

**Corporate Office:**

Giriraj Annexe Circuit House Road  
**HUBBALLI- 580 029** Karnataka State  
Phone : 0836- 2237511  
Fax : 0836 2256612  
e-mail : headoffice@vrllogistics.com

To,

**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street**  
**Mumbai- 400 001**  
**Scrip code: 539118**

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

Dear Sir / Madam,

**Sub: Notice of the 42<sup>nd</sup> Annual General Meeting and Annual Report for F.Y. 2024-25**

**Notice of 42<sup>nd</sup> Annual General Meeting and Annual Report 2024-25:**

In accordance with Regulations 30 & 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we wish to inform you that the 42<sup>nd</sup> Annual General Meeting of the Company will be held on Wednesday, 6<sup>th</sup> 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 (18<sup>th</sup> KM, NH-4, Bengaluru Road, Varur), Karnataka. We enclose herewith the Annual Report for F.Y. 2024-25 alongwith Notice of the 42<sup>nd</sup> Annual General Meeting. The said Annual Report along with Notice, Proxy form, Attendance Slip and E-Voting instructions is also available on the Company's Website: [www.vrlgroup.in](http://www.vrlgroup.in)

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully

**For VRL LOGISTICS LIMITED**

**ANIRUDDHA** Digitally signed by  
ANIRUDDHA ANIL  
**ANIL** PHADNAVIS  
**PHADNAVIS** Date: 2025.07.12  
10:14:32 +05'30'

**ANIRUDDHA PHADNAVIS**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**

**Date: 12.07.2025**

**Place: Hubballi**



## VRL LOGISTICS LIMITED

Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,  
District Dharwad, Hubballi (Karnataka) - 581 207  
(18<sup>th</sup> 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 Second Annual General Meeting of **VRL Logistics Limited** (“**Company**” or “**VRL**”) will be held on Wednesday, August 6, 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(18th KM, NH-4, Bengaluru Road, Varur, Hubballi – 581207), Karnataka to transact the following businesses:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2025 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Shiva A Sankeshwar (DIN: 09236519) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Dr. Ashok Shettar (DIN: 07038714) who retires by rotation and being eligible, offers himself for re-appointment.
4. To approve and confirm interim dividend of Rs. 5/- per share paid on Equity share capital of the Company and to declare a further final dividend of ₹ 10 per equity share having face value of ₹ 10/- each for the financial year ended 31st March, 2025.

#### SPECIAL BUSINESS

##### Revision of remuneration payable to Mr. L R Bhat (DIN 01875068), Executive Director

5. 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 & 203 read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof and subject to such other approvals, permissions, sanctions as may be necessary and pursuant to the recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, consent of the members be and is hereby accorded for payment of Remuneration of Rs.16,50,350/- per month to Shri L R Bhat (DIN 01875068), Whole-time Director of the Company w.e.f August 4, 2025 for the remaining tenure of his appointment, on the same terms and conditions as per the earlier agreement entered into by him with the Company with liberty and authority to the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, to alter and vary the terms and conditions of the said appointment, including such remuneration, from time to time within the scope and in compliance with Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. L R Bhat;

**RESOLVED FURTHER THAT** the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/ inadequate profits, except that the overall remuneration including perquisites will be restricted to the maximum permissible limit as per Schedule V;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

#### **Appointment of Statutory Auditors**

6. 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Audit Committee and the Board of Directors, and a Notice having been received from a member, M/s. Walker Chandiook & Co, LLP, Chartered Accountants, Mumbai, bearing Firm Registration No. 001076N/N500013, be and are hereby appointed as the Statutory Auditors of the Company, in the place of retiring Auditors, M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai, to hold office for a term of five years from the conclusion of the 42nd Annual General Meeting (AGM) of the Company, on a remuneration of ₹ 75 Lakhs, exclusive of taxes and reimbursements; such remuneration being fixed for an initial period of (2) two financial years, with an authority being given to the Board of Directors, on the recommendation of the Audit Committee to review and fix the remuneration for subsequent years in consultation with the Auditors without being required to seek any further consent or approval of the members of the Company;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board of Directors be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose.”

#### **Appointment of Secretarial Auditor**

7. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, based on the recommendation of the Audit Committee and the Board of Directors, consent of the members be and is hereby accorded 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 commencing from the Financial Year 2025-26 at remuneration of ₹ 6,50,000 exclusive of taxes and reimbursements, such remuneration being fixed for an initial period of (2) two financial years, with an authority being given to the Board of Directors, on the recommendation of the Audit Committee to review and affix the remuneration for subsequent years in consultation with the Secretarial Auditor without being required to seek any further consent or approval of the members of the Company.”

#### **Alteration of Capital clause in the Memorandum of Association**

8. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the existing Authorized Share Capital of the Company totalling ₹ 237,00,00,000/- (Rupees Two hundred thirty

seven crores) comprising of ₹ 125,00,00,000/- (Rupees One Hundred and Twenty Five Crore only) divided into 12,50,00,000 (Twelve crore fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 112,00,00,000/- (Rupees One hundred twelve Crores only) divided into 112,00,000 (One crore twelve Lakhs) Compulsorily and mandatorily convertible participatory Preference Shares of ₹ 100/- (Rupees Hundred) each, to ₹ 237,00,00,000/- (Rupees Two hundred thirty seven Crore only) comprising of 23,70,00,000 (Twenty three crore seventy lakhs) Equity Shares of ₹ 10/- (Rupee Ten) each;

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following new Clause V:

‘V. The Authorized Share Capital of the Company is ₹ 237,00,00,000/- (Rupees Two hundred thirty seven crore only) divided into of 23,70,00,000 (Rupees twenty three crore seventy lakh only) Equity Shares of ₹ 10/- (Rupee One) each, with all rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company, with the power to the Board to increase or reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.’

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Memorandum of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

#### **Issue of Bonus Shares**

9. To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Foreign Exchange Management Act, 1999 (“FEMA”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the Articles of Association of the Company and subject to such further approvals as may be necessary, consent of the members be and is hereby accorded and authority be and is hereby granted to the Board of Directors of the Company (hereinafter referred to as ‘Board’, which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for issue and allotment of 8,74,68,495 equity shares of Rs.10/- each (fully paid) as bonus shares credited as fully paid-up to the existing shareholders whose names appear in the Register of Members / Register of Beneficial Owners on a ‘Record Date’ to be determined by the Board for this purpose, in the ratio of 1:1 by capitalizing an amount of ₹ 87,46,84,950/- (Rupees eighty seven crore forty six lakhs eighty four thousand nine hundred and fifty only) out of the existing securities premium received in cash and / or general reserve and / or capital redemption reserves and/or retained earnings of the Company, as deemed appropriate and that the new bonus equity shares so issued and allotted shall, rank pari-passu with existing equity shares for all purposes and the new bonus equity shares shall be treated for all purposes as an increase of the nominal amount of the equity share capital of the Company held by each of such member and not as income;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date and carry the same rights as the existing fully paid-up equity shares of the Company;

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

**RESOLVED FURTHER THAT** in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and no letter of allotment shall be issued to the allottees of newly issued bonus shares;

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Portfolio Investors / Foreign Institutional Investors and other Foreign Investors, shall be subject to the approval, if any, of RBI under the FEMA or any other regulatory authority and other applicable rules/regulations/ guidelines issued/amended by RBI from time to time, in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the equity shares of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company or any committee constituted by the Board and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects;

**RESOLVED FURTHER THAT** any Director of the Board and/or Key Managerial Personnel of the Company be and is hereby severally authorized to perform and execute all acts, deeds, and matters necessary or expedient to give effect to this resolution and this authorization includes, but is not limited to, filing necessary forms, documents, and returns with relevant authorities such as the Registrar of Companies, SEBI, Stock Exchanges, RBI, NSDL, CDSL, and the R&TA of the Company, depositing requisite fees, and ensuring compliance with all related requirements or incidental matter."

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

**ANIRUDDHA PHADNAVIS**  
Company Secretary & Compliance Officer  
Date: July 10, 2025

## 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.

### DIVIDEND RELATED

4. The Board of Directors, at its meeting held on November 13, 2024, had declared an interim dividend of ₹ 5/- per share. The Board of Directors, at its meeting held on May 21, 2025, has recommended a further dividend of ₹ 10 per equity share for FY 2024-25 for the approval of members at the 42<sup>nd</sup> AGM of the Company.
5. Pursuant to the provisions of regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations'), the Company has fixed July 30, 2025 as the 'Record Date' for the purpose of determining the members eligible to receive dividend for Financial Year 2024-25.
6. Subject to the provisions of section 126 of the Act, final dividend on equity shares, if declared, at the AGM, will be paid on or before August 30, 2025.
7. As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, dividend, if declared will be paid through electronic mode, where the bank account details of the members are available. Where dividend is paid through electronic mode, intimation regarding such remittance will be sent separately to the members. In case where the dividend could not be paid through electronic mode, payment will be made through a physical instrument such as banker's cheque or demand draft incorporating bank account details of such members.
8. To ensure timely payment of dividend, members are requested to notify change in their address or particulars of their bank account, if any, to the Registrar and Share Transfer Agent ('KFin') or in case of demat holding to their respective Depository Participants ('DPs').

### E-VOTING RELATED

9. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility of remote e-voting to all members. 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 6, 2025.
10. 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 Resolution/letter of authority, authorizing their representative(s) to attend and vote on their behalf at the AGM.
11. Any member proposing to seek any clarification on the annual report 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.

12. Voting rights shall be reckoned on paid-up value of shares registered in the name of the member / beneficial owner as on the cut-off date i.e. July 30, 2025.
13. 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 30, 2025 only shall be entitled to avail the facility of remote e-voting/voting at the AGM.
14. 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 3, 2025.  
End of remote e-voting: At 5.00 p.m. (IST) on August 5, 2025  
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 the aforesaid period.
15. 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](http://www.vrlgroup.in) and on the website of KFin <https://evoting.kfintech.com>. The results shall simultaneously be communicated to the Stock Exchanges.

#### **INSPECTION OF DOCUMENTS RELATED**

16. 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. Also, a draft copy of the modified Memorandum of Association would be available for inspection by the members as stated above.
17. The said Notice of AGM along with the Annual Report, Attendance Slip and Proxy Form have been sent to Members whose names are recorded in the Register of Members / Register of Beneficial owners as on July 4, 2025, by permitted / requisitioned mode individually at their registered postal address / sent electronically at their e-mail address available with the Company or with the Depository Participant(s).
18. The Notice calling the 42<sup>nd</sup> 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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
19. Members are requested to bring their copy 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 folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for participation at the meeting.
20. 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.
21. 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.
22. 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**

23. 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) Non-Resident Indian Members are requested to inform their respective DP's immediately of the change in their residential status on return to India for permanent settlement.
- (c) Register their email address/bank details/mobile number and changes therein from time to time with their respective DP's.
- (e) 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.), Plot 31-32, Selenium Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
- (f) 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 30, 2025 may obtain the login id and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com).
24. 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.
25. 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.
26. 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 the 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 unless a member has requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Annual Report are being sent to them in the permitted / requisitioned mode to their address registered with their DP's and and RTA.

#### **IEPF RELATED**

27. 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 unpaid dividend account, is liable to be transferred by the Company 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**

28. In terms of Article 100 of the Articles of Association of the Company, Mr. Shiva A Sankeshwar, Non-Executive Director and Dr. Ashok Shettar Non-Executive Director who retire by rotation and being eligible, offer themselves for re-appointment.
29. Information required under Regulation 36 of the SEBI Listing Regulations, Directors and Auditors seeking Appointment/Reappointment at the AGM are furnished as annexure to this Notice. The Directors and Auditors have furnished consent/declarations for their appointment/re-appointment as required under the Act and rules made thereunder.
30. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also 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.
31. The Board of Directors has appointed Mr. Akshay Pachlag, Practicing Company Secretary (Membership No.30741, COP No: 11710) as the Scrutinizer to scrutinize the voting process in a fair and transparent manner and he has communicated his willingness to be appointed.
32. 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 account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their respective demat account in order to access such e-voting facility.

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

<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<b>Individual Shareholders holding securities in demat mode with CDSL</b>
<p><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>Click on the e-Voting service provider name KFin and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/ Secure Web/ IdeasDirectReg.jsp</a></li> <li>Proceed with completing the required fields.</li> <li>Follow steps given in point 1.</li> </ol> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</li> <li>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.</li> <li>Post successful authentication, you will be requested to select the name of the Company and the e-Voting Service Provider name, i.e. KFin.</li> <li>On successful selection, you will be redirected to KFin e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>	<p><b>1.Existing user who have opted for Easi / Easiest</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Click on New System Myeasi</li> <li>Login with your registered user id and \ password.</li> <li>The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFin e-Voting portal.</li> <li>Click on e-Voting service provider name to cast your vote.</li> </ol> <p><b>2. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>Provide your demat Account Number and PAN.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e. KFin where the e-Voting is in progress.</li> </ol>

### 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 email request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43/1800-21-09911

### TDS RELATED INSTRUCTIONS FOR MEMBERS ON DIVIDEND

Pursuant to section 194 of the Income-tax Act, 1961 (‘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 194 of the Income Tax Act, 1961 will be deducted on payment of dividend to Resident Individual Shareholders if the total dividend, paid during financial year (‘FY’), does not exceed Rs. 10,000/- (Ten Thousand Only).

TDS for Resident Shareholders other than Resident Individual Shareholders receiving Dividend not exceeding Rs. 10,000/- (Ten Thousand Only) during the Financial 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.	10%	Not Applicable
2	In case of Invalid PAN with the Depository Participant.	20%	Not Applicable
3	In case of availability of lower/ nil tax deduction certificate issued by Income Tax Department under section 197 of the Income Tax Act,1961	Rates specified in Lower Tax withholding certificate	<ul style="list-style-type: none"> <li>• Copy of the Pan Card;</li> <li>• copy of Lower Tax withholding certificate</li> </ul>

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	In case of an Individual furnishing Form 15G/ 15H	<ul style="list-style-type: none"> <li>• Copy of PAN card</li> <li>• Declaration in Form No 15G (applicable to an individual who is less than 60 years)/ Form 15H (applicable to an Individual who is 60 years and above), fulfilling the prescribed conditions.</li> </ul>
2	Shareholders/Members to whom section 194 of the Act does not apply such as LIC, GIC, etc.	<ul style="list-style-type: none"> <li>• Copy of PAN card</li> <li>• 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 194 of the Act.</li> </ul>
3	Shareholder covered u/s 196 of the IT Act, 1961 such as Government, RBI, Mutual Funds specified under section 10(23D), corporations established by Central Act and exempt from Income Tax.	<ul style="list-style-type: none"> <li>• Copy of PAN card</li> <li>• Self-declaration* along with adequate documentary evidence (substantiating applicability of u/s 196 of the IT Act, 1961.</li> </ul>
4	Category I and II Alternative Investment Fund (AIF)	<ul style="list-style-type: none"> <li>• Copy of PAN card</li> <li>• Self-declaration* that AIF's income is exempt under Section 10(23FBA) of the Act and they are governed by SEBI regulations as applicable to Category I or Category II AIFs, along with copy of registration certificate.</li> </ul>
5	Any other entity exempt from withholding tax under the provisions of section 197A of the Act (including those mentioned in Circular No. 18/2017 issued by CBDT)	<ul style="list-style-type: none"> <li>• Copy of PAN card</li> <li>• Self-declaration* along with adequate documentary evidence, substantiating the nature of the entity.</li> <li>• Copy of the lower tax withholding certificate obtained from Income Tax Department (except those covered by Circular 18/2017)</li> </ul>

#### 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	<ul style="list-style-type: none"> <li>• Copy of PAN card (if available)</li> <li>• Self-declaration* along with adequate documentary evidence substantiating the nature of the entity</li> <li>• To get the beneficial rate of tax treaty, tax documents as mentioned in Point. No. 3 below would be required to be submitted.</li> </ul>
2	Alternative Investment Fund – Category III located in International Financial Services Centre	10% (plus applicable surcharge and cess)#	<ul style="list-style-type: none"> <li>• Copy of PAN card (if available)</li> <li>• Self-declaration* along with adequate documentary evidence substantiating the nature of the entity</li> </ul>

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	<p>To get the beneficial rate of tax treaty following tax documents would be required:</p> <ul style="list-style-type: none"> <li>• Copy of PAN card (if available)</li> <li>• Copy of Tax Residency certificate (TRC) issued by revenue authority of country of residence of shareholder for the financial year 2024-25 (covering the period from April 1, 2024 to March 31, 2025)</li> <li>• Self-declaration* in Form 10F</li> <li>• 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]</li> </ul> <p>(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).</p>
4	Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the IT Act, 1961	30%	Not Applicable
5	Sovereign Wealth funds and Pension funds notified by Central Government u/s 10(23FE) of the IT Act, 1961	NIL	<ul style="list-style-type: none"> <li>• Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India.</li> <li>• Self-declaration* that the conditions specified in section 10(23FE) have been complied with.</li> </ul>
6	Availability of Lower/ NIL tax deduction certificate issued by Income Tax Department u/s 195 or 197 of the IT Act, 1961	Rate specified in Lower tax withholding certificate obtained from IT Department	<ul style="list-style-type: none"> <li>• Copy of the lower tax withholding certificate obtained from Income Tax Department</li> </ul>

\*Copies of self - declarations can be emailed to [investors@vrllogistics.com](mailto: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 as per section 206AA shall be applied. The above mentioned rates will be subject to applicability of Section 206AB of the IT Act, 1961.

\$In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D 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 copies of documents (such as, PAN card, Registration certificate, etc.) is provided, the copy should be self-attested by the Shareholder or its authorized signatory.
2. The aforesaid documents such as Form 15G/ 15H/10F, documents under sections 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be emailed to [investors@vrllogistics.com](mailto:investors@vrllogistics.com) on or before Wednesday, July 30, 2025 to enable the Company to determine the applicable TDS rate. Any communication in relation to tax rate determination/ deduction received post Wednesday, July 30, 2025 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 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.
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 refund. 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, 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 Individual resident shareholders are requested to link their Aadhar number with their PAN in terms of the provisions of Section 139AA(2) read with Rule 114AAA of the Income Tax Act 1961. If any PAN is found to be unlinked with Aadhar, such PAN will be deemed invalid and tax at source will be deducted at higher rates u/s 206AA of the Act.
10. Income Tax Act, 1961 has inserted section 206AB w.e.f 1st July 2021 wherein if the shareholder has not submitted the PAN as well as not filed the return; tax will be deducted at higher of the two rates prescribed in these sections and provisions of the Income Tax Act, 1961.
11. 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.
12. In case of any query in the matter please reach out at [investors@vrllogistics.com](mailto:investors@vrllogistics.com).

## EXPLANATORY STATEMENT

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

#### ITEM-5

Members are informed that at the 39th Annual General Meeting of the Company held on August 10, 2022, Mr. L R Bhat was re-appointed as a Whole-time Director of the Company w.e.f. August 4, 2022 for a period of 5 (Five) years at remuneration of ₹ 13,50,350/- per month, such remuneration being fixed for an initial period of 3 (three) years with an authority being given to the Board of Directors to vary such remuneration based on the recommendation of the Nomination and Remuneration Committee. The Company had entered into an agreement with Mr. L R Bhat on August 10, 2022 setting out the powers and responsibilities for his role covering other terms and conditions of such appointment. Subsequently the Management, on recommendation of the Nomination and Remuneration Committee (the NRC) had revised remuneration to ₹ 15,00,350 /- per month w.e.f. April 1, 2024, and further revised the remuneration to ₹ 16,50,350/- per month w.e.f. April 01, 2025. Pursuant to Sections 196, 197, 198 & 203 read with Schedule V of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, given that the initial three years of his appointment would conclude on August 4, 2025, the Company would need to affix remuneration for the balance period of his tenure of two years with the approval of the members. The Company proposes to continue the remuneration of ₹ 16,50,350/- per month with an authority to the Board of Directors, on the recommendation of the NRC, to revise such remuneration and also that the said remuneration be considered as minimum remuneration to be paid in the event of inadequacy of profits or loss.

As per requirement of the Schedule V of the Companies Act 2013 and its applicable provisions and rules made thereunder members approval by way of special resolution is required for payment of minimum remuneration to a Whole-time Directors in case the same is in excess of limits prescribed under the Companies Act, 2013 in case of inadequate profits/ absence of profits.

The Nomination & Remuneration Committee and Board of Directors of the Company at their respective meetings held on May 21, 2025 have approved remuneration payable to Mr. L R Bhat for the remaining tenure of his appointment. The remuneration being paid to him is proposed to be continued as it is, details whereof are given below and the said remuneration be treated as the minimum remuneration payable to them going ahead.

Additional disclosure as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration in the event of inadequate profits/ absence of profits for Item No 5 are included in the Notice as Annexure B hereto.

The Board recommends the resolution for the remuneration payable to Mr. L R Bhat, Whole-time Director of the Company for approval of the members as a **Special Resolution**.

Except Mr. L R Bhat, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 5 of this Notice.

#### ITEM-6

### **APPOINTMENT OF M/S. WALKER CHANDIOK & CO LLP, CHARTERED ACCOUNTANTS, MUMBAI, (FIRM REGISTRATION NO. 001076N/N500013) AS THE STATUTORY AUDITORS OF THE COMPANY**

M/s. Kalyaniwalla & Mistry LLP, Chartered Accountants, Mumbai (Firm Registration No. 104607W/W100166), the present Statutory Auditors of the Company, were appointed as auditors for a term of five years at the 37th Annual General Meeting to hold office upto the conclusion of the **42nd Annual General Meeting**, in accordance with Section 139(2) of the Companies Act, 2013.

In compliance with provisions of Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and based on the recommendation of the Audit Committee and the Board of Directors, it is now proposed to appoint M/s. Walker Chandiook & Co LLP, Chartered Accountants, Mumbai (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company for a period of five (5) years to hold office upto the conclusion of the 47th AGM, in the place of retiring Auditors. A Notice has been received from a member suggesting the appointment of new Auditors in the place of retiring Auditors.

M/s. Walker Chandiook & Co LLP have consented to such appointment and have confirmed that they satisfy the eligibility criteria specified under Section 141 of the Companies Act, 2013, and that their appointment, if made, would be within the limits prescribed under the Act. They have also provided a confirmation to the effect that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and hold a valid peer review certificate.

The Board is of the opinion that the appointment of M/s. Walker Chandiook & Co LLP would be beneficial to the Company, given their experience and professional standing.

In compliance with Regulation 33 and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI circulars w.r.t. to such appointment and related disclosures, the appointment of the Statutory Auditors, including remuneration and tenure, must be disclosed to and approved by the shareholders. The necessary disclosures in this regard are provided herein as under –

The remuneration proposed is ₹ 75 lakhs per annum fixed for an initial period of two years, exclusive of taxes and reimbursements. The Board of directors is proposed to be empowered, in consultation with the Audit Committee, to subsequently revise such remuneration in consultation with the Auditors. It is pertinent to note here that the said firm had served as the Statutory Auditors of the Company for more than a decade in the past and was also involved in providing applicable attest services in connection with the listing of the Company's shares in the stock exchanges in India during 2015. Needless to say, the said firm is one of the leading as also the most reputed firms in the country offering their services to leading corporates in India and worldwide. The remuneration agreed is commensurate with the size of the Company's business and the stature of the Firm and is not materially different from the remuneration being presently paid to the existing Statutory Auditors.

The Board recommends the resolution for the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company for approval of the members as a **Special Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 6 of this Notice.

#### **ITEM-7**

#### **TO CONSIDER APPOINTMENT OF MR. R. PARTHASARATHY AS SECRETARIAL AUDITOR OF THE COMPANY**

In compliance with the Regulations 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Board of Directors, at its meeting held on May 21, 2025, upon the recommendation of the Audit Committee, has recommended the appointment of **Mr. R. Parthasarathy**, Practicing Company Secretary (ACS : 3667, CP No. 838), as the Secretarial Auditor of the Company for a term of five (5) years, commencing from the financial year 2025-26. He is presently serving as the Secretarial Auditor of the Company.

In terms of Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company is required to annex a Secretarial Audit Report, given by a Practicing Company Secretary, along with its Board's Report. Further, Regulation 24A of SEBI (LODR) Regulations, 2015, as amended by SEBI notifications and circulars (including SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019), mandates appointment of Secretarial Auditors of the Company.

Mr. R. Parthasarathy is an Associate Member of the Institute of Company Secretaries of India (ICSI) since 1986, He has extensive experience in corporate law, governance and regulatory compliances. Based on his professional qualifications, experience and independence, the Board recommends his appointment as the Secretarial Auditor of the Company. The Board is of the opinion that such appointment would be beneficial to the Company, given his experience and professional standing.

In compliance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable SEBI circulars w.r.t. to such appointment and related disclosures, the appointment of the Secretarial Auditor, including his remuneration and tenure, must be disclosed to and approved by the shareholders. The necessary disclosures in this regard are provided herein as under –

The remuneration proposed is ₹ 6,50,000 per annum fixed for an initial period of two years, exclusive of taxes and reimbursements. The Board of directors is proposed to be empowered, in consultation with the Audit Committee, to subsequent revise such remuneration in consultation with the Secretarial Auditor. The remuneration fixed is commensurate with his qualification, experience, the size of the company's business and the remuneration being paid to him in his capacity as the Secretarial Auditor.

The Board recommends the resolution for his appointment for approval of the members as an **Ordinary Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 7 of this Notice.

## ITEM-8

### RECLASSIFICATION IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION

The Existing Authorized Share Capital of the Company is ₹ 237,00,00,000/- (Rupees Two hundred thirty seven crores) comprising of ₹ 125,00,00,000/- (Rupees one hundred twenty five crore only) divided into 12,50,00,000 (Twelve crore fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten) each and ₹ 112,00,00,000/- (Rupees one hundred twelve crores only) divided into 1,12,00,000 (One crore twelve Lakhs) compulsorily and mandatorily convertible participatory Preference Shares of ₹ 100/- (Rupees Hundred) each.

The Company is proposing to capitalize its security premium amount, capital redemption reserve, free reserves and credit balance available in profit & loss account for issue bonus shares to its existing shareholders, which will result in increase in paid up share capital of the Company.

It is therefore proposed to reclassify and thereafter effect a suitable change in the existing Authorized Share Capital. As such, it is proposed to reclassify the existing Authorized Share Capital to be ₹ 237,00,00,000/- (Rupees Two hundred thirty seven Crore only) comprising of 23,70,00,000 (Twenty three crore seventy lakhs) Equity Shares of ₹ 10/- (Rupee Ten) each.

The aforesaid alteration of the Authorized Share Capital will require consequential amendment to the Capital Clause V of the Memorandum of Association of the Company.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013 ('the Act'), the said reclassification of the Authorized Share Capital and the consequent alteration of Capital Clause of the Memorandum of Association of the Company, requires approval of the members of the Company by way of an ordinary resolution. Accordingly, the approval of members is sought for passing the resolution set out at Item No. 8 of this Notice as an **Ordinary Resolution**.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 8 of this.

## ITEM NO. 9

### ISSUE OF BONUS SHARES

The Board of Directors at its meeting held on July 4, 2025, have recommended issuance of bonus equity shares of ₹ 10/- (Rupees Ten only) each credited as fully paid-up equity share to eligible shareholders of the Company in the ratio of 1:1 i.e., 1 (one) new fully paid up equity share of ₹ 10/- (Rupees Ten only) each for every 1 (one) existing fully paid-up equity share of ₹ 10/- (Rupees Ten only) each by capitalizing a sum not exceeding ₹ 87,46,84,950 (Rupees eighty seven crore forty six lakhs eighty four thousand nine hundred and fifty only) out of securities premium received in cash and / or general reserve and / or capital redemption reserve and / or retained earnings of the Company, as deemed appropriate by the Board of Directors in this regard. Capitalization of reserves for issuance of bonus shares is permitted under the Articles of Association of the Company. Such bonus issue is being done with a review to reward the shareholders and to improve the liquidity of the Company's shares in the market.

Issue of bonus equity shares requires shareholders' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. Accordingly, the approval of members is sought for passing the resolution set out at Item No. 9 of this Notice as an **Ordinary Resolution**.

Members are requested to note that in terms of the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only.

Except to the extent of their shareholding, none of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s), set out at Item No. 9 of this Notice.

### 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**

<b>Name of Director: Mr. Shiva A Sankeshwar</b>	
DIN	09236519
Date of Birth	05/08/2001
Date of Appointment	18/01/2024
Tenure of appointment	Retirement by rotation
Qualification	Bachelor of Mechanical Engineering
Expertise in Specific functional area	Third Generation Entrepreneur duly groomed to take over the reins of business. Involved in Policy making, Information Technology & process improvement etc.
Directorship held in other Listed/ Unlisted Companies	<ul style="list-style-type: none"> <li>• VRL Media Private Limited</li> <li>• Vijayanand Travels Private Limited</li> <li>• VRL Steel Private Limited</li> <li>• Sankeshwar Ventures (India) Pvt Ltd</li> <li>• Komix Ventures Private Limited</li> </ul>
Membership of Committee in other Listed Companies	None
Category	Non-Executive Director
Relationship with other directors	Dr. Vijay Sankeshwar, Chairman and Managing Director (Grandfather) Dr. Anand Sankeshwar, Managing Director (Father)
Shareholding in the Company as on March 31, 2025	Nil

<b>Name of Director: Dr. Ashok Shettar</b>	
DIN	07038714
Date of Birth	26/06/1958
Date of Initial Appointment	08/08/2015
Tenure of appointment	Retirement by rotation
Qualification	B.E. (Civil.) & Ph.D. in Civil Engineering
Expertise in Specific functional area	Dr. Ashok Shettar holds B.E. in Civil Engineering from Karnatak University, Dharwad and Ph.D. in Civil Engineering from Indian Institute of Science, Bengaluru. He was Former Member, Executive Council, Visvesvaraya Technological University, Belgaum and Former Member of Higher Education Council, Government of Karnataka. Presently he is member of the Indian Society for Technical Education as also the Vice Chancellor of KLE Technological University. In 2005 he got "Rotary Centennial" award for Professional Excellence Administrative and Teaching Experience. He has more than 3 decades of teaching experience at Undergraduate and Post graduate Levels.
Directorship held in other Listed Companies	None
Membership of Committee in other Listed Companies	None
Category	Non-Executive Director
Relationship with other directors	No relationship with other Directors & KMP.
Shareholding in the Company as on March 31, 2025	Nil

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**  
**INFORMATION PURSUANT TO CLAUSE 1.2.5 OF SECRETARIAL STANDARD 2 (SS-2) ISSUED BY THE**  
**INSTITUTE OF COMPANY SECRETARIES OF INDIA.**

<b>Name of the Director</b>	<b>Mr. L R Bhat</b>
<b>Age</b>	<b>66 Years</b>
<b>Qualifications</b>	<b>Diploma in Mechanical Engineering &amp; Chartered Engineer from Institute of Engineers</b>
<b>Experience</b>	Mr. L R Bhat holds a Diploma in Mechanical engineering from the State Board of Technical Education & Training, Tamil Nadu and is a Fellow member of the Institute of Engineers. He has been associated with the Company since 01 July, 1995 and instrumental in developing in house IT which has resulted in enormous growth coupled with cost saving. He has more than 3 decades of experience in the IT field. With around 40 years experience in automobile industry. He also heads the vehicle maintenance function in the Company. He also participates in strategy formulation & implementation.
<b>Terms of Conditions of appointment</b>	Provided in the explanatory statement to this Notice
<b>Details of Remuneration sought to be paid</b>	₹ 16,50,350/- per month including perquisites as detailed in the explanatory statement to this Notice.
<b>Last Remuneration drawn</b>	₹ 16,50,350/- per month including perquisites
<b>Shareholding</b>	2097 shares held jointly with spouse Mrs. Usha Ramanand Bhat (name of the latter appears as the first holder)
<b>Relationship with other Director / KMPs</b>	None
<b>Number of meetings of the Board attended during the year</b>	5 (Five) – 100% Attendance
<b>Directorship held in other Listed Companies</b>	None
<b>Membership / Chairmanship of committees of other Boards</b>	<b>NIL</b>

**ANNEXURE C**  
**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 Goods Transportation.

**2. Date of commencement of commercial production:**

31.03.1983

**3. Financial performance based on given indicators:**

Standalone Financial Results for the previous years:

(₹ Lakhs)

Particulars	2024-25	2023-24	2022-23*	2021-22
Profit (Loss) after Tax	18,249.50	8,885.11	32,320.06	16,011.26
Net Worth (including balance in Profit and Loss Account)	1,08,455.56	94,579.03	97,584.15	65,163.07
Earnings Per Share	20.91	10.16	36.58	18.12
Turnover	3,18,640.65	2,90,971.85	2,92,924.29	2,41,046.54

\*Disclosure relating to continued operations only

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

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

As on March 31, 2025, 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 - Corp	31,61,143	3.61%
2	Non Resident Indians	4,86,501	0.56%
	<b>Total:</b>	<b>36,47,644</b>	<b>4.17%</b>

**II INFORMATION ABOUT THE APPOINTEES**

**1. Background details:**

➤ **Mr L R Bhat**

Mr. L R Bhat, aged 66 years, holds a diploma in Mechanical Engineering from the State Board of Technical Education & Training, Tamil Nadu and is a Fellow member of the Institute of Engineers in tool design. He has been associated with the Company since July 1, 1995. He heads the vehicle maintenance function and is also instrumental in developing the in-house Information Technology which has resulted in growth coupled with enormous cost savings in the Company.

**2. Past remuneration:**

The remuneration paid for the last two financial years is as follows:

(₹ in lakhs)

Name of the Directors	2024-25	2023-24
Mr. L R Bhat	180.04	162.04

## Awards and Recognition

### a. Mr. L R Bhat

No such Recognition or Awards.

### 3. Job profile and Suitability

**Mr. L. R. Bhat:** He is a Whole-time Director of the Company. He has been associated with the Company since over three decades. His area of expertise is developing and maintaining of in-house Information Technology which has resulted in growth coupled with enormous cost saving to the Company. He has contributed towards strengthening the core competencies and policies of the Company. He also heads the vehicle maintenance function as also handles certain key clients of the Company.

### 4. Remuneration proposed

Details of remuneration approved by the Board of Directors on the recommendation of the Nomination & Remuneration Committee for remaining tenure:

<b>MR. L R BHAT</b>	
Remuneration Amt in Lakhs	Salary of ₹ 16,50,350/- per month inclusive of perquisites listed below with an authority to the Board of Directors to fix / vary the salary
Perquisites	<p>a. Gratuity as per rules of the Company.</p> <p>b. Earned leave with full pay or encashment as per rules of the Company.</p> <p>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</p> <p>d. Provision for use of the Company's car for official duties.</p> <p>e. Other Allowances / benefits, perquisites - any other allowances, benefits and perquisites as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and / or any other allowance, perquisites as the Board may from time to time decide.</p> <p>Point No (a) to (d) mentioned above shall not be included in the computation of remuneration.</p> <p>For the purpose of calculation of remuneration, perquisites shall be evaluated as per Income Tax Rules, wherever applicable.</p> <p><b><u>OTHER TERMS &amp; CONDITIONS OF APPOINTMENT:</u></b></p> <p>a. In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites or other allowances as specified above and in compliance with the schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.</p> <p>b. No sitting fees shall be paid to him for attending the meetings of the Board of Directors or Committees thereof.</p> <p>c. Mr. L R Bhat shall be liable to retire by rotation.</p>

### 5. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The current remuneration being paid to Mr. L R Bhat is commensurate with his standing, efforts, scale and size and scale of operations of the Company and the role and contribution put in by him. The payment being made is in line with the payments being made by other Companies of similar size as also in line with the payment being made by other reputed Companies in the Industry.

### 6. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Apart from receiving managerial remuneration and holding 2,097 equity shares held jointly with spouse, he does not have any other pecuniary relationship with the Company.

### III OTHER INFORMATION

#### 1. Reasons of loss or inadequate profits:

There was no losses or inadequate profits for the financial year ended March 31, 2025.

#### 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 four 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" included to in this Annual Report. Specific disclosures mandated under Schedule V are as under:

#### (I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS;

##### Remuneration to Directors

The appointment and remuneration of Executive Directors is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and the Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements entered into between them and the Company, as approved by the shareholders at the general meeting.

Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee.

The table below gives the details of remuneration paid to Directors for the year ended March 31, 2025.

Remuneration paid to Directors

				(₹ in Lakhs)
Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
Dr. Vijay Sankeshwar	324.00	136.00	-	460.00
Dr. Anand Sankeshwar	360.00	-	-	360.00
Mr. L R Bhat	180.04	-	-	180.04
Mr. Shiva Sankeshwar	-	-	1.00	1.00
Mr. Shankarasa Ladwa	-	-	3.80	3.80
Mr. Vinay Javali	-	-	1.80	1.80
Mrs. Medha Pawar	-	-	3.40	3.40
Dr. Anand Pandurangi	-	-	1.40	1.40
Dr. Raghottam Akamanchi	-	-	2.60	2.60
Dr. Ashok Shettar	-	-	1.40	1.40
Mr. Shantilal Jain	-	-	2.80	2.80
Mr. Virupaxagouda Patil	-	-	0.80	0.80
Dr. (Mrs) Shailaja Ambli	-	-	1.00	1.00
<b>Total</b>	<b>864.04</b>	<b>136.00</b>	<b>20.00</b>	<b>1020.04</b>

**(II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA;**

Not Applicable.

**(III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES; AND**

As at March 31, 2025, the Board comprised of twelve directors including three executive directors, three non-executive directors and six independent directors. The Company has entered into agreements with Dr. Vijay Sankeshwar, Chairman and Managing Director, Dr. Anand Sankeshwar, Managing Director, and Mr. L R Bhat, Whole time Director which, inter alia, stipulate a three months' notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non-Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

**(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE.**

During the year, no stock options were granted to any executive / non-executive director of the Company. Also, the Company did not advance any loan to any of its Directors' during the year.

The Board recommends the Resolution as set out at Item no.5 of the Notice as Special Resolution, for approval of the Members.

**BY ORDER OF THE BOARD OF DIRECTORS**

**ANIRUDDHA PHADNAVIS**  
**Company Secretary & Compliance Officer**

Date: July 10, 2025

Place: Hubballi



**VRL LOGISTICS LIMITED**

**Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,  
District Dharwad, Hubballi - 581 207 (Karnataka)  
(18<sup>th</sup> 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 42nd 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 6, 2025 at 1.00 pm.

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 2024-25 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/Depository 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 Annual Report for FY 2024-25 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all shareholders whose email ids are not registered with the Company or have requested for a hard copy.



**VRL LOGISTICS LIMITED**

**Regd. Office: RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,  
District Dharwad, Hubballi - 581 207 (Karnataka)  
(18<sup>th</sup> 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.  
(18<sup>th</sup> 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 42nd Annual General Meeting of the Company, to be held on Wednesday, August 6, 2025 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*	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Audited Financial Statements for FY 2024-25 together with the Reports of Board of Directors and Auditors thereon.		
2	Re-appointment of Mr. Shiva A Sankeshwar, (DIN: 09236519) who retires by rotation, being eligible, offers himself for re-appointment.		
3	Re-appointment of Dr. Ashok Shettar (DIN: 07038714) who retires by rotation, being eligible, offers himself for re-appointment.		
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.		
5	To approve remuneration payable to L.R. Bhat Whole-time Director of the Company for remaning period of his tenure.		
6	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		
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		
8	To approve reclassification and alteration of Authorized Share Capital of the Company		
9	Issue of bonus shares		

Signed this \_\_\_ day of \_\_\_\_\_, 2025

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.

Affix Re.1  
Revenue  
Stamp  
here

## 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](mailto:cs_akshaysp@yahoo.com) with a copy marked to [evoting@kfintech.com](mailto: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 5, 2025 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 30, 2025, may write to the KFin on the email Id [evoting@kfintech.com](mailto: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 3, 2025 at 9.00 A.M. and ends on August 5, 2025 at 5.00 P.M. During this period, the Members of the Company holding shares as on the cut-off date, being July 30, 2025, 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 30, 2025.
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 30, 2025 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 3, 2025 End of remote e-voting: Up to 5.00 p.m. (IST) on August 5, 2025. 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 6, 2025.
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](http://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.aspx> or 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:**

- A. 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](mailto: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](mailto: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://ris.kfintech.com/clientservices/isc>

**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:** A mobile application as well as a webpage which allows users to access Folio details , Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services.

URL: <https://kprism.kfintech.com/signin.aspx>

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

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

