

CIN · L60210KA1983PLC005247

Corporate Office :

Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State
Phones : 0836 2237511
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To,

**BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001**

**National Stock Exchange of India Limited
Exchange Plaza, Plot No.C/1, G-Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051**

Dear Sir / Madam,

Sub: Gist of the proceedings of the 32nd Annual General Meeting of the Company

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

The 32nd Annual General Meeting of the Company was held on 8th August 2015 at 11.00 a.m. at the registered office situated at RS.No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (NH-4, Bengaluru Road, Vaur).

Dr. Vijay Sankeshwar, Chairman and Managing Director, chaired the proceedings of the meeting.

Total 36 members (including proxies) attended the meeting as per the records of the attendance. Details of attendance was as below:

Registered As	Persons	Folios	Shares as on Cut-off Date	Percentage
Member	35	35	63483185	69.5756
Proxy	1	1	584943	0.6411
Auth. Rep's	0	0	0	0.0000
Total	36	36	64068128	70.2167

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2015 as a part of his speech.



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The Chairman informed the members that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and the Listing Agreement, the Company had extended the remote e-voting facility to the members of the Company in respect of resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on 5th August, 2015 and ended at 5.00 p.m. on 7th August 2015.

The Chairman informed the members that the facility for voting through electronic means (i.e. Insta Poll) was made available at the meeting for Members who have not cast their vote through remote e-voting.

He further informed that the Board of Directors have engaged the services of Karvy Computershare Private Limited ("Karvy") as the agency to provide e-voting facility and have appointed Mr. Srikant R Gudi, Practicing Company Secretary as the scrutinizer for the purpose of scrutinizing the Insta-Poll and remote E-voting Process.

Thereafter, all the 5 resolutions required to be passed were proposed and seconded. Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Srikant Gudi, Scrutinizer for an orderly conduct of the Voting.

The Chairman announced that the E-voting results alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and Karvy and shall also be communicated to the Stock Exchanges.

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

ORDINARY BUSINESS:

1. Adoption of Accounts for the year ended 31st March, 2015, along with the Auditors' Report thereon and Directors' Report (**Ordinary Resolution**)
2. Confirmation of Interim Dividend paid as Final Dividend on Equity Shares for the Financial Year ended 31st March, 2015 (**Ordinary Resolution**).
3. Appointment of Joint Statutory Auditors and fixing of their Remuneration (**Ordinary Resolutions**).
 - (a) Appointment of M/s. Walker Chandiook & Co., LLP, Chartered Accountants, Mumbai.
 - (b) Appointment of M/s. H. K. Veerabhadrappa & Co., Chartered Accountants, Hubballi



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SPECIAL BUSINESS

4. Appointment of Dr. Ashok Shivayogappa Shettar as Non-Executive Director in place of retiring Director, Mr. Darius Pandole (**Ordinary Resolution**).
5. Approval, consideration and ratification of remuneration payable to Cost Auditor for FY 2015-16 (**Ordinary Resolution**).

Voting results at the AGM as well as those over remote e-voting are enclosed herewith as Annexure 'A' and scrutinizer's report on the remote e-voting as well as Insta Poll is enclosed as 'Annexure B'.

You are requested to take note of the same.

Thanking you,

Yours faithfully

For VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 09.08.2015

Place: Hubballi

Details of Voting Results

Date of the AGM / EGM	8 th August 2015
Total number of shareholders on record date (i.e 31 st July 2015 – cut-off date for voting purpose)	34470
No. of shareholders present in the meeting either in person or through proxy	
Promoters & Promoter Group	5
Public	31
No. of shareholders attended the meeting through Video Conferencing	Video Conferencing facility was not made available
Promoters & Promoter Group	
Public	

Agenda-wise

Incise of Poll / Postal Ballot / E-voting:

The mote of voting of all resolutions was remote e-voting and e-voting (Insta Poll) at the Meeting.

1. Adoption of Accounts for the year ended 31st March, 2015, along with the Auditors' Report thereon and Directors' Report (Ordinary Resolution)

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	63480000	6348000	100	6348000	100		
Public – Institutional Holders	17571717	10956542	62.3533	10956542	100		
Public-Others	10191778	232398	2.2802	232333	99.972	65	0.0279
Total	91243495	74668940	81.8348	74668875	99.9999	65	0.0001



2. Confirmation of Interim Dividend paid as Final Dividend on Equity Shares for the Financial Year ended 31st March, 2015 (Ordinary Resolution).

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	63480000	63480000	100	63480000	100		
Public – Institutional Holders	17571717	11889275	67.6614	11889275	100		
Public-Others	10191778	232398	2.2802	232333	99.972	65	0.0279
Total	91243495	75601673	82.8571	75601608	99.9999	65	0.0001

3. Appointment of Joint Statutory Auditors and fixing of their Remuneration (Ordinary Resolutions).

(a) Appointment of M/s. Walker Chandiook & Co., LLP, Chartered Accountants, Mumbai.

(b) Appointment of M/s. H. K. Veerabhadrappa & Co., Chartered Accountants, Hubballi.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	No. of Votes - against (5)	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	63480000	63480000	100	63480000	100		
Public – Institutional Holders	17571717	11889275	67.6614	10956542	92.1548	932733	7.8451
Public-Others	10191778	232372	2.28	232307	99.972	65	0.0279
Total	91243495	75601647	82.857	74668849	98.7662	932798	1.2338

