VRL LOGISTICS LIMITED

Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi (Karnataka) - 581 207
(18th KM, NH-4, Bengaluru Road, Varur)
Tel: 0836 2237613, Fax: 0836 2237614, Email: investors@vrllogistics.com
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in

NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of **VRL Logistics Limited ("Company" or "VRL")** will be held on Tuesday, August 4, 2026 at 1:00 p.m. at the Registered Office of the Company situated at RS No.351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 Karnataka to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2026 together with the report of the Auditors thereon.
2. To appoint a director in the place of Mr. L R Bhat (DIN: 01875068) who retires by rotation and being eligible, offers himself for re-appointment
3. To appoint a director in the place of Dr. Raghottam Akamanchi (DIN: 07038738) who retires by rotation and being eligible, offers himself for re-appointment.
4. To confirm interim dividend paid as the final dividend for the financial year ended 31st March, 2026.

SPECIAL BUSINESS

5. **Re-appointment of Dr. Vijay Sankeshwar (DIN 00217714), as Chairman and Managing Director**

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and all other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, Regulation 17 (6) (e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Articles 93, 94 & 97 of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded for the re-appointment of Dr. Vijay Sankeshwar, aged 76, as the Chairman & Managing Director of the Company for a period of five years with effect from 1st January, 2027, on monthly remuneration not exceeding Rs.40,00,000/-, inclusive of perquisites, plus commission not exceeding 0.75% of net annual profits of the Company, such remuneration being fixed for an initial period of 3 years of such re-appointment, and on such other terms and conditions as per the agreement to be entered into between the Company and Dr. Vijay Sankeshwar, a draft copy of which is placed before the meeting and initialed by the Chairman for the purpose of identification;

RESOLVED FURTHER THAT the aforesaid remuneration be construed as minimum remuneration in the absence of profits/inadequate profits, in compliance with Schedule V of the Companies Act, 2013, subject to no Commission being payable in such case;

RESOLVED FURTHER THAT pursuant to the Articles of Association of the Company, Dr. Vijay Sankeshwar shall not be subject to retirement by rotation;

RESOLVED FURTHER THAT any one of the Directors of the Company and the Company Secretary be and are hereby severally authorized, to take such steps as may be necessary, desirable or expedient to give effect to this resolution, including filing of e-forms with MCA/ the Registrar of Companies."

6. **Approval for continuation of directorship of Mr. Virupaxagouda Patil (DIN: 10395538) as Non-Executive Independent Director upon attaining the age of 75 years**

To consider and if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution:**

"**RESOLVED THAT** pursuant to Regulation 17(1A) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, consent of shareholders be and is hereby accorded for the continuation of directorship of Mr. Virupaxagouda Patil (DIN: 10395538) as a Non-Executive Independent Director of the Company, who will be completing the age of 75 years on July 1, 2027.

RESOLVED FURTHER THAT any one of the Directors of the Company and the Company Secretary, be and are hereby severally authorized, to take all necessary steps, including but not limited to, filing the relevant forms with the Registrar of Companies, intimating the Stock Exchanges under Regulation 30 of the SEBI (LODR) Regulations, 2015, and doing all such acts, deeds, and things as may be necessary to give effect to the above resolutions."

By order of the Board of Directors
For **VRL LOGISTICS LIMITED**

ANIRUDDHA PHADNAVIS
Company Secretary & Compliance Officer
Date: July 11, 2026
Place: Hubballi

NOTES

PROXY RELATED

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, and on a poll, to vote instead of himself/herself and such proxy need not be a member of the company.

2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty-Eight) hours before the time of the meeting. Proxies submitted on behalf of companies & other entities must be supported by appropriate resolution / authority, as applicable. During the period beginning 24 hours before the time fixed for the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of advance notice in writing is given to the Company.

3. A person can act as a proxy on behalf of members not exceeding fifty in number and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

E-VOTING RELATED

4. In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the facility of remote e-voting to its shareholders. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting. Such remote e-voting facility is in addition to the voting that may take place at the Annual General Meeting ('AGM') on August 4, 2026.

5. Corporate Members intending to send their authorized representative to attend the meeting are requested to send to the Company a duly certified true copy of the Board Resolutions/letter of authority, authorizing their representative(s) to attend and vote on their behalf at the AGM.

6. Any member proposing to seek any clarification on the accounts is requested to send queries to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. July 28, 2026.

8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 28, 2026 only shall be entitled to avail the facility of remote e-voting/voting at the AGM.

9. The remote e-voting facility will be available during the following period:

   Commencement of remote e-voting: 9.00 a.m. (IST) on August 1, 2026.

   End of remote e-voting: 5.00 p.m. (IST) on August 3, 2026.

   The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

10. The Board of Directors has appointed Mr. Akshay Pachlag, Practicing Company Secretary (Membership No.30741, COP No: 11710) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.vrlgroup.in and on the website of the Registrar and Transfer Agent ("RTA") https://evoting.kfintech.com. The results shall simultaneously be communicated to the Stock Exchanges.

INSPECTION OF DOCUMENTS RELATED

11. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are

interested, maintained under Section 189 of the Companies Act, 2013, and a copy of Company's MOA and AOA will be available for inspection by the members during the Annual General Meeting of the Company.

12. The said Notice of AGM along with the Annual Report, Attendance Slip and Proxy Form have been sent to the Members whose names are recorded in the Register of Members / Register of Beneficial owners as on July 10, 2026, by permitted / requisitioned mode individually at their registered postal address / sent electronically to their e-mail address available with the Company or with the Depository Participant(s).

13. The Notice calling the 43rd AGM has been uploaded on the website of the Company in the Investor Desk Section under Notice, Forms & Voting results tab. The Annual Report is also available under the Financial Results under the Annual Reports tab. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at www.bseindia.com and www.nseindia.com respectively.

14. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.

15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. Members are requested to write their Client ID and DP ID in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.

17. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email addresses and changes therein, from time to time with their respective Depository Participants ('DP's').

PAN, KYC DETAILS AND NOMINATION UPDATE

18. The Members are requested to:

    a. Notify immediately any change in their registered address to their DP's in respect of their holdings in electronic form.

    b. Immediately inform their respective DP's of the change in residential status on return to India for permanent settlement - applicable to Non-Resident Indian Members.

    c. Register their email address/bank details/mobile number and changes therein from time to time with their respective DP's.

    d. Quote their DPID & Client ID in all correspondence, including dividend related matters to the Registrar and Share Transfer Agents, KFin Technologies Limited, (Unit: VRL Logistics Ltd.), Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032 ("KFin").

    e. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., July 28, 2026 may obtain the login id and password by sending a request at evoting@kfintech.com.

19. In accordance with the provisions of Section 72 of the Companies Act, 2013, read with Rule 19(1) of the Rules made thereunder, members are entitled to specify nominations in respect of the Equity Shares held by them.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they maintain their demat accounts.

21. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, electronic copy of the Annual Report is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes. A letter mentioning the web-link to access the Annual

Report has been sent to the shareholders who have not registered their email id. Printed copy of the Annual report would be sent to members who requisition for such hard copy.

IEPF RELATED

22. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the unclaimed dividend account, is liable to be transferred to the “Investor Education Protection Fund” (IEPF) established by the Central Government under the provisions of Section 125 of the Companies Act, 2013.

GENERAL INSTRUCTIONS FOR MEMBERS/PROXIES

23. In terms of Article 100 of the Articles of Association of the Company, Mr. L R Bhat, Whole-Time Director and Dr. Raghottam Akamanchi, Non-Executive Director retire by rotation and being eligible, offer themselves for re-appointment.

24. Information required under Regulation 36 of SEBI Listing Regulations in relation to Directors seeking re-appointment at the AGM is furnished as Annexure to this Notice. The Directors have furnished the requisite declarations for their re-appointment as required under the extant law.

25. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify their respective DPs of any change in address or demise of any member as soon as possible. Members are advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

26. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat accounts. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access such e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL	Individual Shareholders holding securities in demat mode with CDSL
1. User already registered for IDeAS facility: a. Visit URL: https://eservices.nsdl.com/ b. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" d. Click on the e-Voting service provider name KFINTECH and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. **2. User not registered for IDeAS e-Services** a. To register click on link : https://eservices.nsdl.com b. Select "Register Online for IDeAS" or click at: https://eservices.nsdl.com/ c. Proceed with completing the required fields. d. Follow steps given in point 1. **3. Alternatively by directly accessing the e-Voting website of NSDL** a. Open URL: https://www.evoting.nsdl.com/ b. Click on the icon "Login" which is available under 'Shareholder/ Member' section. c. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. d. Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin. e. On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.	**1. Existing user who have opted for Easi / Easiest** a. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com b. Login with your registered username and password. c. The user will see the e-Voting Menu at the top of website. d. Upon selecting the e-voting menu, name of the company having ongoing or upcoming events will be visible, in case the name is not visible select "KFIN" under ESP's. e. Click on "e-Voting/ Join meeting" option beside Company name in ongoing event, this will redirect you to KFintech e-Voting portal. f. Cast your vote. **2. User not registered for Easi/ Easiest** a. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration b. Proceed with completing the required fields. c. Follow the steps given in point 1 **3. Alternatively, by directly accessing the e-Voting** website of CDSL a. Visit URL: www.cdslindia.com b. Provide your demat Account Number and PAN. c. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. d. After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e-Voting is in progress.

Individual Shareholders can login through their demat accounts / Website of Depository Participant

1. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
3. Click on options available against company name or e-Voting service provider – Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e-Voting period without any further authentication.

Important note:

Members who are unable to retrieve User ID / Password are advised to use "Forgot user ID" and "Forgot Password" option available on the above-mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

NSDL	CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending email request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43/1800-21-09911

TDS RELATED INSTRUCTIONS FOR MEMBERS ON DIVIDEND

Pursuant to section 393 of the Income-tax Act, 2025 (**'the Act'**), dividend declared, paid or distributed by a Company shall be taxable in the hands of the shareholders. The Company shall, therefore, be required to deduct TDS/ WHT at the time of payment of dividend at the applicable tax rates. The rates of TDS/ WHT would depend upon the category and residential status of the shareholder as briefed hereunder:

RESIDENT SHAREHOLDERS:

No TDS under Section 393 of the Income Tax Act, 2025 will be deducted on payment of dividend to Resident Individual Shareholders if the total dividend, paid during Tax Year (**'TY'**), does not exceed Rs. 10,000/- (Ten Thousand Only).

TDS for Resident Shareholders other than Resident Individual Shareholders receiving Dividend during the Tax Year as summarized below:

Sl. No.	Particulars	Withholding Tax Rate/TDS	Declaration(s)/Document(s) Required
1	In case of Valid PAN is updated with the Depository Participant if the shares are held in dematerialized form; or Registrar and Transfer Agent ('RTA') and in case of shares are held in physical form and no exemption will be sought by Resident Shareholder.	10%	Not Applicable
2	In case of Invalid PAN with the Depository Participant if the shares are held in dematerialized form; or RTA in case shares are held in physical form and no exemption sought by Shareholder	20%	Not Applicable
3	In case of availability of lower/ nil tax deduction certificate issued by Income Tax Department under section 395 of the Income Tax Act, 2025	Rates specified in Lower Tax withholding certificate obtained from the Income Tax Department	• Copy of the Pan Card; • Copy of Lower Tax withholding certificate

No tax would be deducted on the dividend payment to Resident Shareholders if the Shareholders submit documents mentioned in the below table to the Company/ Registrar and Share Transfer Agent:

Sl. No.	Particulars	Declaration(s)/Document(s) Required
1	An Individual furnishing Form 121	• Copy of PAN card • Declaration in Form No 121 (applicable to eligible resident individuals whose estimated total income results in nil tax liability), fulfilling the prescribed conditions.
2	Shareholders/Members to whom section 393 of the Act does not apply such as LIC, GIC, etc.	• Copy of PAN card • Self-declaration* along with adequate documentary evidence (e.g., registration certificate) to the effect that the no tax withholding is required as per provisions of section 393 of the Act.
3	Shareholder covered u/s 393 of the Act, such as Government, RBI, Mutual Funds specified under section 11 read with Schedule VII, corporations established by Central Act and exempt from Income Tax.	• Copy of PAN card • Self-declaration* along with adequate documentary evidence substantiating applicability of exemption provision under the Act.
4	Category I and II Alternative Investment Fund (AIF)	• Copy of PAN card • Self-declaration* that the AIF is an 'investment fund' as defined under Section 224 of the Act, and that its income is exempt under Schedule V of the Act, along with a copy of its SEBI registration certificate.
5	Any other entity exempt from withholding tax under the provisions of section 395 of the Act (including those mentioned in Circular No. 18/2017 issued by CBDT)	• Copy of PAN card • Self-declaration* along with adequate documentary evidence, substantiating the nature of the entity. • Copy of the lower tax withholding certificate obtained from Income Tax Department (except those covered by Circular 18/2017)

NON-RESIDENT SHAREHOLDERS:

Details of documentation required for Tax deductible at source/ tax withholding for the Non-Resident Shareholder are summarized below:

Sl. No.	Category	Withholding Tax Rate/ TDS	Declaration(s)/Document(s) Required
1	Foreign Institutional Investors (FIIs)/ Foreign Portfolio Investors (FPIs).$	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial.	• Copy of PAN card (if available) • Self-declaration* along with adequate documentary evidence substantiating the nature of the entity. • To get the beneficial rate of tax treaty, tax documents as mentioned in Point. No. 3 below would be required to be submitted.
2	Alternative Investment Fund – Category III located in International Financial Services Centre.	10% (plus applicable surcharge and cess).#	• Copy of PAN card (if available) • Self-declaration* along with adequate documentary evidence substantiating the nature of the entity.

3	Other Non-resident shareholders (except those who are tax residents of Notified Jurisdictional Area).	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial.	To get the beneficial rate of tax treaty following tax documents would be required: • Copy of PAN card (if available) • Copy of Valid Tax Residency certificate (TRC) issued by revenue authority of country of residence. of shareholder Self-declaration* in Form 41 prescribed under section 159(8) of the income tax act 2025. • Self-declaration* for no permanent establishment/ fixed base/ business connection in India, place of effective management, beneficial ownership and eligibility to avail tax treaty benefit [on shareholder's letterhead] (Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholders. In case the documents are found to be incomplete, the Company reserves the right to not consider the tax rate prescribed under the tax treaty).
4	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 176(1) of the IT Act, 2025.	30% plus applicable surcharge and cess.	Not Applicable
5	Sovereign Wealth funds and Pension funds notified by Central Government under Schedule V (Table serial no.7) read with Section 224 of the Act.	NIL	• Copy of the notification issued by CBDT and Central Government recognizing the fund (under the erstwhile section 10(23FE) of the Income-tax Act, 1961, or any corresponding notification under the Income-tax Act, 2025) evidencing the fund's eligibility for exemption. • Self-declaration* and Registration/ incorporation documents of the fund, Tax Residency Certificate (TRC), Form 41, Beneficial Ownership Declaration, No Permanent Establishment (PE) Declaration in India and PAN (if available/applicable) that the conditions specified in Serial No. 7 of Schedule V of the Income-tax Act, 2025 have been complied with.
6	Availability of Lower tax deduction certificate issued by Income Tax Department u/s 395 of the IT Act, 2025.	Rate specified in Lower tax withholding certificate obtained from IT Department.	• Copy of the lower tax withholding certificate obtained from Income Tax Department.

** Copies of self - declarations can be emailed to investors@vrllogistics.com.*

 # In case PAN is not updated with the Company's RTA or depository or PAN is not available and information sought in the declaration is not provided, Higher rate of withholding tax shall be applied as per applicable provisions of Section 393 / Section 395 / Section 176 read with applicable rules, and resulting statements shall be processed under Section 399.

$ In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 393 of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI), whichever is more beneficial, subject to the submission of the above documents.

Notes:

1. Duly completed and signed documents should be provided to the Company/ RTA. Incomplete and/ or unsigned forms and declarations will not be considered by the Company. Further, in case, where copy of documents (such as, PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory. For all documents being uploaded by the Member, the Member undertakes to send the original document(s) on the request of the Company.

2. The aforesaid documents such as Form 121/41, documents under the exemption provisions of sections 393, documents under section 395 for lower deduction, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be emailed to investors@vrllogistics.com on or before Tuesday, July 28th, 2026 to enable the Company to determine the applicable TDS rate. Any communication in relation to tax rate determination/ deduction received post Tuesday, July 28th, 2026 shall not be considered. It is advisable to send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.

3. Determination of withholding tax rate is subject to necessary verification by the Company of the shareholder details as available with the Depository Participant in case shares are held in dematerialized form; or RTA in case shares are held in physical form, as on the Record Date and other documents available with the Company/ RTA. Shareholders holding shares under multiple accounts under different residential status/ category and single PAN, may note that, higher of the tax rate as applicable to different residential status/ category will be considered for their entire shareholding under different accounts.

4. In case of any discrepancy in documents submitted by the shareholder, the company will deduct tax at higher rate as applicable, without any further communication in this regard.

5. We request you to submit / update your bank account details with your Depository Participant, in case you are holding shares in the electronic form. In case your shareholding is in the physical form, you will have to submit a scanned copy of a covering letter, duly signed by you, along with a cancelled cheque leaf with your name and bank account details and a copy of your PAN card, duly self-attested, with KFin. This will facilitate receipt of dividend directly into your bank account. In case the cancelled cheque leaf does not bear your name, please attach a copy of the bank pass-book statement, duly self-attested.

6. In case withholding tax is deducted at a higher rate, an option is still available with the shareholder to file the return of income and claim an appropriate TDS. No claim shall lie against Company for any taxes deducted by the Company.

7. The certificate in respect of tax deducted at source, if any, will be emailed directly to the investors. You will also be able to view the credit of TDS in Form 26AS/AIS, which can be downloaded from your e-filing income tax portal.

8. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information/ documents and co-operation in any tax proceedings.

9. Kindly note that shareholders are requested to link their Aadhaar number with their PAN in accordance with Section 262(5) and (6) of the Income-tax Act, 2025. If a shareholder fails to intimate their Aadhaar number as required, the PAN shall become inoperative under Section 262(6)(b) of the Act. In such cases, tax will be deducted at source at higher rates under Section 397(2)(b)(i) of the Act.

10. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

11. In case of any query in the matter please reach out at investors@vrllogistics.com.

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

ITEM–5

RE-APPOINTMENT OF DR. VIJAY SANKESHWAR (DIN: 00217714) AS CHAIRMAN AND MANAGING DIRECTOR

Dr. Vijay Sankeshwar is the founder of the Company. He started this business back in the year 1976 with a single truck and a vision which was way ahead of its time. His acumen and commitment has resulted in the gradual growth of your Company and VRL today is the largest less-than-truckload player in India's Surface Logistics domain. As the founder of the Company, he has been instrumental in formulating its long-term vision and strategy. He is a doyen of the logistics industry, bringing versatile, rich, and varied experience. He has been involved in the day-to-day operations and strategic decision-making of the Company. The Company is celebrating the 50th year during the current fiscal and Dr. Vijay Sankeshwar has been leading the Company since its inception and even today is its driving force.

Dr. Sankeshwar is a versatile personality who has demonstrated success and growth in every business he has ventured into. He also had a brief but illustrious political career and has contributed significantly to society and the business community at large. In 2020, the Government of India conferred upon him the Padma Shri, one of the highest civilian honor in the country. He continues to devote full-time effort to the business of the Company.

He was the Managing Director of the Company since 1983, upon VRL becoming a corporate entity. He was re-appointed as the Chairman & Managing Director of the Company with effect from January 1, 2021, for a period of five years. His current tenure expires on December 31, 2026.

The Board considers it in the best interest of the Company to continue his employment as the Company's Chairman & Managing Director for a further period of five years. Recognizing his fit state, immense contribution to the Company along with his experience, and achievements, the Board has approved his re-appointment.

The current remuneration, including the variable pay, being drawn by Dr. Vijay Sankeshwar remains same since the year 2015 and he had consciously declined from considering any upward revision to his emolument structure for over more than a decade. The Board of Directors had deliberated this aspect and has proposed the below revised remuneration package for Dr. Vijay Sankeshwar -

Re-appointment Period:

5 years with effect from January 1, 2027, with liberty to mutually terminate the agreement by giving three months' notice from either side.

Fixed Pay:

Monthly remuneration of ₹40,00,000/- (Rupees Forty Lakhs only), inclusive of perquisites, fixed for initial period of 3 years.

Remuneration includes:

1. Perquisites and allowances including house maintenance allowance, reimbursement of expenses including owned car usage and allowances for utilities such as electricity, security, maintenance, staff salary, etc.
2. Reimbursement of expenses for electricity, gas, water, telephone and other reasonable expenses for upkeep and maintenance of such accommodation.
3. Other allowances, benefits, and perquisites as per the rules applicable to senior executives of the Company, or which may become applicable in the future, or as the Board may decide from time to time.

The following elements shall not be included in the computation of the above remuneration:

a. Gratuity as per Company rules (not exceeding half month's salary for each completed year of service).

b. Earned leave with full pay or encashment as per Company rules.

c. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, and National Pension Scheme as per Company policy.

d. Provision for use of Company car for official duties, telephone at residence (including payment for local and long-distance official calls, but excluding long-distance personal calls, which shall be paid by the Chairman & Managing Director), and reimbursement of all travel and related expenses including expenses incurred on owned car used for official purposes.

For the purpose of calculating remuneration, perquisites shall be valued as per the Income Tax Rules, wherever applicable.

Variable Pay:

In addition to the above, commission shall be payable up to 0.75% of the net profits of the Company, subject to the overall limit of remuneration drawn during the year.

Other Terms & Conditions of Appointment:

a. In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Dr. Vijay Sankeshwar remuneration by way of salary, perquisites, commission, or any other allowances as specified above, in accordance with the limits specified under Schedule V and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof) or as may be prescribed by the Government from time to time, as minimum remuneration. However, no commission on net profits will be payable.

b. No sitting fees shall be paid for attending the Board or Committee meetings.

c. Dr. Vijay Sankeshwar shall not be liable to retire by rotation.

The terms set out in this explanatory statement shall also be treated as an abstract of the terms of the agreement to be entered into between the Company and Dr. Vijay Sankeshwar under Section 190 of the Companies Act, 2013. A draft copy of the agreement to be entered into between the Company and Dr. Vijay Sankeshwar will be available for inspection at the registered office of the Company in compliance with Section 190 of the Companies Act, 2013.

Under section 196(3) of the Companies Act, 2013, the appointment of a person who has attained the age of seventy years shall be made by way of a special resolution along with a justification for the same in the explanatory statement annexed to the notice. The preceding paragraphs be treated as the justification offered in this regard. Similarly, under regulation 17(6)(e) of the SEBI Listing Regulations, a Special Resolution would also need to be passed for the payment of remuneration in excess of ₹ 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. In accordance with the same, approval of the shareholders by way of special resolution is being sought.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 18, 2026, unanimously approved the re-appointment of Dr. Vijay Sankeshwar as Chairman & Managing Director of the Company with effect from January 1, 2027, for a further period of five years, subject to the approval of shareholders at this Annual General Meeting.

The Board recommends the resolution for approval of the Members as a **Special Resolution.**

Information required under the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is provided as **Annexure A** to this Notice.

Additional disclosures required under Schedule V of the Companies Act, 2013 for payment of remuneration in excess of the prescribed limits in the event of inadequate or no profits are provided as **Annexure B** to this Notice.

Except Dr. Vijay Sankeshwar, Dr. Anand Sankeshwar and Mr. Shiva A Sankeshwar, none of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way interested or concerned, financially or otherwise, in this item of business.

ITEM–6

APPROVAL FOR CONTINUATION OF DIRECTORSHIP OF MR. VIRUPAXAGOUDA PATIL (DIN: 10395538) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR ON HIS ATTAINING THE AGE OF 75 YEARS

Mr. Virupaxagouda Patil (DIN: 10395538) was appointed as a Non-Executive Independent Director of the Company with effect from 01.04.2024, in compliance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. He is currently serving as a Non-Executive Independent Director of the Company.

Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for continuing such person.

Mr. Patil will attain the age of 75 years on July 1, 2027, a date expected to fall prior to the next annual general meeting of the Company. Accordingly, to comply with the aforesaid regulation, it is felt necessary to seek the approval of the Members by way of a Special Resolution for the continuation of his directorship as a Non-Executive Independent Director at this AGM.

Mr. Virupaxagouda Patil holds Graduate degrees in Commerce and Law from Karnataka University, Dharwad, as well as a Post Graduate Diploma in Computer Application. He brings over 4 decades of experience in the field of law and commerce. He has served as a Legal Advisor to both Nationalized and Private sector Banks. Additionally, he has held the position of President of District Consumer Redressal Forum for Kodagu District of Karnataka and has also acted as a District Arbitrator for Co-operatives and Societies. He is currently a member of the Corporate Social Responsibility Committee of the Company.

The Board of Directors, upon the recommendation of the Nomination and Remuneration Committee, has evaluated the performance and contribution of Mr. Virupaxagouda Patil as a Non-Executive Independent Director. The Board is of the view that he brings valuable expertise, experience, and insights to the Board, which have been instrumental in the effective functioning of the Board and its committees. He continues to demonstrate the highest standards of professionalism, integrity, and independence in discharging his duties and his continued presence on the Board is in the best interests of the Company and its stakeholders.

The Board is satisfied that he continues to possess the requisite qualifications, expertise, and experience, and meets the independence criteria as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Accordingly, the Board recommends the continuation of Mr. Virupaxagouda Patil as a Non-Executive Independent Director of the Company.

Mr. Virupaxagouda Patil is only entitled to receipt of sitting fees for the meetings attended by him and is not in receipt of any other remuneration from the Company.

The Board of Directors, at its meeting held on 18th May 2026, unanimously approved the proposal for continuation of Mr. Virupaxagouda Patil as a Non-Executive Independent Director beyond the age of 75 years and recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the Members.

The Board recommends the resolution for approval of the Members as a **Special Resolution.**

Except Mr. Virupaxagouda Patil, none of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

ANNEXURE A

Details of Directors seeking appointment / reappointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standard issued by the Institute of Company Secretaries of India

Name of Director: Mr. L R Bhat	
DIN	01875068
Category	Executive Director
Date of Birth & Age	27/01/1959 (67 years)
Date of Initial Appointment	04/08/2017
Tenure of appointment	Retirement by Rotation
Qualification	- Diploma in Mechanical Engineering - Certified Chartered Engineer from the Institute of Engineers.
Expertise in Specific functional area	Mr. L R Bhat holds a Diploma in Mechanical Engineering from the State Board of Technical Education & Training, Tamil Nadu and is Certified Chartered Engineer from the Institute of Engineers in Tool Design. He is working with the Company since 1st July, 1995 and is instrumental in developing in-house Information Technology which has resulted in enormous growth coupled with cost saving. He has more than 4 decades of experience in the Automobile, Technical and IT fields. He also heads the vehicle maintenance function in the Company.
Directorship in other Listed Companies	None
Membership/ Chairmanship in Committees of other Listed Companies	None
Relationship with Director/ Manager/ Key Managerial Personnel of Company	No such relationship
Shareholding in the Company as on 31st March 2026	4,194 shares held jointly with spouse Mrs. Usha Ramanand Bhat.
Number of Board meetings attended during FY 2025-26	Attended all 5 (five) board meetings held during the financial year.
Terms and conditions of appointment	As per the resolution approved in item no. 5 of the 42nd Annual General Meeting Notice read with explanatory statement thereto - https://vrlgroup.in/investor_download/Annual_Report_2024_25
Details of remuneration	₹ 16,50,350/- per month including perquisites as per the resolution approved in item no. 5 of the 42nd Annual General Meeting Notice read with explanatory statement thereto - https://vrlgroup.in/in vestor_download/Annual_Report_2024_25

Name of Director: Dr. Raghottam Akamanchi	
DIN	07038738
Category	Non-Executive Director
Date of Birth & Age	17/04/1964 (62 years)
Date of initial appointment	19/02/2015 (re-appointed on 5th August 2024)
Tenure of appointment	Retirement by rotation
Qualification	M.Sc, Phd.
Expertise in Specific functional area	Dr. Raghottam Akamanchi holds a Post Graduate Degree in Science (Statistics) from the Gulbarga University and a Doctorate in Statistics from the University of Mysore. He was on the Board of Management of the Karnataka State Open University during 2009-2011. He was also the National Vice President of Akhil Bharatiya Vidyarthi Parishad (ABVP). He is also associated with the Management of Seva Bharati Trust, Hubballi, a NGO established in the year 1999 and serving the socially and economically backward sections of the society.
Directorship held in other Listed Companies	None
Membership/ Chairmanship in Committee of other Listed Companies	None
Relationship with Director/ Manager/ Key Managerial Personnel	No such relationship
Shareholding in the Company as on 31st March 2026	Nil
Number of Board meetings attended during FY 2025-26	Attended all 5 (five) board meetings held during the financial year
Terms and conditions of appointment	Liable to retire by rotation

Name of Director: Dr. Vijay Sankeshwar	
DIN	00217714
Category	Executive Director
Date of Birth & Age	02-08-1950 (75 Years)
Date of Initial Appointment	15-06-2005
Tenure of appointment	5 years (01-01-2027 to 31-12-2031)
Qualification	B.Com.
Expertise in Specific functional area	Dr. Vijay Sankeshwar holds a Bachelor's Degree in Commerce from Karnatak University, Dharwad. He was a former Member of Parliament and was elected from the Dharwad (North) Constituency in the 11th, 12th and 13th Lok Sabha elections and he was also a Member of the Legislative Council (MLC) of the State of Karnataka. He was a member of Central Government committees, such as, the Committee of Finance between 1996 and 1997, the Consultative Committee, Ministry of Surface Transport between 1996 and 2000 and the Committee of Transport and Tourism between 1998 and 2000. He has over three decades of experience in the transport industry. He has received various awards including the "Udyog Ratna" and the Karnataka "Rajyotsava" Award. The Government of India in the year 2020 conferred the "Padma Shri" award to him which is one of the highest civilian honor in India.
Directorship held in other Companies	Companies in which he is a Director as of date of this Notice: 1. VRL Steel Private Limited 2. Vijayanand Foods Private Limited
Membership/ Chairmanship in Committee of other Listed Companies	None
Relationship with other directors	None except his son Dr. Anand Sankeshwar, Managing Director and grandson Mr. Shiva A Sankeshwar, Non-Executive Director
Shareholding in the Company as on 31st March 2026	Holds 4,95,61,128 equity shares of Rs.10/- (28.33% of total shareholding)
Terms of Conditions of appointment	As provided in the explanatory statement to this Notice
Details of Remuneration sought to be paid	₹40 lakhs per month including perquisites plus commission up to 0.75% on annual profits as detailed in the explanatory statement to this Notice.
Last Remuneration drawn	₹27 lakhs per month including perquisites plus up to 0.75% commission on profits
Number of meetings of the Board attended during the year	Attended all 5 (five) board meetings held during the financial year

For other details such as the number of meetings of the board attended during the year, remuneration drawn in respect of above directors, please refer to the Corporate Governance Report which forms part of this Annual Report.

ANNEXURE B
STATEMENT OF INFORMATION FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013.

I GENERAL INFORMATION

1. **Nature of industry:**
   The Company is engaged in the business of Surface Logistics.

2. **Date of commencement of commercial production/ business operation:**
   31.03.1983

3. **Financial performance based on given indicators:**
   Standalone Financial Results for the last three years:

(₹ in Lakhs)

Particulars	2025-26	2024-25	2023-24
Profit (Loss) after Tax	23,683	18,292	8,885
Net Worth (including balance in Profit and Loss Account)	1,14,244	1,08,455	94,579
Earnings Per Share	13.54	*10.46	*5.08
Turnover	3,24,478	3,18,517	2,90,972

* The EPS for FY 2024-25 and FY 2023-24 is adjusted to give effect of Bonus equity shares issued at 1:1 ratio during FY 2025-26.

4. **Foreign investments or collaboration, if any:**

There is no direct foreign investment in the Company except to the extent shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

As on 31st March, 2026, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is as under:

Sl.No.	Description	Shares	% Equity
1	Foreign Portfolio Investors – Category I	48,96,723	2.80
2	Foreign Portfolio Investors – Category II	3,18,142	0.18
3	Non Resident Indians - Repatriable	7,23,049	0.41
4	Non Resident Indians – Non-Repatriable	4,70,546	0.27
	Total:	**64,08,460**	**3.66**

II INFORMATION ABOUT THE APPOINTEES

1. **Background details:**

Dr. Vijay Sankeshwar holds a Bachelor’s Degree in Commerce from Karnatak University, Dharwad. He was a former Member of Parliament and was elected from the Dharwad (North) constituency in the 11th, 12th and 13th Lok Sabha elections and he was also a member of the Legislative Council of the State of Karnataka. He was a member of Central Government Committees, such as, the Committee of Finance between 1996 and 1997, the Consultative Committee, Ministry of Surface Transport between 1996 and 2000 and the Committee of Transport and Tourism between 1998 and 2000.

He is the founder of the Company and has been at the helm of its affairs since inception. He continues to lead the day to day operations with hands on management style and is responsible for strategy formulation and implementation in the Company.

2. **Past Remuneration:**

The remuneration paid to Dr. Vijay Sankeshwar for the last 3 financial years is as follows:

Financial Year	₹ in Lakhs
2025-26:	496
2024-25:	460
2023-24:	389

3. **Recognition or Awards**

Year	Awards
1994	Udyog Ratna by the Institute of Economic Studies, New Delhi
2002	Aryabhat Award
2007	Sir M. Visvesvaraya Memorial Award
2008	Transport Samrat
2012	Transport Personality of the year in India Road Transportation Awards 2012 (IRTA)
2019	Karnataka Rajyotsava Award
2020	Padma Shri by the Central Government

4. **Job profile and Suitability**

Dr. Vijay Sankeshwar, Chairman and Managing Director of the Company, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has over five decades of experience in the transport industry. He is the founder promoter and actively involved in business strategy and business development functions of the Company.

5. **Proposed Remuneration**

Monthly remuneration of ₹40,00,000/- (Rupees Forty Lakhs only), inclusive of perquisites, fixed for initial period of 3 years.

Remuneration includes:

1. Perquisites and allowances including house maintenance allowance, reimbursement of expenses including owned car usage and allowances for utilities such as electricity, security, maintenance, staff salary, etc.
2. Reimbursement of expenses for electricity, gas, water, telephone and other reasonable expenses for upkeep and maintenance of such accommodation.
3. Other allowances, benefits, and perquisites as per the rules applicable to senior executives of the Company, or which may become applicable in the future, or as the Board may decide from time to time.

The following elements shall not be included in the computation of the above remuneration:

a. Gratuity as per Company rules (not exceeding half month's salary for each completed year of service).

b. Earned leave with full pay or encashment as per Company rules.

c. Contribution to Provident Fund, Superannuation Fund or Annuity Fund, and National Pension Scheme as per Company policy.

d. Provision for use of Company car for official duties, telephone at residence (including payment for local and long-distance official calls, but excluding long-distance personal calls, which shall be paid by the Chairman & Managing Director), and reimbursement of all travel and related expenses including expenses incurred on owned car used for official purposes.

For the purpose of calculating remuneration, perquisites shall be valued as per the Income Tax Rules, wherever applicable.

Variable Pay:

In addition to the above, commission shall be payable up to 0.75% of the net profits of the Company, subject to the overall limit of remuneration drawn during the year.

For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

Other Terms and Conditions

- In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay Dr. Vijay Sankeshwar, the remuneration by way of salary, perquisites, or any other allowances as specified above as minimum remuneration except commission, as per the Provisions of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, for the time being in force.
- No sitting fees shall be payable for attending the meetings of the Board of Directors or Committees thereof.

6. **In accordance with Article 97 of the Articles of Association, Dr. Vijay Sankeshwar shall not be liable to retire by rotation.**
7. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

   The remuneration proposed to the Chairman & Managing Director, considering the profile of the position, associated responsibilities and performance of the individual, is commensurate with that being paid by companies' comparable size in the logistics industry.
8. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

   Dr. Vijay Sankeshwar is a Promoter, Chairman and Managing Director of the Company. He is related to Dr. Anand Sankeshwar, Managing Director and Mr. Shiva Sankeshwar, Non-Executive Director of the Company. Except that above, he does not have any other pecuniary relationship with any other Director nor Key Managerial Personnel in Company.

III. OTHER INFORMATION

1. **Reasons of loss or inadequate profits, if any:**

   There were no losses or inadequate profits for the preceding three financial years.
2. **Steps taken or proposed to be taken for improvement:**

   Not Applicable
3. **Expected increase in productivity and profits in measurable terms:**

   The inherent strength in our business model ensures that the Company is not dependent on any particular customer or industry for its revenues. The Company has demonstrated growth in revenues and profitability over five decades and is expected to sustain the same going ahead.

IV. DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made in the Directors' Report under the heading "Corporate Governance" attached to in this Annual Report.

By order of the Board of Directors
For **VRL LOGISTICS LIMITED**

ANIRUDDHA PHADNAVIS
Company Secretary & Compliance Officer
Date: July 11, 2026
Place: Hubballi

VRL LOGISTICS LIMITED
Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi - 581 207 (Karnataka)
(18th KM, NH-4, Bengaluru Road, Varur)
Tel: 0836 2237613, Fax: 0836 2237614, Email: investors@vrllogistics.com
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 43rd Annual General Meeting of the Company at Registered office of the Company situated at RS No.351/1, Varur, Post: Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207 (18th KM, NH-4, Bengaluru Road, Varur) on August 4, 2026 at 1.00 p.m.

Full Name of the Member	
Address	
Folio No.	
DP ID	
Client ID	
No. of Shares held	

I certify that I am the registered shareholder/proxy for the registered shareholder of the Company

....

Full name of the shareholder / proxy (in block letters) Signature of shareholder / Proxy

Note:

1. Electronic copy of the Annual Report for FY 2025-26 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the shareholders whose email address is registered with the Company/Depositary Participant unless any shareholder has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.

2. Physical copy of the Notice of the Annual General Meeting along with the details of web link to access the Annual Report, Attendance Slip and Proxy Form is sent physically by permitted mode to all shareholders whose email ids are not registered with the Company or have requested for a hard copy and to those who have accordingly requisitioned.

VRL LOGISTICS LIMITED

Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi - 581 207 (Karnataka)
(18th KM, NH-4, Bengaluru Road, Varur)
Tel: 0836 2237613, Fax: 0836 2237614, Email: investors@vrllogistics.com
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in

PROXY FORM - MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN : L60210KA1983PLC005247

Name of the Company : VRL LOGISTICS LIMITED

Registered Office : RS, No.351/1, Varur Post Chabbi Taluk Hubballi, District Dharwad, Hubballi - 581207 India.

(18th KM, NH- 4, Bengaluru Road, Varur)

Website: www.vrlgroup.in ; Email: investors@vrllogistics.com

Name of the Member (s):..

Registered address:..

E-mail Id: .... DP ID No. ....

Client ID No. .... Folio No: ....

I / We, being the member(s) of ________ Equity Shares of VRL Logistics Limited, hereby appoint

1.Name : ....

Address : ....

E-mail Id : ....

Signature :.., or failing him / her

2. Name:..

Address: ....

E-mail Id: ....

Signature:.., or failing him / her

3. Name:..

Address: ....

E-mail Id: ....

Signature: ....

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 43rd Annual General Meeting of the Company, to be held on Tuesday, August 4, 2026 at 1.00 p.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Sl.No	Resolutions	Optional*	
Ordinary Business		**For**	**Against**
1	Adoption of Audited Financial Statements for FY 2025-26 together with the Report of Auditors thereon.		
2	To appoint a director in the place of Mr. L R Bhat (DIN: 01875068) who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint a director in the place of Dr. Raghottam Akamanchi (DIN: 07038738) who retires by rotation and being eligible, offers himself for re-appointment.		
4	To confirm interim dividend paid as the final dividend for the financial year ended 31st March, 2026.		
Special Business:			
5	Re-appointment of Dr. Vijay Sankeshwar (DIN 00217714), as Chairman and Managing Director.		
6	Approval for continuation of directorship of Mr. Virupaxagouda Patil (DIN:10395538) as Non-Executive Independent Director upon attaining the age of 75 years.		

Signed this ___ day of _______, 2026

Affix Re.1 Revenue Stamp here

Signature of Shareholder

Signature of Proxy Holder (s)

Note:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than **FORTY-EIGHT HOURS** before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. * In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

INSTRUCTIONS AND OTHER INFORMATION RELATING TO REMOTE E-VOTING:

1. Please take note of the below:

A. In case a member receiving an email from KFin [for members whose email IDs are registered with the Company/Depository Participant(s)]:

I. Launch internet browser by typing the URL: https://evoting.kfintech.com.

II. Enter the login credentials (i.e., User ID and Password mentioned above). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

III. After entering these details appropriately, Click on “LOGIN”.

IV. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

V. You need to login again with the new credentials.

VI. On successful login, the system will prompt you to select the “EVENT” i.e., VRL Logistics Limited.

VII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

VIII. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.

IX. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

X. You may then cast your vote by selecting an appropriate option and click on “Submit”.

XI. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on all the Resolution(s) by clicking “SUBMIT”.

XII. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: cs_akshaysp@yahoo.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name EVENT NO.” The documents should reach the Scrutinizer and such other person on or before August 3, 2026 at 5.00 P.M.

B. In case of Members receiving physical copy of the AGM Notice by Courier [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:

(i) User ID and initial password as provided above.

(ii) Please follow all steps from Sr.No. (i) to (xii) as mentioned in (A) above, to cast your vote.

C. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. July 28, 2026, may write to the KFin on the email Id evoting@kfintech.com or to Mr. Bhaskar Roy, Contact No. 040-33215252 at KFin Technologies Limited, Unit- VRL Logistics Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial Dist., Nanakramguda, Hyderabad – 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast the vote.

2. The remote e-voting period commences on August 1, 2026 at 9.00 A.M. and ends on August 3, 2026 at 5.00 P.M. During this period, the Members of the Company holding shares as on the cut-off date, being July 28, 2026, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote at the AGM.

3. The facility for voting through electronic means ('Insta-Poll') would be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta- Poll'.
4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
5. The Company has engaged the services of KFin Technologies Limited ("KFin") as the Agency to provide e-voting facility.
6. The Board of Directors of the Company has appointed Mr. Akshay Pachlag, Practicing Company Secretary as Scrutinizer to scrutinize the Insta-Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 28, 2026.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., July 28, 2026 only shall be entitled to avail the facility of remote e-voting / Insta-Poll.
9. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: From 9.00 a.m. (IST) on August 1, 2026 End of remote e-voting: Up to 5.00 p.m. (IST) on August 3, 2026. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of aforesaid period.
10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and will make, not later than 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson or a person authorized by him in writing who shall countersign the same. The Chairperson or a person authorized by him in writing will declare the result of voting forthwith.
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., August 4, 2026.
12. The Results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions.
13. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.vrlgroup.in) and on Service Provider's website (https://evoting@kfintech.com) and communication of the same would be made to the BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the AGM.

E-Voting event Number	User ID	Password

14. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members at https://evoting.kfintech.com/public/Faq.aspxor call KFin Technologies Limited on 1800-309-4001 to their toll free number.

INSTRUCTION FOR MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESSES SHOULD FOLLOW THE PROCEDURE MENTIONED BELOW:

Please take note of the below

1. The member can access the Kfin link at : https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx
2. Once you enter the link, please select the drop-down menu and select the Company Name 'VRL Logistics Limited'.
3. Select the Holding type from the drop down i.e. - NSDL / CDSL / Physical then click 'SUBMIT'.
4. Later enter the Enter DPID – Client ID (in case shares are held in electronic form) / Physical Folio No. (in case shares are held in physical form) and update your PAN number. In case shares are held in physical form and PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
5. If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating your records.

6. Kindly enter the valid email address and mobile number System will validate DP ID – Client ID/ Physical Folio No. and PAN / Share certificate No., as the case may be, and send the OTP at the registered Mobile number as well as email address for validation.
7. Enter the OTPs received by SMS and email to complete the validation process. Kindly note that the OTPs validity will be for 5 minutes only.
8. The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
9. Alternatively, members may send an email request addressed to einward.ris@kfintech.com along with scanned copy of the request letter duly signed by the first shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFin to register their email address and to provide them the Notice and the e-voting instructions along with the User ID and Password.
10. Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
11. In case of queries, members are requested to email inward.ris@kfintech.com or call at the toll free number 1800- 309-4001.

    As an ongoing endeavour to enhance Investor experience and leverage new technology, our registrar and transfer agents, KFIN Technologies Limited have been continuously developing new applications. Here is a list of applications that has been developed for our investors.

    Investor Support Centre: A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status , Upload exemption forms (TDS) , Download all ISR and other related forms.

    URL: https://kprism.kfintech.com/

    e-Sign Facility: Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that e-Sign option be provided to Investors for raising service requests. KFIN is the first RTA which has enabled the option and can be accessed via the link below.

    URL: https://ris.kfintech.com/clientservices/isr

    KYC Status: Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios.

    URL: https://ris.kfintech.com/clientservices/isc/kycqry.aspx

    KPRISM Mobile App: A mobile application which allows users to check portfolio / holding, check IPO status / Demat / Remat , Track general meeting schedules, download ISR forms, view the live streaming of AGM and contact the RTA with service request, grievance, and query and full suite of other investor services.

    Senior Citizens Investor Support: As part of the initiative, our RTA, in order to enhance investor experience for Senior Citizens, a Senior Citizens investor cell has been newly formed for Senior Citizens in redressing their grievances, complaints and queries. This special cell closely monitors complaints coming from Senior Citizens through this channel and handholds them at every stage of the service request till closure of the grievance.

    Senior Citizens wishing to avail this service can send the communication with the below details to the email id, senior.citizen@kfintech.com. Senior Citizens (above 60 years of age) must provide the ID proof showing Date of Birth, Folio Number, Company Name and Nature of Grievance.

    Dedicated Toll-free number for any queries or information of Senior Citizens: 1-800-309-4006

    WhatsApp: Modern technology has made it easier to communicate with shareholder across multiple levels. WhatsApp has a wider reach today with majority having a know-how of the application. In order to facilitate the shareholders KFIN has now a dedicated WhatsApp number that can be used for a bouquet of services.

    WhatsApp Number: (91) 910 009 4099

    Note: Route Map to reach the Registered Office of the Company (AGM Venue) is annexed at the end of this report for convenience of the members.

Route Map to reach the Registered Office of the Company (AGM Venue)