

## Form No. MGT-7

### Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

#### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

L60210KA1983PLC005247

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	VRL LOGISTICS LIMITED	VRL LOGISTICS LIMITED
Registered office address	RS NO.351/1, VARUR POST CHABBI TALUK HUBLI DIST. DHARWAD,NA,HUBLI,Karnataka,India,581207	RS NO.351/1, VARUR POST CHABBI TALUK HUBLI DIST. DHARWAD,NA,HUBLI,Karnataka,India,581207
Latitude details	15.215896	15.215896
Longitude details	75.138104	75.138104

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Photograph Registered Office.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*9C

(c) \*e-mail ID of the company

\*\*\*\*\*ddha@vrllogistics.com

(d) \*Telephone number with STD code

83\*\*\*\*\*11

(e) Website	<div style="border: 1px solid black; padding: 2px;">www.vrlgroup.in</div>									
iv *Date of Incorporation (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">31/03/1983</div>									
v (a) *Class of Company (as on the financial year end date) <i>(Private company/Public Company/One Person Company)</i>	<div style="border: 1px solid black; padding: 2px;">Public company</div>									
(b) *Category of the Company (as on the financial year end date) <i>(Company limited by shares/Company limited by guarantee/Unlimited company)</i>	<div style="border: 1px solid black; padding: 2px;">Company limited by shares</div>									
(c) *Sub-category of the Company (as on the financial year end date) <i>(Indian Non-Government company/Union Government Company/State Government Company/ Guarantee and association company/Subsidiary of Foreign Company)</i>	<div style="border: 1px solid black; padding: 2px;">Indian Non-Government company</div>									
vi *Whether company is having share capital (as on the financial year end date)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
vii (a) Whether shares listed on recognized Stock Exchange(s)	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) Details of stock exchanges where shares are listed										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">S. No.</th> <th style="width: 50%;">Stock Exchange Name</th> <th style="width: 40%;">Code</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">1</td> <td>Bombay Stock Exchange (BSE)</td> <td>A1 - Bombay Stock Exchange (BSE)</td> </tr> <tr> <td style="text-align: center;">2</td> <td>National Stock Exchange (NSE)</td> <td>A1024 - National Stock Exchange (NSE)</td> </tr> </tbody> </table>		S. No.	Stock Exchange Name	Code	1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)	2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)
S. No.	Stock Exchange Name	Code								
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)								
2	National Stock Exchange (NSE)	A1024 - National Stock Exchange (NSE)								
viii Number of Registrar and Transfer Agent	<div style="border: 1px solid black; padding: 2px;">1</div>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">CIN of the Registrar and Transfer Agent</th> <th style="width: 20%;">Name of the Registrar and Transfer Agent</th> <th style="width: 30%;">Registered office address of the Registrar and Transfer Agents</th> <th style="width: 30%;">SEBI registration number of Registrar and Transfer Agent</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">L72400TG2017PLC117649</td> <td style="text-align: center;">NameKFIN TECHNOLOGIES LIMITED</td> <td>Selenium, Tower B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, HYDERABAD, TELANGANA, 500032</td> <td style="text-align: center;">INR000000221</td> </tr> </tbody> </table>		CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent	L72400TG2017PLC117649	NameKFIN TECHNOLOGIES LIMITED	Selenium, Tower B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, HYDERABAD, TELANGANA, 500032	INR000000221	
CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent							
L72400TG2017PLC117649	NameKFIN TECHNOLOGIES LIMITED	Selenium, Tower B, Plot No 31 and 32, Financial District, Nanakramguda, Serilingampally, HYDERABAD, TELANGANA, 500032	INR000000221							
ix * (a) Whether Annual General Meeting (AGM) held	<input checked="" type="radio"/> Yes <input type="radio"/> No									
(b) If yes, date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">06/08/2025</div>									
(c) Due date of AGM (DD/MM/YYYY)	<div style="border: 1px solid black; padding: 2px;">30/09/2025</div>									
(d) Whether any extension for AGM granted	<input type="radio"/> Yes <input checked="" type="radio"/> No									
(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension	<div style="border: 1px solid black; height: 20px;"></div>									

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transportation and storage	49	Land Transport and transport via pipelines	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

i SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	125000000.00	87468495.00	87468495.00	87468495.00
Total amount of equity shares (in rupees)	1250000000.00	874684950.00	874684950.00	874684950.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity				
Number of equity shares	125000000	87468495	87468495	87468495
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	1250000000.00	874684950.00	874684950	874684950

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	11200000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	1120000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
ccpps				
Number of preference shares	11200000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees )	1120000000.00	0.00	0.00	0.00

**(c) Unclassified share capital**

Particulars	Authorised Capital
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Total amount of unclassified shares

0

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	0	87468495	87468495.00	874684950	874684950	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify <div></div>						
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	0.00	87468495.00	87468495.00	874684950.00	874684950.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0.00	0	0	

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <div></div>			0			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	0

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		<div></div>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

**iv Debentures (Outstanding as at the end of financial year)****(a) Non-convertible debentures**

\*Number of classes

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**



i \*Turnover

31864065000

ii \* Net worth of the Company

10845555600

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	52690971	60.24	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	0	0.00	0	0.00

10	Others <div></div>	0	0.00	0	0.00
	<b>Total</b>	52690971.00	60.24	0.00	0

Total number of shareholders (promoters)

6

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	8076669	9.23	0	0.00
	(ii) Non-resident Indian (NRI)	486501	0.56	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	2000	0.00	0	0.00
6	Foreign institutional investors	3161143	3.61	0	0.00
7	Mutual funds	21148612	24.18	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	625636	0.72	0	0.00

10	Others				
	AIF CM HUF Tru IEPF	1276963	1.46	0	0.00
	<b>Total</b>	34777524.00	39.76	0.00	0

Total number of shareholders (other than promoters)

66860

Total number of shareholders (Promoters + Public/Other than promoters)

66866.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	11311
2	Individual - Male	55044
3	Individual - Transgender	0
4	Other than individuals	511
	<b>Total</b>	66866.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

85

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EASTSPRING INVESTMENTS INDIA INFRASTRUCTURE EQUITY OPEN LIMITED	'SUITE 450 4TH FLOOR BARKLY WHARF EAST LE CAUDAN WATERFRONT PORT LOUIS MAURITIUS	31/03/2025	Mauritius	569763	0.65
THE MASTER TRUST BANK OF JAPAN, LTD. AS TRUSTEE OF HSBC INDIA INFRASTRUCTURE EQUITY MOTHER FUND	2-11-3 HAMAMATSU CHO MINATO-KU TOKYO 105-8579	31/03/2025	Japan	550824	0.63

EMERGING MARKETS CORE EQUITY PORTFOLIO (THE PORTFOLIO) OF DFA INVESTMENT DIMENSIONS GROUP INC. (DFAI DG)	6300 Bee Cave Road Building One Austin Texas 78746 USA	31/03/2025	United States	267849	0.31
ABU DHABI INVESTMENT AUTHORITY - MONSOON	211 CORNICHE STREET PO BOX 3600 ABU DHABI	31/03/2025	United Arab Emirates	164645	0.19
THRIFT SAVINGS PLAN	JP Morgan Chase Bank N.A, India Sub Custody 3rd Flr,JP MORGAN TOWER,OFF CST ROAD KALINA, SANTACRUZ - EAST, MUMBAI	31/03/2025	United States	134714	0.15
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX NON-LENDABLE FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	31/03/2025	United States	119991	0.14
THE EMERGING MARKETS SMALL CAP SERIES OF THE DFA I NVESTMENT TRUST COMPANY	6300 Bee Cave Road Building One Austin Texas 78746 USA	31/03/2025	United States	106773	0.12
ISHARES CORE MSCI EM IMI UCITS ETF	JP MORGAN HOUSE IFSC DUBLIN 1	31/03/2025	Ireland	104872	0.12
QUADRATURE CAPITAL VECTOR SP LIMITED	Suite #7 Grand Pavilion Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym	31/03/2025	Cayman Islands	90052	0.1
STATE STREET GLOBAL SMALL CAP EQUITY EX- U.S. INDEX NON- LENDING SERIES FUND	ONE LINCOLN STREET BOSTON MA	31/03/2025	United States	85475	0.1
ISHARES MSCI INDIA SMALL-CAP ETF	400 HOWARD STREET SAN FRANCISCO CA 94105	31/03/2025	United States	81768	0.09
QUADRATURE CAPITAL VECTOR SP LIMITED	Suite #7 Grand Pavilion Commercial Centre 802 West Bay Road P.O. Box 10250 Grand Caym	31/03/2025	Cayman Islands	90052	0.1

STATE STREET GLOBAL SMALL CAP EQUITY EX- U.S. INDEX NON- LENDING SERIES FUND	ONE LINCOLN STREET BOSTON MA	31/03/2025	United States	85475	0.1
ISHARES MSCI INDIA SMALL-CAP ETF	400 HOWARD STREET SAN FRANCISCO CA 94105	31/03/2025	United States	81768	0.09
SEXTANT ASIE	103 Rue de Grenelle Paris Paris	31/03/2025	France	76600	0.09
EMERGING MARKETS SMALL CAPITALIZATION EQUITY INDEX FUND	400 HOWARD STREET SAN FRANCISCO CA 94105	31/03/2025	United States	63451	0.07
TSP CUSTOM EMERGING MARKETS SECURITIES LENDING FUN D	HSBC SECURITIES SERVICES 11TH FLOOR, BLDG 3, NESCO - IT PARK NESCO COMPLEX, W.E. HIGHWAY GOREGAON (EAST), MUMBAI	31/03/2025	United States	61196	0.07
SIIP INDIA OPPORTUNITIES FUND	Beech House Beech Hill Road Clonskeagh Dublin 4 Ireland	31/03/2025	Ireland	40960	0.05
BNP PARIBAS FINANCIAL MARKETS - ODI	1 RUE LAFFITTE PARIS	31/03/2025	France	40329	0.05
AMERICAN CENTURY ETF TRUST-AVANTIS EMERGING MARKET S EQUITY ETF	4500 MAIN STREET KANSAS CITY MISSOURI	31/03/2025	United States	37088	0.04
INTEGRATED CORE STRATEGIES (ASIA) PTE. LTD.	80 RAFFLES PLACE UOB PLAZA 2 14-20	31/03/2025	Singapore	33796	0.04
COLLEGE RETIREMENT EQUITIES FUND - STOCK ACCOUNT	730 THIRD AVENUE NEW YORK NEW YORK	31/03/2025	United States	30917	0.04
ACADIAN EMERGING MARKETS MICRO- CAP EQUITY MASTER F UND	MAPLES CORPORATE SERVICES UGLAND HOUSE PO BOX 309 NA GRAND CAYMAN	31/03/2025	Cayman Islands	29125	0.03
- FIVE RIVERS DIVIDE ND YIELD FUND (IFSC)	1611 16th Floor Signature Building Block 13 -B Zone - 1 GIFT SEZ Gandhinagar Gujarat	31/03/2025	India	27976	0.03

NORTHERN TRUST COLLECTIVE EMERGING MARKETS SMALL CAP INDEX FUND- NON LENDING	50 S LaSalle Street Chicago Illinois	31/03/2025	United States	26843	0.21
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## VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	5	6
Members (other than promoters)	63939	66860
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	2	1	2	1	60.24	0
<b>B Non-Promoter</b>	1	9	1	8	0.00	0.00
i Non-Independent	1	2	1	2	0	0
ii Independent	0	7	0	6	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0

<b>Total</b>	3	10	3	9	60.24	0.00
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\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

14

**B (i) Details of directors and Key managerial personnel as on the closure of financial year**

<b>Name</b>	<b>DIN/PAN</b>	<b>Designation</b>	<b>Number of equity shares held</b>	<b>Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)</b>
VIJAY BASAVANNEPPA SANKESHWAR	00217714	Managing Director	24780564	
ANAND VIJAY SANKESHWAR	00217773	Managing Director	27490821	
RAMANAND LAXMINARAYAN BHAT	01875068	Whole-time director	2097	
SHIVA A SANKESHWAR	09236519	Director	0	
SHANKAR VASANTRAO PINGE	10847936	Director	0	
DEVARAYADURG VENKATESHMURTHY GURUPRASAD	01558266	Director	0	
SHANTILAL DHANRAJ JAIN	00571902	Director	0	
SHAILAJA SHIVASHANKAR AMBLI	10393506	Director	0	
VIRUPAXAGOUDA ANNADANAGOUDA PATIL	10395538	Director	0	
VINAY JWALAKUMAR JAVALI	00589315	Director	0	
RAGHOTTAM HANUMANTACHARYA AKAMANCHI	07038738	Director	0	
ASHOK SHIVAYOGAPPA SHETAR	07038714	Director	0	
SUNIL SAMBHAJI NALAVADI	ADFPN3634D	CFO	0	
ANIRUDDHA ANIL PHADNAVIS	AJMPP0610L	Company Secretary	0	

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
MEDHA VIVEK PAWAR	06921510	Director	11/12/2024	Cessation
SHANKARASA VENKOSA LADWA	06964188	Director	18/02/2025	Cessation
ANAND KRISHNARAO PANDURANGI	07038691	Director	18/02/2025	Cessation
SHANKAR VASANTRAO PINGE	10847936	Director	19/02/2025	Appointment
DEVARAYADURG VENKATESHMURTHY GURUPRASAD	01558266	Director	19/02/2025	Appointment

#### IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

##### A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	05/08/2024	66020	52	100

##### B BOARD MEETINGS

\*Number of meetings held

5

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2024	13	12	92.31
2	05/08/2024	13	13	100
3	13/11/2024	13	13	100



4	23/11/2024	13	13	100
5	05/02/2025	12	12	100

## C COMMITTEE MEETINGS

Number of meetings held

37

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/05/2024	3	3	100
2	Audit Committee	05/08/2024	3	3	100
3	Audit Committee	13/11/2024	3	3	100
4	Audit Committee	23/11/2024	3	3	100
5	Audit Committee	05/02/2025	3	3	100
6	Stateholders Relationship Committee	20/05/2024	4	4	100
7	Stateholders Relationship Committee	05/08/2024	4	4	100
8	Stateholders Relationship Committee	13/11/2024	4	4	100
9	Stateholders Relationship Committee	05/02/2024	3	3	100
10	Nomination & Remuneration Committee	20/05/2024	5	5	100
11	Nomination & Remuneration Committee	13/11/2024	5	5	100
12	CSR Committee	20/05/2024	4	4	100
13	CSR Committee	13/11/2024	5	5	100
14	CSR Committee	05/02/2025	4	4	100
15	Risk Management Committee	20/05/2024	6	6	100
16	Risk Management Committee	13/11/2024	6	6	100
17	Risk Management Committee	05/02/2025	5	5	100

18	Finance Committee	04/04/2024	3	2	66.67
19	Finance Committee	19/04/2024	3	2	66.67
20	Finance Committee	04/09/2024	3	2	66.67
21	Finance Committee	16/10/2024	3	2	66.67
22	Finance Committee	23/11/2024	3	2	66.67
23	Finance Committee	25/11/2024	3	2	66.67
24	Finance Committee	31/12/2024	3	2	66.67
25	Finance Committee	28/01/2025	3	2	66.67
26	Administration Committee	01/04/2024	4	2	50
27	Administration Committee	03/04/2024	4	2	50
28	Administration Committee	10/06/2024	4	2	50
29	Administration Committee	10/07/2024	4	2	50
30	Administration Committee	20/07/2024	4	2	50
31	Administration Committee	09/09/2024	4	2	50
32	Administration Committee	05/10/2024	4	2	50
33	Administration Committee	30/10/2024	4	2	50
34	Administration Committee	30/11/2024	4	2	50
35	Administration Committee	12/12/2024	4	2	50
36	Administration Committee	24/01/2025	4	2	50
37	Administration Committee	05/03/2025	4	2	50

#### D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on
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		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	06/08/2025 (Y/N/NA)
1	VIJAY BASAVANNEPPA SANKESHWAR	5	5	100	6	6	100	Yes
2	ANAND VIJAY SANKESHWAR	5	5	100	3	3	100	Yes
3	RAMANAND LAXMINARAYAN BHAT	5	5	100	0	0	0	Yes
4	SHIVA A SANKESHWAR	0	0	0	0	0	0	Yes
5	SHANKAR VASANTRAO PINGE	5	5	100	12	12	100	Yes
6	DEVARAYADURG VENKATESHMURTHY GURUPRASAD	5	5	100	3	3	100	Yes
7	SHANTILAL DHANRAJ JAIN	0	0	0	0	0	0	Yes
8	SHAILAJA SHIVASHANKAR AMBLI	5	5	100	3	3	100	Yes
9	VIRUPAXAGOUDA ANNADANAGOUDA PATIL	5	4	80	0	0	0	Yes
10	VINAY JWALAKUMAR JAVALI	5	5	100	0	0	0	Yes
11	RAGHOTTAM HANUMANTACHARYA AKAMANCHI	5	5	100	7	7	100	Yes
12	ASHOK SHIVAYOGAPPA SHETAR	5	5	100	2	2	100	Yes

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	VIJAY SANKESHWAR	Managing Director	32400000	13600000	0	0	46000000.00
2	ANAND SANKESHWAR	Managing Director	36000000	0	0	0	36000000.00

3	L RAMANAND BHAT	Whole-time director	18004200	0	0	0	18004200.00
	<b>Total</b>		86404200.00	13600000.00	0.00	0.00	100004200.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	SUNIL NALAVADI	CFO	18004200	0	0	0	18004200.00
2	ANIRUDDHA PHADNAVIS	Company Secretary	16144200	0	0	0	16144200.00
	<b>Total</b>		34148400.00	0.00	0.00	0.00	34148400.00

C \*Number of other directors whose remuneration details to be entered

10

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	MEDHA PAWAR	Director	0	0	0	340000	340000.00
2	SHANKARASA LADWA	Director	0	0	0	380000	380000.00
3	ANAND PANDURANGI	Director	0	0	0	140000	140000.00
4	SHAILAJA AMBLI	Director	0	0	0	100000	100000.00
5	SHANTILAL JAIN	Director	0	0	0	320000	320000.00
6	ASHOK SHETTAR	Director	0	0	0	140000	140000.00
7	RAGHOTTAM AKAMAMCHI	Director	0	0	0	240000	240000.00
8	SHIVA SANKESHWAR	Director	0	0	0	100000	100000.00
9	VIRAPAXAGOUDA PATIL	Director	0	0	0	80000	80000.00
10	VINAY JAVALI	Director	0	0	0	160000	160000.00
	<b>Total</b>		0.00	0.00	0.00	2000000.00	2000000.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

## XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

## XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

66866

## XIV Attachments

(a) List of share holders, debenture holders

VRLMGT0.01.xlsm

(b) Optional Attachment(s), if any

Form MGT-8 and Additional  
Information.pdf

## XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of VRL LOGISTICS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;

18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

AKSHAY  
SHRIKANT  
PACHLAG  
Digitally signed by  
AKSHAY S PACHLAG  
DN: cn=AKSHAY S PACHLAG,  
o=, ou=, email=, c=IN

Name

AKSHAY S PACHLAG

Date (DD/MM/YYYY)

06/09/2025

Place

HUBBALLI

Whether associate or fellow:

☒ Associate ☐ Fellow

Certificate of practice number

1\*7\*0

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\*(a) DIN/PAN/Membership number of Designated Person

20456

\*(b) Name of the Designated Person

ANIRUDDHA ANIL PHADNAVIS

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 12 dated\* (DD/MM/YYYY) 25/05/2015 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

\*To be digitally signed by

ANAND VIJAY  
SANKESHWA  
R  
Digitally signed by  
ANAND VIJAY  
SANKESHWA  
R  
DN: cn=ANAND VIJAY  
SANKESHWA R,  
o=, ou=, email=, c=IN

\*Designation

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator

0\*2\*7\*7\*

**\*To be digitally signed by**

ANIRUDDH  
A ANIL  
PHADNAVIS  
Digitally signed by  
ANIRUDDH A ANIL  
PHADNAVIS  
Date: 2025.09.09  
09:38:24 +05:30

☒ Company Secretary ☐ Company secretary in practice

**\*Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

2\*4\*6

Certificate of practice number

**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB6654230

eForm filing date (DD/MM/YYYY)

09/09/2025

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**