted a Buy-back Committee to supervise the buy-back scheme of the Company. the committee consist Dr. Vijay Sankeshwar, Chairman, Mr. Anand Sankeshwar,ED, Mr. L. R. Bhat,ED, the Committee also consist Mr. Sunil Nalavadi, CFO and Mr. Aniruddha Phadnavis, Company Secretary whose name could not disclose under the table of other Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Chairperson	07-08-2015		
2	06921510	Medha Pawar	Non-Executive - Independent Director	Member	07-08-2015		
3	07950458	Gurudas Narekuli	Non-Executive - Independent Director	Member	01-04-2019		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Chairperson	01-04-2019		
2	06921510	Medha Pawar	Non-Executive - Independent Director	Member	03-11-2018		
3	07038691	Anand Panduragi	Non-Executive - Independent Director	Member	07-08-2015		
4	07038714	Ashok Shettar	Non-Executive - Non Independent Director	Member	02-11-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Chairperson	07-08-2015		
2	06921510	Medha Pawar	Non-Executive - Independent Director	Member	01-04-2019		
3	07038738	Raghottam Akamanchi	Non-Executive - Non Independent Director	Member	03-11-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217714	Vijay Sankeshwar	Executive Director	Chairperson	09-02-2019		
2	02602595	K N Umesh	Executive Director	Member	09-02-2019		
3	01875068	L R Bhat	Executive Director	Member	09-02-2019		
4	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Member	09-02-2019		
5	99999999	Sunil Nalavadi	Member	Member	09-02-2019		Textual Information(1)
6	99999999	Raghavendra Malgi	Member	Member	09-02-2019		Textual Information(2)

Sr Text Block	
Textual Information(1)	Mr. Sunil Nalavadi is the Chief Financial Officer of the Company.
Textual Information(2)	Mr. Raghavendra Malgi is the Vice President(Accounts) of the Company.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217714	Vijay Sankeshwar	Executive Director	Chairperson	06-02-2021		Textual Information(1)
2	00509836	Prabhakar Kore	Non-Executive - Independent Director	Member	26-08-2014		
3	00217773	Anand Sankeshwar	Executive Director	Member	26-08-2014		
4	06921510	Medha Pawar	Non-Executive - Independent Director	Member	07-08-2015		
5	07038738	Raghottam Akamanchi	Non-Executive - Non Independent Director	Member	01-04-2019		

Sr Text Block	
Textual Information(1)	At the Board Meeting held on 06.02.2021, the CSR committee has been reconstituted and Dr. Vijay Sankeshwar appointed as a chairman of the Committee.

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00217714	Vijay Sankeshwar	Finance Committee	Executive Director	Chairperson	
2	00217773	Anand Sankeshwar	Finance Committee	Executive Director	Member	
3	07038738	Raghottam Akamanchi	Finance Committee	Non-Executive - Non Independent Director	Member	
4	00217714	Vijay Sankeshwar	Administration Committee	Executive Director	Chairperson	
5	00217773	Anand Sankeshwar	Administration Committee	Executive Director	Member	
6	06921510	Medha Pawar	Administration Committee	Non-Executive - Independent Director	Member	
7	07038738	Raghottam Akamanchi	Administration Committee	Non-Executive - Non Independent Director	Member	
8	00217714	Vijay Sankeshwar	Buy-back Committee	Executive Director	Chairperson	
9	00217773	Anand Sankeshwar	Buy-back Committee	Executive Director	Member	
10	01875068	L R Bhat	Buy-back Committee	Executive Director	Member	

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	06-11-2020				Yes	10	5
2		06-02-2021	91		Yes	12	6

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Textual Information(1)	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	
1	Audit Committee	06-11-2020				Yes	3	3
2	Audit Committee	06-02-2021	91			Yes	3	3
3	Stakeholders Relationship Committee	06-02-2021				Yes	3	2
4	Corporate Social Responsibility Committee	06-02-2021				Yes	4	2
5	Risk Management Committee	06-02-2021				Yes	6	1

Text Block	
Textual Information(1)	CSR Committee meeting was held on 06.02.2021 prior to reconstitution of the CSR Committee at the Board Meeting under the chairmanship of Dr. Prabhakar Kore,

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

Text Block	
Textual Information(1)	All related party transactions were entered with the prior approval of the Audit Committee and Board of Directors of the Company. Other repetitive related party transactions were entered with omnibus approval of the Audit Committee of the Company.
Textual Information(2)	There were no such material transactions between the Company and Related Parties, Hence no such approvals were required from the shareholders.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	ANIRUDDHA PHADNAVIS
2	Designation	Company Secretary and Compliance Officer

Text Block

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.vrlgroup.com
2	Terms and conditions of appointment of independent directors	Yes		www.vrlgroup.com
3	Composition of various committees of board of directors	Yes		www.vrlgroup.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.vrlgroup.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vrlgroup.com
6	Criteria of making payments to non-executive directors	No	No such criteria prescribed for making payments to Non-Executive Directors except sitting fees for attending Board and Committee meetings.	
7	Policy on dealing with related party transactions	Yes		www.vrlgroup.com
8	Policy for determining 'material' subsidiaries	No	No such material subsidiaries	
9	Details of familiarization programmes imparted to independent directors	Yes		www.vrlgroup.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.vrlgroup.com
11	email address for grievance redressal and other relevant details	Yes		www.vrlgroup.com
12	Financial results	Yes		www.vrlgroup.com
13	Shareholding pattern	Yes		www.vrlgroup.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.vrlgroup.com
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.vrlgroup.com
18	Credit rating or revision in credit rating obtained	Yes		www.vrlgroup.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vrlgroup.com
21	Materiality Policy as per Regulation 30	Yes		www.vrlgroup.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.vrlgroup.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.vrlgroup.com
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	All compliance and other Investors related disclosures are made in Company's website www.vrlgroup.in under separate head "Investor Desk"

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II		
1	Name of signatory	Aniruddha Phadnavis
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II		
1	Name of signatory	ANIRUDDHA PHADNAVIS
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	ANIRUDDHA PHADNAVIS
Designation of person	Company Secretary and Compliance Officer
Place	HUBBALLI
Date	07-04-2021

