

Corporate Office :

Giriraj Annexe Circuit House Road
HUBBALLI - 581 029 Karnataka State
Phone : 0836 2237511
Fax : 0836 2256612
e-mail : headoffice@vrllogistics.com

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Codes: 539118

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

Dear Sir / Madam,

Sub: Voting results and proceedings of the 42nd Annual General Meeting of the Company

With reference to the AGM notice filed on 12th July 2025 and pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ('SEBI Listing Regulations'), we wish to inform you that the 42nd Annual General Meeting of the Company was held on Wednesday, 6th August 2025 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 (NH-4, Bengaluru Road, Varur).

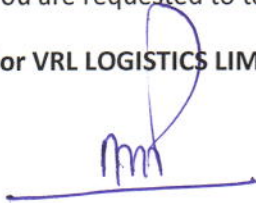
In this regards, we attach herewith the following:

1. Gist of proceedings of the 42nd Annual General Meeting held on 6th August 2025.
2. Voting results pursuant to Regulation 44(3) of SEBI Listing Regulations.
3. Scrutinizer's report in accordance with Section 108 of the Companies Act, 2013 read with Rules made thereunder.

The proceedings of 42nd AGM, voting results along with Scrutinizer's report will also be hosted on our Company's website at www.vrlgroup.in and also on the website of the Registrar and Transfer Agents of the Company at www.kfintech.com.

You are requested to take note of the same.

For VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Hubballi

Date: 06.08.2025

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Customer Care : HUBBALLI ☎ 0836 - 2307800 e-mail : customercare@vrllogistics.com

Website : www.vrllogistics.com CIN : L60210KA1983PLC005247 GSTIN (KAR): 29AABCV3609C1ZJ

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GIST OF PROCEEDINGS AT THE 42nd ANNUAL GENERAL MEETING OF THE COMPANY

The 42nd Annual General Meeting of the Company was held on Wednesday, 6th August 2025 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 (NH-4, Bengaluru Road, Varur).

Members Present:

A total of 59 members attended the meeting as per the records of attendance.

Directors Present:

1. Dr. Vijay Sankeshwar : Chairman and Managing Director
2. Dr. Anand Sankeshwar : Managing Director
3. Mr. L R Bhat : Whole Time Director
4. Mr. Shantilal Jain : Independent Director
(Chairman of the Audit Committee & Nomination and Remuneration Committee)
5. Mr. Shankar V Pinge : Independent Director and
(Chairman of Stakeholders Relationship Committee)
6. Dr. D.V. Guruprasad : Independent Director
7. Mr. Vinay J Javali : Independent Director
8. Dr. (Mrs.) Shailaja Ambli : Independent Director
9. Mr. V.A. Patil : Independent Director
10. Mr. Shiva Sankeshwar : Non-Executive Director
11. Dr. Raghottam Akamanchi : Non-Executive Director

Key Managerial Personnel:

- Mr. Sunil Nalavadi : Chief Financial Officer
Mr. Aniruddha Phadnavis : Company Secretary and Compliance Officer

Auditors Present:

- Mr. Cyrus A Nariman : Partner
Kalyaniwalla & Mistry LLP, Chartered Accountants
Statutory Auditors, Bengaluru
- Mr. Daraius Fraser : Partner
Kalyaniwalla & Mistry LLP, Chartered Accountants
Statutory Auditors, Mumbai



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Mr. Santosh Shanbhag : Partner
Kalyaniwalla & Mistry LLP, Chartered Accountants
Statutory Auditors, Mumbai

Mr. R Parthasarathi : Secretarial Auditor

Scrutinizer:

Mr. Akshay Pachlag : Proprietor, A.S. Pachlag & Co, Company Secretaries,
Hubballi

The meeting commenced at 1:00 P.M. and concluded at 2.04 P.M

Documents & Registers which were kept for inspection by members:

1. Notice of the 42nd Annual General Meeting
2. Board's report alongwith Annexures thereto for the financial year ended on 31st March 2025
3. Audited Financial Statements alongwith Auditors' Report thereon for the financial year ended on 31st March 2025
4. Statutory Registers under the Companies Act, 2013 including the Registers of Directors and Key Managerial Personnel and their shareholdings, the Register of Contracts / Arrangements in which Directors are interested and Register of Members.
5. Secretarial Audit Report
6. Corporate Governance Report and Compliance Certificate thereon

Mr. Aniruddha Phadnavis, Company Secretary & Compliance officer welcomed the members and all the Directors, Statutory Auditors and Secretarial Auditor to the 42nd Annual General Meeting on behalf of the Company and requested Dr. Vijay Sankeshwar, Chairman and Managing Director of the Company to address the meeting.

Dr. Vijay Sankeshwar, Chairman and Managing Director, chaired the proceedings of the meeting. After ascertaining the presence of the requisite quorum, Chairman called the meeting to order and commenced the proceedings. He informed the shareholders that the requisite statutory documents were open for inspection.

The Chairman gave an overview of the business operations & performance of the Company for the financial year ended 31st March, 2025 as a part of his speech.

Mr. Sunil Nalavadi, Chief Financial Officer appraised the members on the financial performance of the Company.

Members were informed that pursuant to provisions of the Companies Act, 2013, rules framed thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had enabled the remote e-voting facility to the members of the Company in

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respect of resolutions to be passed at the meeting. The said remote e-voting commenced at 9.00 a.m. on 3rd August 2025 and ended at 5.00 p.m. on 5th August 2025.

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

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

With the consent of the members present, the notice convening the 42nd General Meeting, Directors' Report of the Company and Auditors Report for the Financial Year ended 31st March 2025 were taken as read.

Thereafter, all the agenda items specified in the Notice were taken up and the floor was open for discussions. The following agenda items as per Notice were transacted at the Meeting:

1. Adoption of Audited Financial Statements for the FY 2024-25 together with the Reports of Board of Directors and Auditors thereon;
2. Re-appointment of Mr. Shiva A Sankeshwar (DIN: 09236519), Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment;
3. Re-appointment of Dr. Ashok Shettar (DIN: 07038714), Non-Executive Director, who retires by rotation and being eligible, offers himself for re-appointment;
4. Approval for interim dividend of Rs. 5/- per share paid on Equity share capital of the Company declared and declaration of final dividend of ₹10 per equity share having face value of ₹10/- each for the financial year ended 31st March, 2025;
5. Approval for revision of remuneration payable to Mr. L R Bhat (DIN 01875068), Executive Director of the Company;
6. Approval for Appointment of M/s. Walker Chandiook & Co., LLP, Chartered Accountants, Mumbai, bearing Firm Registration No. 001076N/ N500013 as the Statutory Auditors of the Company for a period of five (5) years;
7. Approval for Appointment of Mr. R. Parthasarathy, Practicing Company Secretary, Bengaluru [ACS 3667, CP No.838], as the Secretarial Auditor of the Company for a period of five (5) years;
8. Approval for Alteration of Capital clause in the Memorandum of Association of the Company;
9. Approval for issue of bonus equity shares



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The members were requested to give their views / comments on the agenda items. The Chairman along with management team addressed the queries raised by the members at the meeting.

Subsequently Chairman ordered a Poll to be taken at the meeting electronically ("Insta Poll") and requested Mr. Akshay Pachlag, Scrutinizer to oversee orderly conduct of the Voting.

The Chairman informed that the E-voting results alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and KFin and shall also be communicated to the Stock Exchanges within the time prescribed under law.

Thereafter meeting concluded with vote of thanks to the Chair.

FOR VRL LOGISTICS LIMITED



ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 06.08.2025

Place: Hubballi

	VRL LOGISTICS LIMITED
Date of the AGM/EGM	06-08-2025
Total number of shareholders on record date	66994
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	54
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financial Statements for FY 2024-25 together with the Reports of Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	95,87,676	8,991	0.0938	8,987	4	99.9555	0.0444	0	2,076
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		13,024	0.1359	13,020	4	99.9693	0.0307	0	2076
Total		8,74,68,495	7,68,20,903	87.8269	7,68,20,899	4	100.0000	0.0000	0	2076



Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Mr. Shiva A Sankeshwar, (DIN: 09236519) who retires by rotation, being eligible, offers himself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	56,21,623	1,84,95,815	23.3093	76.6906	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	56,21,623	1,84,95,815	23.3094	76.6906	0	0
Public- Non Institutions	E-Voting	95,87,676	8,791	0.0917	8,503	288	96.7239	3.2760	0	2,276
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,824	0.1338	12,536	288	97.7542	2.2458	0	2,276
Total	8,74,68,495	7,68,20,703	87.8267	5,83,24,600	1,84,96,103	75.9230	24.0770	0	2,276	



Resolution No.	3										
Resolution required: (Ordinary/ Special)	ORDINARY - Re-appointment of Dr. Ashok Shettar (DIN: 07038714) who retires by rotation, being eligible, offers himself for re-appointment.										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0	
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,38,72,552	2,44,886	98.9846	1.0153	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,41,17,438	95.7407	2,38,72,552	2,44,886	98.9846	1.0154	0	0	
Public- Non Institutions	E-Voting	95,87,676	8,791	0.0917	8,262	529	93.9824	6.0175	0	2,276	
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		12,824	0.1338	12,295	529	95.8749	4.1251	0	2276	
Total		8,74,68,495	7,68,20,703	87.8267	7,65,79,288	2,45,415	99.6805	0.3195	0	2276	



Resolution No.	4									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve and confirm interim dividend of Rs. 5/- per equity share paid for FY 2024-25 declared and to declare a Final Dividend of Rs.10/- per equity share for FY 2024-25									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	95,87,676	10,991	0.1146	10,977	14	99.8726	0.1273	0	76
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,024	0.1567	15,010	14	99.9068	0.0932	0	76
Total		8,74,68,495	7,68,22,903	87.8292	7,68,22,889	14	100.0000	0.0000	0	76



Resolution No.	5									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve a revision of remuneration payable to L.R. Bhat Whole-time Director of the Company for remaining period of his tenure.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,41,01,930	15,508	99.9356	0.0643	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	2,41,01,930	15,508	99.9357	0.0643	0	0
Public- Non Institutions	E-Voting	95,87,676	8,791	0.0917	8,584	207	97.6453	2.3546	0	2,276
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,824	0.1338	12,617	207	98.3858	1.6142	0	2,276
Total		8,74,68,495	7,68,20,703	87.8267	7,68,04,988	15,715	99.9795	0.0205	0	2,276



Resolution No.	6										
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint M/s. Walker Chandio & Co., LLP, Chartered Accountants, Mumbai, (Firm Registration No. 001076N), as Statutory Auditors of the Company and to fix their remuneration										
Whether promoter/ promoter group are interested in the agenda/resolution?	No										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained	
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0	
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0	
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0	
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0	
Public- Non Institutions	E-Voting	95,87,676	8,791	0.0917	8,698	93	98.9420	1.0579	0	2,276	
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0	
	Total		12,824	0.1338	12,731	93	99.2748	0.7252	0	2276	
Total		8,74,68,495	7,68,20,703	87.8267	7,68,20,610	93	99.9999	0.0001	0	2276	



Resolution No.	7									
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint Mr. R Parthasarathy, Practicing Company Secretary [ACS 3667, CP No.838], as Secretarial Auditor of the Company and to fix his remuneration									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	95,87,676	8,791	0.0917	8,763	28	99.6814	0.3185	0	2,276
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		12,824	0.1338	12,796	28	99.7817	0.2183	0	2276
Total		8,74,68,495	7,68,20,703	87.8267	7,68,20,675	28	100.0000	0.0000	0	2276



Resolution No.	8									
Resolution required: (Ordinary/ Special)	ORDINARY - To Approve for Alteration of Capital Clause of the Memorandum of Association of the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	2,41,17,438	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	95,87,676	10,791	0.1126	10,777	14	99.8702	0.1297	0	276
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		14,824	0.1547	14,810	14	99.9056	0.0944	0	276
Total		8,74,68,495	7,68,22,703	87.8290	7,68,22,689	14	100.0000	0.0000	0	276



Resolution No.	9									
Resolution required: (Ordinary/ Special)	ORDINARY - To consider and approve issue of bonus equity shares									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	5,26,90,441	5,26,88,691	99.9967	5,26,88,691	0	100.0000	0.0000	0	0
	Poll		1,750	0.0033	1,750	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		5,26,90,441	100.0000	5,26,90,441	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	2,51,90,378	2,41,17,438	95.7407	2,36,22,034	4,95,404	97.9458	2.0541	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,41,17,438	95.7407	2,36,22,034	4,95,404	97.9459	2.0541	0	0
Public- Non Institutions	E-Voting	95,87,676	10,991	0.1146	10,987	4	99.9636	0.0363	0	76
	Poll		4,033	0.0421	4,033	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		15,024	0.1567	15,020	4	99.9734	0.0266	0	76
Total		8,74,68,495	7,68,22,903	87.8292	7,63,27,495	4,95,408	99.3551	0.6449	0	76





Consolidated Scrutinizer's Report

[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
42nd Annual General Meeting of the Equity Shareholders of
VRL Logistics Limited (the "Company") held on August 06, 2025 at 01.00 P.M.
at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,
District Dharwad, Hubballi - 581207.

Dear Sir,

I, Akshay S Pachlag, Company Secretary in Practice, Hubballi, had been appointed as the scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing e-voting process (remote e-voting) and voting by poll through electronic system (Insta Poll) under the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended (Rules), on the resolutions contained in the notice to the 42nd Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Wednesday, August 06, 2025 at 01.00 P.M at RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi - 581207 and I report as under:

1. The management of the Company is responsible to ensure Compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e. by remote e-voting and voting by poll through electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the notice to 42nd AGM of the Equity Shareholders of the Company.
2. My responsibility as a scrutinizer for the voting process of voting through electronic means was restricted to scrutinise the voting process in fair and transparent manner and furnish a Scrutinizer's Report on the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by Kfin Technologies Limited (Kfin), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for the voting through electronic means.
3. The Equity Shareholders holding shares as on July 30, 2025, being cut-off date, were entitled to vote on the resolutions mentioned in the Notice of the AGM of the Company.
4. The remote E-Voting period remained open from 9.00 AM on Sunday, August 3, 2025 to 5.00 PM on Tuesday, August 5, 2025.
5. The votes cast through remote e-voting were unblocked by me at 05.26 pm on 5th August 2025 in the presence of two witnesses who are not in the employment of the Company.
6. The results of Insta Poll along with the list of shareholders who voted "For" or "Against" the below resolutions were provided by Kfin. Thereafter, the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of Kfin (<https://evoting.kfintech.com/>).
7. The result of voting through electronic means (i.e. combined result of remote e-voting and Insta Poll at the AGM) is as under:



Resolution No. 1: Adoption of Audited Financial Statements for FY 2024-25 together with the Reports of Board of Directors and Auditors thereon. .

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	254	76820899	100	3	4	0	4	2076	0

Resolution No. 2: Re-appointment of Mr. Shiva A Sankeshwar, (DIN: 09236519) who retires by rotation, being eligible, offers himself for re-appointment.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	187	58324600	75.92	74	18496103	24.08	5	2276	0

Resolution No. 3: Re-appointment of Dr. Ashok Shettar (DIN: 07038714) who retires by rotation, being eligible, offers himself for re-appointment.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	239	76575288	99.68	22	245415	0.32	5	2276	0

Resolution No. 4: To approve and confirm interim dividend of ₹5 per equity share paid for FY 2024-25 and to declare a Final Dividend of ₹10 per equity share for FY 2024- 25.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	254	76822889	100	4	14	0	3	76	0



Resolution No. 5: To approve remuneration payable to L.R. Bhat Whole-time Director of the Company for remaining period of his tenure.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	247	76804988	99.97	9	15715	0.03	5	2276	0

Resolution No. 6: To appoint M/s. Walker Chandiok & Co., LLP, Chartered Accountants, Mumbai, (Firm Registration No. 001076N), as Statutory Auditors of the Company and to fix their remuneration

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	250	76820610	99.99	6	93	0	5	2276	0

Resolution No. 7: To appoint Mr. R Parthasarathy, Practicing Company Secretary [ACS 3667, CP No.838], as Secretarial Auditor of the Company and to fix his remuneration

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	251	76820675	100	5	28	0	5	2276	0

Resolution No. 8: To approve reclassification and alteration of Authorized Share Capital of the Company.

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	253	76822689	100	4	14	0	4	276	0

Resolution No. 9: To issue of bonus shares

Total Ballots	Favour			Against			Abstain/ Invalid		
	Ballots	Votes	%	Ballots	Votes	%	Ballots	Votes	%
261	249	76327495	99.35	12	495408	0.65	3	76	0

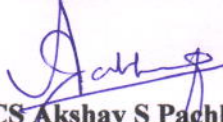


8. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,

For A S Pachlag & Co.,
Company Secretaries

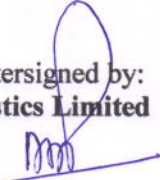

CS Akshay S Pachlag
ACS 30741, CP 11710
Proprietor
P R Certificate No. 1377/2021
UDIN: A030741G000948856



Place: Hubballi
Dated: August 06, 2025

Countersigned by:
For VRL Logistics Limited




Aniruddha A. Phadnavis
Company Secretary and
Compliance Officer