

| <b>General information about company</b>  |                          |   |
|---|--------------------------|---|
| Scrip code  | 539118                   |   |
| NSE Symbol  | VRLLOG                   |   |
| MSEI Symbol   | NOTLISTED                |   |
| ISIN  | INE366I01010             |   |
| Name of the entity  | VRL LOGISTICS LIMITED    |   |
| Date of start of financial year   | 01-04-2025               |   |
| Date of end of financial year   | 31-03-2026               |   |
| Reporting Quarter Type  | Quarterly                |   |
| Date of Quarter Ending  | 30-06-2025               |   |
| Type of company   | Equity                   |   |
| Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?                                  | Yes                      |   |
| Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?  | Yes                      |   |
| Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity? | No                       | Not Applicable  |
| Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?                                | Yes                      |   |
| Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?               | No                       | No order from the tax authority have received during the quarter ended 30.06.2025 |
| Risk management committee   | Applicable               |   |
| Market Capitalisation as per immediate previous Financial Year  | Top 1000 listed entities |   |
| Is SCORE ID Available ?   | Yes                      |   |
| SCORE Registration ID   | V00392                   |   |
| Reason For No SCORE ID  |                          |   |
| Type of Submission  | Original                 |   |
| Remarks (website dissemination)   |                          |   |
| Remarks for Exchange (not for Website Dissemination)  |                          |   |

| 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 |                 |                         |            |          |  |                                 |                         |               |
| Whether the listed entity has a Regular Chairperson                  |                 |                         |            |          |  |                                 | Yes                     |               |
| Whether Chairperson is related to MD or CEO                          |                 |                         |            |          |  |                                 | Yes                     |               |
| 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 |
| 1  | Mr              | VIJAY SANKESHWAR        | AGVPS4682H | 00217714 | Executive Director                       | Chairperson related to Promoter | MD                      | 02-08-1950    |
| 2  | Mr              | ANAND SANKESHWAR        | AGVPS4683G | 00217773 | Executive Director                       | Not Applicable                  | MD                      | 14-11-1974    |
| 3  | Mr              | SHIVA SANKESHWAR        | LORPS1064N | 09236519 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 05-08-2001    |
| 4  | Mr              | L R BHAT                | ABWPB6415D | 01875068 | Executive Director                       | Not Applicable                  |                         | 27-01-1959    |
| 5  | Mr              | SHANKAR VASANTRAO PINGE | AADPP9848G | 10847936 | Non-Executive - Independent Director     | Not Applicable                  | Shareholder Director    | 16-07-1960    |
| 6  | Mr              | SHANTILAL JAIN          | ABQPJ5219B | 00571902 | Non-Executive - Independent Director     | Not Applicable                  | Shareholder Director    | 18-08-1954    |
| 7  | Mr              | V A PATIL               | AFLPP8110J | 10395538 | Non-Executive - Independent Director     | Not Applicable                  | Shareholder Director    | 01-07-1952    |
| 8  | Mr              | VINAY J JAVALI          | ABHPJ1378E | 00589315 | Non-Executive - Independent Director     | Not Applicable                  | Shareholder Director    | 18-08-1956    |
| 9  | Mrs             | SHAILAJA AMBLI          | ACHPA1910G | 10393506 | Non-Executive - Independent Director     | Not Applicable                  | Shareholder Director    | 18-07-1956    |
| 10   | Mr              | D V GURUPRASAD          | ACOPG3145G | 01558266 | Non-Executive - Independent Director     | Not Applicable                  | Shareholder Director    | 10-07-1951    |
| 11   | Mr              | ASHOK SHETTAR           | ACDPS8504L | 07038714 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 26-06-1958    |
| 12   | Mr              | RAGHOTTAM AKAMANCHI     | ABGPA1086K | 07038738 | Non-Executive - Non Independent Director | Not Applicable                  |                         | 17-04-1964    |

| <b>I. Composition of Board of Directors</b>                                       |                                       |                                |                              |                             |                |
|---|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| <b>Disqualification of Directors under section 164 of the Companies Act, 2013</b> |                                       |                                |                              |                             |                |
| Sr  | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
| 1   | No                                    |                                |                              |                             | Active         |
| 2   | No                                    |                                |                              |                             | Active         |
| 3   | No                                    |                                |                              |                             | Active         |
| 4   | No                                    |                                |                              |                             | Active         |
| 5   | No                                    |                                |                              |                             | Active         |
| 6   | No                                    |                                |                              |                             | Active         |
| 7   | No                                    |                                |                              |                             | Active         |
| 8   | No                                    |                                |                              |                             | Active         |
| 9   | No                                    |                                |                              |                             | Active         |
| 10  | No                                    |                                |                              |                             | Active         |
| 11  | No                                    |                                |                              |                             | Active         |
| 12  | No                                    |                                |                              |                             | Active         |

| I. Composition of Board of Directors |   |                                    |                             |                        |                   |                                |  |   |   |  |                      |                             |                             |
|--------------------------------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|---|---|--|----------------------|-----------------------------|-----------------------------|
| Sr                                   | 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 [with reference to proviso to regulation 17A(1) & reg. 17A(2)] | 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) | Reason for Cessation | Notes for not providing PAN | Notes for not providing DIN |
| 1                                    | NA  |                                    | 15-06-2005                  | 01-01-2022             |                   |                                | 1  | 0   | 0   | 0  |                      |                             |                             |
| 2                                    | NA  |                                    | 19-06-2007                  | 01-04-2024             |                   |                                | 1  | 0   | 0   | 0  |                      |                             |                             |
| 3                                    | NA  |                                    | 18-01-2024                  | 18-01-2024             |                   |                                | 1  | 0   | 0   | 0  |                      |                             |                             |
| 4                                    | NA  |                                    | 04-08-2017                  | 04-08-2022             |                   |                                | 1  | 0   | 0   | 0  |                      |                             |                             |
| 5                                    | NA  |                                    | 19-02-2025                  | 19-02-2025             |                   | 4                              | 1  | 1   | 2   | 1  |                      |                             |                             |
| 6                                    | NA  |                                    | 07-08-2023                  | 07-08-2023             |                   | 23                             | 1  | 1   | 2   | 1  |                      |                             |                             |
| 7                                    | NA  |                                    | 01-04-2024                  | 01-04-2024             |                   | 15                             | 1  | 1   | 0   | 0  |                      |                             |                             |
| 8                                    | NA  |                                    | 01-04-2024                  | 01-04-2024             |                   | 15                             | 1  | 1   | 1   | 0  |                      |                             |                             |
| 9                                    | NA  |                                    | 18-01-2024                  | 18-01-2024             |                   | 17                             | 1  | 1   | 0   | 0  |                      |                             |                             |
| 10                                   | Yes   | 15-01-2025                         | 19-02-2025                  | 19-02-2025             |                   | 4                              | 1  | 1   | 0   | 0  |                      |                             |                             |
| 11                                   | NA  |                                    | 19-02-2015                  | 05-08-2024             |                   |                                | 1  | 0   | 0   | 0  |                      |                             |                             |
| 12                                   | NA  |                                    | 08-08-2015                  | 07-08-2023             |                   |                                | 1  | 0   | 1   | 0  |                      |                             |                             |

| 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   | 00571902   | SHANTILAL JAIN            | Non-Executive - Independent Director | Chairperson             | 06-11-2023          |                   |         |
| 2   | 10847936   | SHANKAR VASANTRAO PINGE   | Non-Executive - Independent Director | Member                  | 19-02-2025          |                   |         |
| 3   | 00589315   | VINAY J JAVALI            | Non-Executive - Independent Director | Member                  | 23-11-2024          |                   |         |

| <b>Nomination and remuneration committee</b>                                |            |                           |  |                         |                     |                   |         |
|---|------------|---------------------------|--|-------------------------|---------------------|-------------------|---------|
| 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   | 00571902   | SHANTILAL JAIN            | Non-Executive - Independent Director     | Chairperson             | 06-11-2023          |                   |         |
| 2   | 07038714   | ASHOK SHETTAR             | Non-Executive - Non Independent Director | Member                  | 02-11-2015          |                   |         |
| 3   | 01558266   | D V GURUPRASAD            | Non-Executive - Independent Director     | Member                  | 19-02-2025          |                   |         |
| 4   | 10393506   | SHAILAJA AMBLI            | Non-Executive - Independent Director     | Member                  | 05-02-2025          |                   |         |

| 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   | 10847936   | SHANKAR<br>VASANTRAO PINGE | Non-Executive -<br>Independent Director     | Chairperson             | 19-02-2025          |                   |         |
| 2   | 00571902   | SHANTILAL JAIN             | Non-Executive -<br>Independent Director     | Member                  | 06-11-2023          |                   |         |
| 3   | 07038738   | RAGHOTTAM<br>AKAMANCHI     | Non-Executive - Non<br>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   | 01875068   | L R BHAT                  | Executive Director                   | Member                  | 09-02-2019          |                   |                        |
| 3   | 01558266   | D V GURUPRASAD            | Non-Executive - Independent Director | Member                  | 19-02-2025          |                   |                        |
| 4   | 99999999   | RAGHAVENDRA MALGI         | VICE PRESIDENT - ACCOUNTS            | Member                  | 09-02-2019          |                   | Textual Information(1) |
| 5   | 99999999   | SUNIL NALAVADI            | Chief Financial Officer              | Member                  | 09-02-2019          |                   | Textual Information(2) |

| <b>Sr Text Block</b>   |   |
|------------------------|---|
| Textual Information(1) | 1) Mr. Raghavendra Malgi is the Vice President - Accounts of the Company and he is appointed as a member of the Risk Management Committee |
| Textual Information(2) | 1) Mr. Sunil Nalavadi is the Chief Finance Officer of the Company and he is appointed as a member of the Risk Management Committee        |

| 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   | 00217773   | ANAND SANKESHWAR          | Executive Director                   | Member                  | 26-08-2014          |                   |         |
| 3   | 00589315   | VINAY J JAVALI            | Non-Executive - Independent Director | Member                  | 20-05-2024          |                   |         |
| 4   | 10395538   | V A PATIL                 | Non-Executive - Independent Director | Member                  | 05-02-2025          |                   |         |

| <b>Other Committee</b> |            |                           |                          |  |                         |         |
|------------------------|------------|---------------------------|--------------------------|--|-------------------------|---------|
| 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                      | 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 |   |  |   |                              |  |   |   |   |
| Sr. No.  | 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) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1  | 05-02-2025  |  |   |                              | Yes  | 13  | 13  | 7   |
| 2  |   | 21-05-2025   | 104   |                              | Yes  | 12  | 12  | 6   |

| Annexure 1   |   |   |   |                         |                               |  |  |  |   |  |
|--|---|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| IV. Meeting of Committees                                |   |   |   |                         |                               |  |  |  |   |  |
| Disclosure of notes on meeting of committees explanatory |   |   |   |                         |                               |  |  |  |   |  |
| 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) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1  | Audit Committee                           | 05-02-2025  |   |                         |                               | Yes  | 3  | 3  | 3   | 0  |
| 2  | Audit Committee                           | 21-05-2025  | 104   |                         |                               | Yes  | 3  | 3  | 3   | 0  |
| 3  | Stakeholders Relationship Committee       | 21-05-2025  |   |                         |                               | Yes  | 3  | 3  | 2   | 0  |
| 4  | Nomination and remuneration committee     | 21-05-2025  |   |                         |                               | Yes  | 4  | 4  | 3   | 0  |
| 5  | Risk Management Committee                 | 21-05-2025  |   |                         |                               | Yes  | 3  | 3  | 1   | 2  |
| 6  | Corporate Social Responsibility Committee | 21-05-2025  |   |                         |                               | Yes  | 4  | 4  | 2   | 0  |

| <b>Annexure 1</b>      |   |                               |
|------------------------|---|-------------------------------|
| <b>V. Affirmations</b> |   |                               |
| Sr                     | Subject   | Compliance status<br>(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 1000 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                           |

| <b>Annexure 1</b> |                   |  |
|-------------------|-------------------|--|
| Sr                | Subject           | Compliance status                        |
| 1                 | Name of signatory | ANIRUDDHA PHADNAVIS                      |
| 2                 | Designation       | Company Secretary and Compliance Officer |

| <b>Details of Cyber security incidence</b>   |                   |                            |
|--|-------------------|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter |                   | No                         |
| Number of cyber security incidence or breaches or loss of data event occurred during the quarter   |                   |                            |
| Sr.  | Date of the event | Brief details of the event |

| <b>Signatory Details</b> |  |
|--------------------------|--|
| Name of signatory        | ANIRUDDHA PHADNAVIS                      |
| Designation of person    | Company Secretary and Compliance Officer |
| Place                    | HUBBALLI                                 |
| Date                     | 08-07-2025                               |

| <b>Investor Grievance Details</b>   |   |
|---|---|
| No. of investor complaints pending at the beginning of Quarter                  | 0 |
| No. of investor complaints received during the Quarter                          | 0 |
| No. of investor complaints disposed off during the Quarter                      | 0 |
| No. of investor complaints those remaining unresolved at the end of the Quarter | 0 |

| <b>Disclosure of Imposition of Fine or Penalty The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:</b> |  |  |  |  |   |
|---|--|--|--|--|---|
| Any Other Information for Disclosure of Imposition of Fine or Penalty   |  |  |  |  |   |
| Sr. No.   | Name of the authority  | Nature and details of the action(s) taken or order(s) passed   | Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority | Details of the violation(s)/ contravention(s) committed or alleged to be committed   | Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible  |
| 1   | Various State Authorities across India                         | Fines for violation of Vehicle norms and traffic rules violated by the drivers total aggregate amount of Rs. 15,08,195/- in 510 cases during quarter ended June 2025 | 30-06-2025   | Fines for violation of Vehicle norms and traffic regulations such as improper & obstructive parking, overspeeding, using air horn in silent zone, driver without uniform, seat belt non-wearing, wrong lane driving, covering reflective tape, etc., | No material impact on the financial position of the Company. The quarter witnessed 510 cases against which a sum of Rs. 15.08 lakhs fine was imposed . Given the nature of industry as also being the largest fleet owner of commercial vehicles in India's private sector employing thousands of drivers, such impositions are inherent to our business. |
| 2   | The District Consumer Grievances Redressal Commission, Tirupur | Compansation for loss(missing) of materials booked for transporation to the tune of Rs. 15,000/- and payment made on 10-05-2025                                      | 18-03-2025   | Loss of materials(missing) booked for transporation.   | No impact on financial position of the Company. Given the nature of the industry and past experience, such type of incidents are inherent to our business.  |
| 3   | The Permanent Lok-Adalat- Ernakulam                            | Compansation for deficiency in service to the tune of Rs. 64,790/- and settled on 20-05-2025   | 05-02-2025   | Loss of materials(missing) booked for transporation.   | No impact on financial position of the Company. Given the nature of the industry and past experience, such type of incidents are inherent to our business.  |

