

<b>General information about company</b>	
Scrip code	539118
NSE Symbol	VRLLG
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	Half Yearly
Date of Quarter Ending	30-09-2025
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 No such acquisition of shares aor voting rights in Unlisted Companies
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?	Yes
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	No No loan, guarantee,comfort letters have been issued/given/sanctioned diretly or indirectly by the listed entity to its promoters, promoters group,directors KMP (including their relatives) or any entitycontrolled by them.
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	ABWBP6415D	01875068	Executive Director	Not Applicable		27-01-1959
5	Mr	SHANKAR VASANTRAO PINGE	AADPP9848G	10847936	Non-Executive - Independent Director	Not Applicable		16-07-1960
6	Mr	SHANTILAL JAIN	ABQPJ5219B	00571902	Non-Executive - Independent Director	Not Applicable		18-08-1954
7	Mr	V A PATIL	AFLPP8110J	10395538	Non-Executive - Independent Director	Not Applicable		01-07-1952
8	Mr	VINAY J JAVALI	ABHPJ1378E	00589315	Non-Executive - Independent Director	Not Applicable		18-08-1956
9	Mrs	SHAILAJA AMBLI	ACHPA1910G	10393506	Non-Executive - Independent Director	Not Applicable		18-07-1956
10	Mr	D V GURUPRASAD	ACOPG3145G	01558266	Non-Executive - Independent Director	Not Applicable		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		7	1	1	2	1			
6	NA		07-08-2023	07-08-2023		26	1	1	2	1			
7	NA		01-04-2024	01-04-2024		18	1	1	0	0			
8	NA		01-04-2024	01-04-2024		18	1	1	1	0			
9	NA		18-01-2024	18-01-2024		20	1	1	0	0			
10	Yes	15-01-2025	19-02-2025	19-02-2025		7	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 VASANTRAO PINGE	Non-Executive - Independent Director	Chairperson	19-02-2025		
2	00571902	SHANTILAL JAIN	Non-Executive - Independent Director	Member	06-11-2023		
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	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

<b>Corporate Social Responsibility Committee</b>							
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	21-05-2025				Yes	12	12	6
2		04-07-2025	43		Yes	12	12	6
3		06-08-2025	32		Yes	12	11	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	21-05-2025				Yes	3	3	3	0
2	Audit Committee	04-07-2025	43			Yes	3	3	3	0
3	Audit Committee	06-08-2025	32			Yes	3	3	3	0
4	Audit Committee	06-09-2025	30			Yes	3	3	3	0
5	Stakeholders Relationship Committee	06-08-2025				Yes	3	3	2	0

<b>Annexure 1</b>		
<b>V. Affirmations</b>		
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 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>Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)</b>				
<b>I. Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, BRSR & BRSR core, if applicable, displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

<b>Annexure III</b>		
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	10-10-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	1
No. of investor complaints those remaining unresolved at the end of the Quarter	0

<p align="center"><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></p>					
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. 16.67 lakh in 606 cases during quarter ended June 2025	30-09-2025	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 606 cases against which a sum of Rs. 16.67 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.

<b>Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:</b>				
Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				Textual Information(1)
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	The Income Tax Authority	31-03-2025	Demand of tax of Rs. 2685.86 on setting-off of Depreciation loss of windmill segment with other segment during Financial year 2007-08	Pending before the High Court of Karnataka
2	The Income Tax Authority	31-03-2025	Disallowance on Tax on Sale of Certified Emission Reduction and on account of personal flights undertaken by the management in Financial year 2013-14 of Rs. 185.59 Lakhs	Pending before the High Court of Karnataka
3	The Income Tax Authority	31-03-2025	Disallowance of certain expenses treating them as personal expenses and tax amounting to Rs.14.23 lakhs during FY 2015-16.	An appeal has been filed against assessment order and case is pending before the Commissioner of Income Tax (Appeals)
4	Department of Income Tax, Ministry of Finance, Government of India	31-03-2025	Disallowance of expenses resulting amounting to Rs 980.82 lakhs during FY 2016-17	An appeal has been filed against assessment order and case is pending before the Commissioner of Income Tax (Appeals)
5	Department of Income Tax, Ministry of Finance, Government of India	31-03-2025	Disallowance of employer's contribution to gratuity fund and deduction in respect of new employees.(Net of Amount paid under Protest – `29.23 lakhs).	An appeal has been filed against assessment order and the said case is pending before the Commissioner of Income Tax (Appeals)
6	Department of Income Tax, Ministry of Finance, Government of India	31-03-2025	Demand of tax treating the slump sale of Bus division as short-term capital gain amounting to Rs. 811.83 Lakhs.	An appeal has been filed against assessment order passed by the Income Tax Authority and the said case is pending before the Commissioner of Income Tax (Appeals)
7	Department of Customs, Ministry of Finance, Government of India, Ahmedabad, Gujarat	31-03-2025	Custom Duty on import of aircraft and related interest / penalties / fines of Rs. 1569.02 lakh	Honorable the High Court of Gujarat
8	Department of Customs, Excise and Service Tax Bengaluru, Ministry of Finance, Government of Karnataka	31-03-2025	Non-refund of service tax paid Rs. 242.88 lakh	Customs, Excise and Service Tax Appellate Tribunal (Bengaluru)
9	Department of Revenue - Customs, Excise and Service Tax. Ministry of Finance, Government of India.	31-03-2025	Service tax arising due to reclassification of services Rs. 328.45 Lakhs	Customs, Excise and Service Tax Appellate Tribunal (Bengaluru)
10	Department of Revenue - the Goods & Service Tax Department. Ministry of Finance, Government of India.	31-03-2025	Service Tax on National Permit Fees amounting to Rs. 68.07 Lakhs during FY 2017-18	Commissioner of GST, Belgaum.
11	Department of Revenue - the Goods & Service Tax Department. Ministry of Finance, Government of India.	31-03-2025	Goods & Service Tax on National Permit Fees. during FY 2017-18 (Net of GST paid under protest Rs. 31.76 lakh)	Commissioner of GST, Belgaum.
12	Department of Revenue - the Goods & Service Tax Department. Ministry of Finance, Government of India.	31-03-2025	GST on Supplies attracting reverse charge (net of GST paid under protest `4.28 lakh)	Additional Commissioner (Appeals), Delhi.

<b>Disclosure of Updates to Ongoing Tax Litigations or Disputes</b> The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below: <b>Text Block</b>	
Textual Information(1)	No notice or order has been received from the Tax Authority during the quarter ended 30th September2025.

