

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	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
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				
For	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)
FWAR	AGVPS4682H	00217714	Executive Director	Chairperson	MD	02-08-1950	NA		15-06-2005	01-01-2022		1	0	0	0	
FWAR	AGVPS4683G	00217773	Executive Director	Not Applicable	MD	14-11-1974	NA		19-06-2007	01-09-2019		1	0	0	0	
SH	AFUPK2773F	02602595	Executive Director	Not Applicable		10-05-1954	NA		19-05-2017	19-05-2017		1	0	0	0	
	ABWBP6415D	01875068	Executive Director	Not Applicable		27-01-1959	NA		04-08-2017	04-08-2017		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)
5	Mr	PRABHAKAR KORE	AFFPK5674J	00509836	Non-Executive - Independent Director	Not Applicable		01-08-1947	NA		01-04-2014	01-04-2019		96	1	1
6	Mrs	MEDHA PAWAR	AJDPP6301R	06921510	Non-Executive - Independent Director	Not Applicable		29-04-1967	NA		12-12-2014	12-12-2019		88	1	1
7	Mr	SHANKARASA LADWA	AACPL7749M	06964188	Non-Executive - Independent Director	Not Applicable		16-02-1962	NA		19-02-2015	19-02-2020		85	1	1
8	Mr	ANAND PANDURANGI	ACXPP4382P	07038691	Non-Executive - Independent Director	Not Applicable		30-09-1953	NA		19-02-2015	19-02-2020		85	1	1

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)
9	Mrs	SMRITI BELLAD	AFMPB2096J	06732781	Non-Executive - Independent Director	Not Applicable		19-09-1969	NA		03-11-2018	03-11-2018		41	1	1
10	Mr	GURUDAS NAREKULI	ABEPN3020A	07950458	Non-Executive - Independent Director	Not Applicable		27-07-1950	NA		01-04-2019	01-04-2019		36	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
12	Mr	ASHOK SHETTAR	ACDPS8504L	07038714	Non-Executive - Non Independent Director	Not Applicable		26-08-1958	NA		08-08-2015	07-08-2021			1	0

Text Block

Textual Information(1)

- 1) In case of initial date of appointment of Mr. Vijay Sankeshwar is as per master data of MCA. However he is on Board since inception.
- 2) In case of initial date of appointment of Mr. Anand Sankeshwar is as per master data of MCA. However he is on Board since 01.01.2002.
- 3) Mr. Vijay Sankeshwar, Chairman and Managing Director is related to Mr. Anand Sankeshwar, Managing Director of the Company.
- 4) Mr. Vijay Sankeshwar is re-appointed as Chairman and Managing Director of the Company for a further period of five years w.e.f. 01.01.2022

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

Annexure 1 Text Block

Textual Information(1)

Mrs. Medha Pawar, an Independent Director of the Company has been appointed as a member of Risk Management Committee of the Company at the Board meeting held on 02.02.2022.

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 PANDURANGI	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	INDEPEDENT DIRECTOR	Member	09-02-2019		
5	06921510	MEDHA PAWAR	INDEPEDENT DIRECTOR	Member	02-02-2022		
6	99999999	SUNIL NALAVADI	CHIEF FINANCIAL OFFICER	Member	09-02-2019		
7	99999999	RAGHAVENDRA MALGI	VICE PRESIDENT ACCOUNTS	Member	09-02-2019		

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		
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		

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	

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							Textual Information(1)
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* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	01-11-2021				Yes	11	5
2		02-02-2022	92		Yes	11	5

Text Block

Textual Information(1)

1) In Board meeting dated 02.02.2022, Mr. Prabhakar Kore, Mr. Gurudas Narekuli and Mrs. Smriti Bellad, directors of the Company were participated through Video Conferencing.

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* (All directors including Independent Director)	
1	Audit Committee	01-11-2021				Yes	3	3
2	Audit Committee	02-02-2022	92			Yes	2	2
3	Stakeholders Relationship Committee	02-02-2022				Yes	2	1
4	Corporate Social Responsibility Committee	02-02-2022				Yes	5	2
5	Risk Management Committee	02-02-2022				Yes	5	0

Text Block

Textual Information(1)

Mr. Shankarasa Ladwa could not attend the Board and other committee meetings due to emergency and unavoidable circumstances with permission of Chair. Leave of absence was granted on request of Honorable Director.

Mr. Prabhakar Kore and Mr. Gurudas Narekuli were attended the Committee meetings through video conferencing.

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)

Text Block

Textual Information(1)

The prior approval of audit committee have been obtained for all related party transactions and omni bus approval of audit committee also obtained for related party transactions repetitive nature.

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.in
2	Terms and conditions of appointment of independent directors	Yes		www.vrlgroup.in
3	Composition of various committees of board of directors	Yes		www.vrlgroup.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.vrlgroup.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vrlgroup.in
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.in
8	Policy for determining 'material' subsidiaries	No	No material subsidiaries to the Company, hence policy related material subsidiary have not been framed.	
9	Details of familiarization programmes imparted to independent directors	Yes		www.vrlgroup.in

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.in
11	email address for grievance redressal and other relevant details	Yes		www.vrlgroup.in
12	Financial results	Yes		www.vrlgroup.in
13	Shareholding pattern	Yes		www.vrlgroup.in
14	Details of agreements entered into with the media companies and/or their associates	No	There were no such agreements with the media companies or their associates	
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.in
16	New name and the old name of the listed entity	No	There is no change in the name of the Company.	
17	Advertisements as per regulation 47 (1)	Yes		www.vrlgroup.in
18	Credit rating or revision in credit rating obtained	Yes		www.vrlgroup.in
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.in
21	Materiality Policy as per Regulation 30	Yes		www.vrlgroup.in
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.vrlgroup.in
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.vrlgroup.in

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)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided			Textual Information(1)

Text Block

Textual Information(1)	<ol style="list-style-type: none">1) In respect of Sr. No.27, there were no material related party transations.2) In respect of Sr. No.29, there were no unlisted material subsidiary company to the company hence composition of Board such company does not applicable.3) In respect of Sr. No.30, No alternative director appointed for an independent director during the year
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Annexure II

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	Textual Information(1)

Text Block

Textual Information(1)

There is no subsidiary to the Company, hence no material subsidiary policy has been framed and Corporate Governance requirements to such material subsidiary are not applicable.

Annexure II

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

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details

Name of signatory	ANIRUDDHA PHADNAVIS
Designation of person	Company Secretary and Compliance Officer
Place	HUBBALLI
Date	07-04-2022

