

**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- 400001

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

Dear Sir / Madam,

**Sub: Notice of 33<sup>rd</sup> Annual General Meeting of the Company**

In accordance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 & Section 96 of the Companies Act, 2013 and other applicable provisions of these enactments, we wish to inform you that the 33<sup>rd</sup> Annual General Meeting of the Company would be held on 24<sup>th</sup> September 2016 at 11:00 a.m. at the registered office 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 Notice of 33<sup>rd</sup> Annual General Meeting containing the requisite details. The said Notice alongwith Proxy form, attendance slip and e-voting instructions is also hosted 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 PHADNAVIS  
COMPANY SECRETARY AND COMPLIANCE OFFICER



Date: 26.08.2016

Place: Hubballi

**Regd. & Admn. Office :** Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State

Phone : 0836 2237613 Fax : 0836 2237614 e-mail : varurho@vrllogistics.com

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

**Website : www.vrllogistics.com CIN : L60210KA1983PLC005247**

# 33<sup>rd</sup> Annual General Meeting Notice



## VRL LOGISTICS LIMITED

Regd. Office: RS NO. 351/1, Varur, post: Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207  
(18th KM, NH- 4, Bengaluru Road, Varur)

Tel: 0836 2237607, Fax: 0836 2237614, Email: investors@vrllogistics.com  
CIN: L60210KA1983PLC005247, Website: www.vrlgroup.in

**NOTICE** is hereby given that the Thirty Third Annual General Meeting of VRL Logistics Limited will be held on Saturday, 24th September 2016 at 11.00 a.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), Karnataka to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2016 and the report of the Board of Directors and Auditors thereon.
2. To declare interim dividend paid as the final dividend on Equity Shares for the financial year ended on 31st March 2016.
3. To appoint a Director in the place of Mr. S R Prabhu (DIN: 07038752) who retires by rotation and being eligible, offers himself for re-appointment
4. To appoint a Director in the place of Dr. Raghottam Akamanchi (DIN: 07038738) who retires by rotation and being eligible, offers himself for re-appointment
5. To ratify the appointment of Statutory Auditors and to fix their remuneration and to pass the following resolution as an ordinary resolution:-

**“RESOLVED THAT**, pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), pursuant to recommendations of the Audit Committee, the appointment of M/s. Walker Chandiook & Co LLP, Chartered Accountants, Mumbai, bearing Registration No. 001076N, as the Statutory Auditors of the Company for the Accounting/Financial year 2016-17 be and is hereby ratified on a remuneration to be fixed by the Chairman and Managing Director in consultation with the said Auditors”.

### SPECIAL BUSINESS

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary Resolution:

**“RESOLVED THAT** pursuant provisions of section 148 of the Companies Act, 2015 read with applicable rules made there under (including any statutory modifications or re-enactment thereof for the time being in force or as may be amended / notified), the remuneration of Rs.50,000/- (Rupees Fifty Thousand Only), excluding Service Tax, fixed for appointment of M/s. Sanjay Tikare & Co, Cost Accountants to conduct the audit of the cost records of the Company for the financial year 2016-17, be and is hereby considered, approved and ratified;

**RESOLVED FURTHER THAT** the Managing Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and to take all necessary steps to give effect to the above resolution”

By order of the Board of Directors

**Aniruddha Phadnavis**

Company Secretary & Compliance Officer

Date: 26.08.2016

Registered Office:

RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi, District Dharwad, Hubballi – 581 207, Karnataka  
(18th KM, NH-4, Bengaluru Road, Varur)

e-mail: investors@vrllogistics.com

## NOTES

1. The statement pursuant to Section 102 (1) of the Companies Act, 2013 and extant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 with respect to the special business set out in the notice is annexed.
2. **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.**
3. 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 fixed for holding the meeting. Proxies submitted on behalf of the companies & other entities, must be supported by appropriate resolution/ authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of 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 notice in writing is given to the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. 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.
5. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the 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 with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the Meeting venue on September 24, 2016.
6. Corporate Members are requested to send a duly certified true copy of the Board Resolutions/authority, authorizing their representative(s) to attend and vote at the Meeting.
7. Any member proposing to seek any clarification on the accounts is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
8. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
9. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
10. 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.
11. Relevant documents referred to in the accompanying Notice, are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
12. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the meeting.
13. 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 Company's Registrar and Transfer Agent, Karvy Computershare Private Limited, in respect of shares held in physical form.
14. The Members are requested to:
  - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited in respect of their holdings in physical form.

- (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
  - (c) Non-Resident Indian Members are requested to inform Karvy Computershare Private Limited immediately of the change in residential status on return to India for permanent settlement.
  - (d) Register their email address and changes therein from time to time with Karvy Computershare Private Limited for shares held in physical form and with their respective Depository Participants for shares held in demat form.
  - (e) Quote their DP ID & Client ID or Folio details respectively in all correspondences, including dividend matters to the Registrar and Share Transfer Agents, Karvy Computershare Private Ltd. (Unit: VRL Logistics Ltd.), Plot 31-32, Karvy Selenium, Tower B, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website [www.vrlgroup.in](http://www.vrlgroup.in) for their download.
  16. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to specify nominations in respect of the Equity Shares held by them, in physical form. Members desirous of specifying nominations may procure the prescribed form from the Registrar & Share Transfer Agents Karvy Computershare Private Limited and have it duly filled and sent back to them.
  17. In support of the Green initiative by Ministry of Corporate Affairs and pursuant to section 101 of the Companies Act 2013 and Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Electronic copy of the Annual Report for 2015-16 is being sent to all Members whose email ID's are registered with the Depository Participants for communication purposes unless any 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 for 2015-16 are being sent to them in the permitted mode.
  18. Members are requested to note that as per Section 124(5) of the Companies Act, 2013, the 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.
  19. In terms of Article 145 of the Articles of Association of the Company, Mr. S R Prabhu, Non-Executive Director and Dr. Raghottam Akamanchi, Non-Executive Director retire by rotation and being eligible they offer themselves for re-appointment.
  20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Karvy.
  21. The Board of Directors of the Company has appointed Mr. Srikant R Gudi, Practicing Company Secretary as Scrutinizer to scrutinise the Insta Poll (electronic voting at the venue of meeting) 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 same purpose.
  22. 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. 17th September 2016.
  23. 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 17th September 2016 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
  24. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: From 9.00 a.m. (IST) on 21st September 2016 End of remote e-voting : Up to 5.00 p.m. (IST) on 23rd September 2016. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
  25. The Scrutinizer, after scrutinising the votes cast at the meeting (Insta Poll) 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 Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

### AGENDA – 5 ORDINARY BUSINESS

In accordance with Section 139 of the Companies Act, 2013 and Rules made there under, Members at the 32nd Annual General Meeting of the Company approved the appointment of Joint Statutory Auditors, M/s Walker Chandiok & Co LLP, Chartered Accountants, Mumbai and M/s H K Veerbhadrappa & Co, Chartered Accountants, Hubballi for 5 years and 2 years respectively. The said appointment was subject to ratification by members every year.

The Company has received a resignation letter from M/s H K Veerbhadrappa & Co, Chartered Accountants, Hubballi, one of the Joint Statutory Auditors of the Company, intending to discontinue as joint Statutory Auditors of the Company. The Board at the meeting held on August 01, 2016, on the recommendation of the Audit Committee, approved the same.

As such, M/s Walker Chandiok & Co LLP, Chartered Accountants, Mumbai, the continuing Joint Statutory Auditor of the Company, being eligible, would continue as the sole Statutory Auditors till the conclusion of their tenure. Board recommends the ratification of their appointment for the Financial year 2016-17 as required under Section 139 of the Companies Act 2013.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution as set out at agenda No.5.

### AGENDA – 6 of SPECIAL BUSINESS

The Ministry of Corporate Affairs has issued Companies (Cost Records & Audit) amendment rules 2014 which *inter alia* warrants the maintenance of cost records in respect of the wind power generation activity of the Company. In compliance of the said rules and based on the recommendation of Audit Committee, the Board has approved the re-appointment of M/s. Sanjay Tikare & Co, Cost Accountants to audit the cost records of the wind power division of the Company on a remuneration of Rs.50,000/- for the financial year 2016-17, subject to the approval of members.

Accordingly, the resolution as stated in the Notice is commended for approval of the members.

None of the Directors, Key Managerial Personnel or their relatives are interested in this item of business.

**By order of the Board of Directors**

**Aniruddha Phadnavis**  
Company Secretary & Compliance Officer

Date: 26.08.2016  
Hubballi

**Details of Directors seeking reappointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.**

<b>Name of Director: Mr. S R Prabhu</b>	
DIN	07038752
Qualification	B.E. (Mech.)
Expertise in Specific functional area	Mr. S R Prabhu holds a bachelors degree in Mechanical Engineering from the Bangalore University. Prior to joining our Company he worked with HMT Limited in various senior positions at Tumakuru. He was elected as a Fellow of the Institution of Valuers, India in the Plant & Machinery category in the year 2002. He has also been recognised as an "Approved Valuer" by the Institution of Valuers in 2004. He is also a member of the Institution of Engineers (India). He has undertaken the short term course on "Solar Energy Technologies" conducted by the Solar Energy Centre of the Ministry of New and Renewable Energy, Government of India.
Directorship held in other Listed Companies	None
Membership of Committee in other Companies	None
Category	Non-Executive Director
Relationship with other directors	Not related to any directors
Shareholding in the Company as on 31st March 2016	Nil

<b>Name of Director: Dr. Raghottam Akamanchi</b>	
DIN	07038738
Qualification	M. Sc. (Statistics), Ph.D.
Expertise in Specific functional area	Dr. Raghottam Akamanchi holds a post graduate degree in Science (Statistics) from the Gulbarga University and a doctorate in Statistics from the University of Mysore. He was on the Board of Management of the Karnataka State Open University during 2009-2011. He was also the National Vice President of Akhil Bharatiya Vidyarthi Parishad. He is also the President of Seva Bharati Trust, Hubballi, a Non Government organization established in 1999 and serving the socially and economically backwards of the society.
Directorship held in other Listed Companies	None
Membership of Committee in other Companies	None
Category	Non-Executive Director
Relationship with other directors	Not related to any directors
Shareholding in the Company as on 31st March 2016	Nil

**By order of the Board of Directors**

**Aniruddha Phadnavis**  
Company Secretary & Compliance Officer

Date: 26.08.2016  
Hubballi





## VRL LOGISTICS LIMITED

Regd. Office: RS NO. 351/1, Varur, post: Chabbi, Taluk Hubballi,  
District Dharwad, Hubballi - 581 207  
(18th KM, NH- 4, Bengaluru Road, Varur)  
Tel: 0836 2237607, 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.

**Venue of the meeting** : 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)

**Date & Time** : 24th September 2016 at 11.00 am

I hereby record my presence at the 33rd 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 24th September 2016 at 11.00 am.

Full Name of 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 proxy (in block letters)

\_\_\_\_\_  
Signature of member / Proxy







## VRL LOGISTICS LIMITED

Regd. Office: RS NO. 351/1, Varur, post: Chabbi, Taluk Hubballi,  
District Dharwad, Hubballi - 581 207  
(18th KM, NH- 4, Bengaluru Road, Varur)  
Tel: 0836 2237607, 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 Hubli India.
Website	:	www.vrlgroup.in

Name of the member (s) :			
Registered address :			
E-Mail Id :			
Folio No/ Client Id :		DP ID	

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

1	NAME Address E -Mail Id or failing him / her		Signature	
2	NAME Address E -Mail Id or failing him / her		Signature	
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 33rd Annual General Meeting of the Company, to be held on the 24th September 2016 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
1	Adoption of Audited Annual Accounts for the FY 2015-16		
2	Confirm interim dividend as the final dividend for FY 2015-16		
3	Appointment of Mr. S R Prabhu, who retires by rotation, being eligible, offers himself for reappointment.		
4	Appointment of Mr. Raghottam Akamanchi, who retires by rotation, being eligible, offers himself for reappointment.		
5	To ratify the appointment of Walker & Chandiook & Co LLP, Mumbai as statutory auditors of the Company		
6	To consider, approve and ratify the remuneration payable to M/s. S K Tikare & Co, Cost Accountants for FY 2016-17		

Signed this \_\_\_ day of \_\_\_\_\_, 2016

Signature of Shareholder

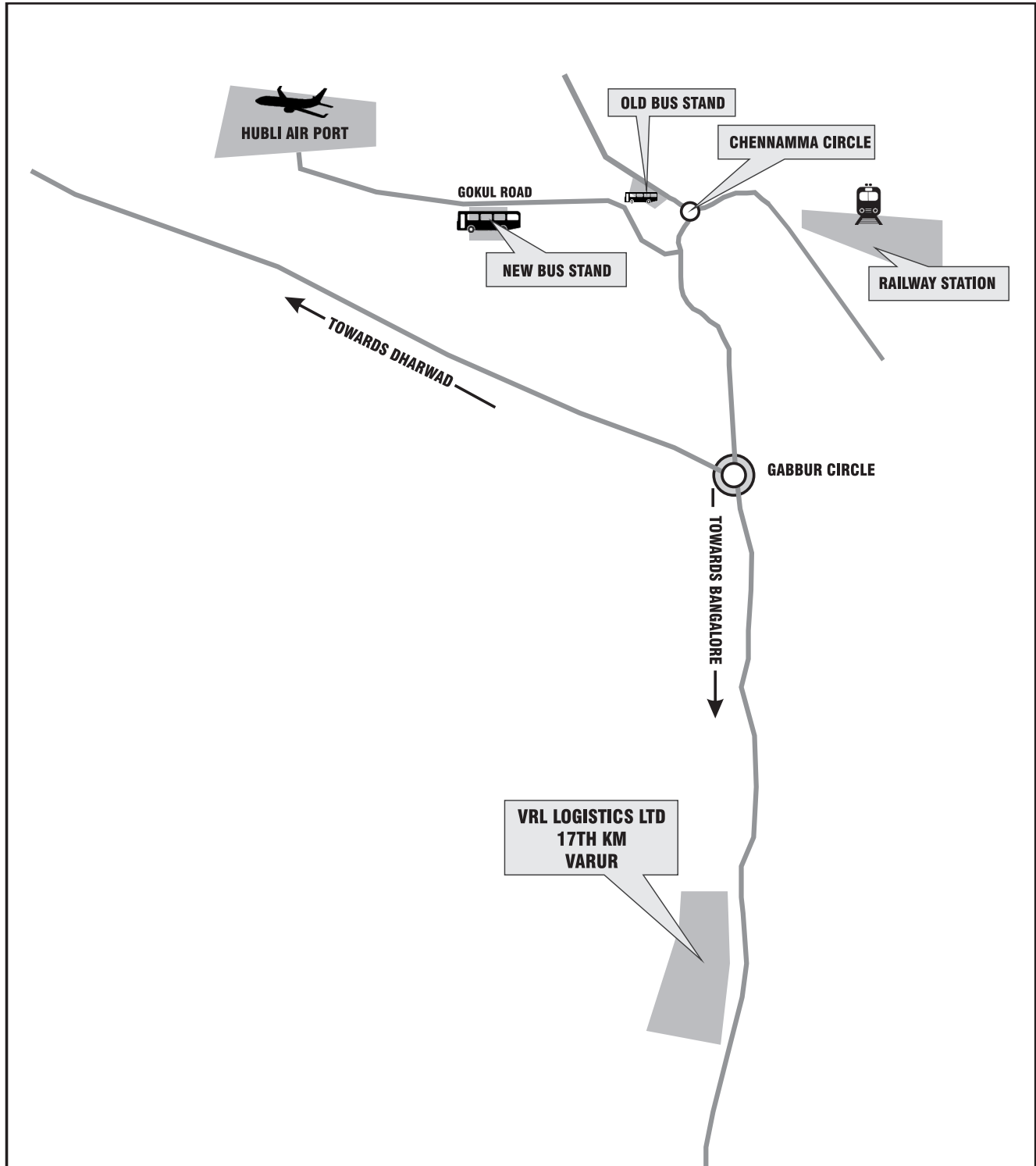
Signature of Proxy Holder (s)

Affix  
Revenue  
Stamp

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.

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







## VRL LOGISTICS LIMITED

**Regd. Office:** RS No. 351/1, Varur, Post Chabbi, Taluk Hubballi,  
District Dharwad, Hubballi (Karnataka) – 581 207  
(18th KM, NH- 4, Bengaluru Road, Varur)

**Tel:** 0836 2237607, **Fax:** 0836 2237614, **email:** investors@vrllogistics.com  
**CIN:** L60210KA1983PLC005247 **Website:** www.vrlgroup.in

Serial No. :

Name :  
Address :

Joint Holder(s) :

Folio No./ DIP ID/Client ID :

No. of Shares held :

Dear Shareholder(s):

Please find enclosed the Notice convening the 33rd Annual General Meeting (AGM) of VRL Logistics Limited (the Company) to be held on Saturday the 24th day of September, 2016 at 11.00 a.m. at the registered office of the Company and the Annual Report for the Financial Year 2015-16.

The Company is offering remote e-voting facility to its Members enabling them to cast their votes electronically. The Company has appointed Karvy Computershare Private Limited ('KCPL' 'Karvy' or 'Service Provider') for facilitating e-voting to enable the Members to cast their votes electronically pursuant to section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Please turn over for detailed e-voting process and your login-password.

For **VRL Logistics Limited**

**Aniruddha Phadnavis**  
**Company Secretary and Compliance Officer**  
**Date: 26th August 2016**  
**Place: Hubballi**

## 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 Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]:
    - i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
    - ii) Enter the login credentials (i.e. **User ID and Password mentioned above**). Event no followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy 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).
    - 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: shrikantgudi@gmail.com with a copy marked to evoting@karvy.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 23rd September 2016 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. 17th September 2016, may write to the Karvy on the email Id evoting @karvy.com or to Mr U S Singh, Contact No. 040-33215424, at Karvy Computershare Private Limited, Unit-VRL Logistics Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, 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 21st September 2016 at 9.00 a.m. and ends on 23rd September 2016 at 5.00p.m. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being 17th September 2016, may cast their vote by electronic means in the manner and process set out herein above. 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’) shall 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 Karvy Computershare Private Limited (“Karvy”) as the Agency to provide e-voting facility.
6. The Board of Directors of the Company has appointed Mr. Srikant R Gudi, 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 same 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. 17th September 2016.
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 17th September 2016 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 21st September 2016 End of remote e-voting : Up to 5.00 p.m. (IST) on 23rd September 2016. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy 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 scrutiniser's report of the total votes cast in favour or against, if any, to the Chairperson or a person authorised by him in writing who shall countersign the same. The Chairperson or a person authorised 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. 24th September 2016.
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 favour 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.karvy.com>) and communication of the same 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