



VRL LOGISTICS LIMITED

NOTICE OF 32nd ANNUAL GENERAL MEETING

Date: 8th August 2015

Time: 11:00 a.m.

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



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

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of VRL Logistics Limited will be held on Saturday, 8th August 2015 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 2015 and the report of the Board of Directors and Auditors thereon.
2. To confirm interim dividend paid as the final dividend on Equity Shares for the year ended on 31st March 2015.
3. To appoint Joint Statutory Auditors and to fix their remuneration and to pass the following resolutions as Ordinary Resolutions:-
 - a. **“RESOLVED THAT**, pursuant to the provisions of Sections 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), M/s. Walker Chandiook & Co., LLP, Chartered Accountants, Mumbai, bearing Firm Registration No. 001076N, be and are hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the fifth Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration to be fixed by the Managing Directors in consultation with the said Auditors”.
 - b. **“RESOLVED THAT**, pursuant to the provisions of Sections 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), M/s. H K Veerbhadrappa & Co., Chartered Accountants, Hubballi, bearing Firm Registration No. 004578S, be and are hereby appointed as the Joint Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the second Annual General Meeting held thereafter (subject to ratification of the appointment by the members at every AGM held after this AGM) at a remuneration to be fixed by the Managing Directors in consultation with the said Auditors”.



SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force) to the Companies Act, 2013 and Clause 49 of the Listing Agreement, and a notice having been received from a member u/s. 160 of the Companies Act, 2013, Mr. Ashok Shivayogappa Shettar (holding DIN 07038714), be and is hereby appointed as a Non Executive Director of the Company, in the place of the retiring Director Mr. Darius Pandole, who has expressed his desire not to seek re-appointment, and that his office shall be subject to retirement by rotation.”

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

“RESOLVED THAT pursuant to Sec.148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the consent of the Company be granted for the re-appointment of M/s. Sanjay Tikare & Co, Cost Accountants, Dharwad, as cost auditors for the Financial Year 2015-16 at a remuneration of Rs.50,000/- (Rupees Fifty Thousand Only), excluding service tax.”

By order of the Board of Directors

Aniruddha Phadnavis

Company Secretary & Compliance Officer

Date: 10.07.2015

Place: Hubballi



NOTES

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 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.
3. 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.
4. The business set out in the Notice will be transacted through electronic voting and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are enclosed herewith which inter alia contains details about User ID and password along with a copy of this Notice.
5. 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.
6. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out all material facts and the statement of particulars of Director/s seeking appointment/re-appointment, as required under Clause 49 of the Listing Agreement is annexed hereto.
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 at 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. The Register of the Members and the Share Transfer Books of the Company will remain closed from 1st August 2015 to 8th August 2015 (both days inclusive).
10. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
11. 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.
12. 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.
13. 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.



14. 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 and with respective Depository Participants (DP) where the shares are held in dematerialized form.
15. 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.
16. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.vrlgroup.in for their download.
17. 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.
18. In support of the Green initiative by Ministry of Corporate Affairs, soft copy of the Annual Report for 2014-15 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 2014-15 are being sent to them in the permitted mode.
19. In terms of provisions of the Articles of Association of the Company, Mr. Darius Pandole, Director, retires by rotation and he has not sought re-appointment.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 Computershare Private Limited.



EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

ITEM – 4

APPOINTMENT OF DIRECTOR IN PLACE OF RETIRING DIRECTOR

Dr. Ashok Shivayogappa Shettar holds B.E. in Civil Engineering from Karnatak University, Dharwad and Ph.D. in Civil Engineering from Indian Institute of Science, Bangalore. 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. In 2005 he is conferred with “Rotary Centennial” award for Professional Excellence, Administrative and Teaching Experience. He has 29 years of teaching experience at Undergraduate and Post graduate levels. Presently he is the Vice Chancellor of KLE Technological University, an institution of repute providing quality education to the students.

The Company has received a notice from a member proposing his candidature for the office of Non-Executive and Non-Independent director as required under section 160 of the Companies Act, 2013.

In the opinion of the Board, Dr. Ashok Shivayogappa Shettar fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as a Non-Executive Director of the Company.

The Board opines that his association would be of immense benefit to the Company and it is desirable to avail services of Dr. Ashok Shivayogappa Shettar as a Non-Executive Director of the Company. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Ashok Shivayogappa Shettar as a non-executive Director, for the approval of members in general meeting by means of an Ordinary Resolution.

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 Item No.4.

Information as required under clause 49 of the Listing Agreement forms part of this notice.

ITEM – 5

APPROVAL, CONSIDERATION AND RATIFICATION OF REMUNERATION FIXED BY THE BOARD FOR COST AUDITOR TO CONDUCT THE COST AUDIT OF THE WIND POWER DIVISION OF THE COMPANY

The Ministry of Corporate Affairs has issued Companies (Cost Records & Audit) amendment rules 2014 which inter alia covers the wind power generation 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, Dharwad to audit the cost records of the wind power division of the Company at a remuneration of Rs.50,000/- for the financial year 2015-16, 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 interested in this item of business.

By order of the Board of Directors

Aniruddha Phadnavis
Company Secretary & Compliance Officer



Details of Director seeking appointment as required under Listing Agreement.

Name of Director: Dr. Ashok Shivayogappa Shettar	
Qualification	B.E in Civil Engineering, Ph.D in Civil Engineering
Expertise in Specific functional area	Dr. Ashok Shivayogappa Shettar holds B.E. in Civil Engineering from Karnatak University, Dharwad and Ph.D in Civil Engineering from Indian Institute of Science, Bangalore. He was a former member, Executive Council, Visvesvaraya Technological University, Belgaum and Former Member of Higher Education Council, Government of Karnataka. Presently he is member of Indian Society for Technical Education. In 2005 he is conferred with "Rotary Centennial" award for Professional Excellence Administrative and Teaching Experience. He has 29 years of Teaching experience at Under graduate and Post graduate levels. Presently he is the Vice Chancellor of KLE Technological University, an institution of repute providing quality education to the students.
Directorship held in other Company	NIL
Date of appointment on the Board of the Company	8th August 2015, subject to approval by the members - appointment pursuant to section 160 of the Companies Act, 2013
Category	Non-Executive Director
Chairman / member of the Committees of other Companies on which he is a Director.	NIL
Relationship with other directors	Not related to any directors
Shareholding in the Company	NIL

By order of the Board of Directors

Aniruddha Phadnavis
Company Secretary & Compliance Officer

Date: 10.07.2015

Place: Hubballi



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**

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 32nd 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 8th August 2015 at 11.00 a.m.

.....
Full name of the Member (in block letters)

.....
Signature

Folio No.:

DP ID No.*

Client ID No.*

*Applicable for member holding shares in electronic form

.....
Full name of the proxy (in block letters)

.....
Signature

Notes:

1. Members/ Proxy holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Members are requested to bring their copy of Annual Report for reference at the Meeting.



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

Website: www.vrlgroup.in

Email: investors@vrllogistics.com

Name of the Member (s):.....

Registered address:

E-mail Id:

DP ID No.*.....

Client ID No.*.....

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 Annual General Meeting of the Company, to be held on the 8th August 2015 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.	Resolution	Optional*	
		For	Against
Ordinary Business			
1	To receive, consider and adopt the Audited Financial Statements as at 31st March 2015 and the report of the Board of Directors and Auditors thereon.		
2	To confirm interim dividend paid as the final dividend on Equity Shares for the year ended on 31st March 2015.		
3	To appoint joint Auditors and to fix their remuneration and to pass the following resolutions as ordinary resolutions: a) Appointment of Walker Chandiook & Co, LLP Chartered Accountants, Mumbai for a term of 5 years b) Appointment of H K Veerbhadrappa & Co, Chartered Accountants for a term of 2 years		
Special Business			
4	Approval for appointment of Dr. Ashok Shivayogappa Shettar as a Non-Executive Director		
5	Approval, Consideration and ratification of remuneration payable to Cost Auditor for FY 2015-16		

Signed this ___ day of _____, 2015

Affix Re.1
Revenue
Stamp
here

Signature of Shareholder

Signature of Proxy Holder (s)

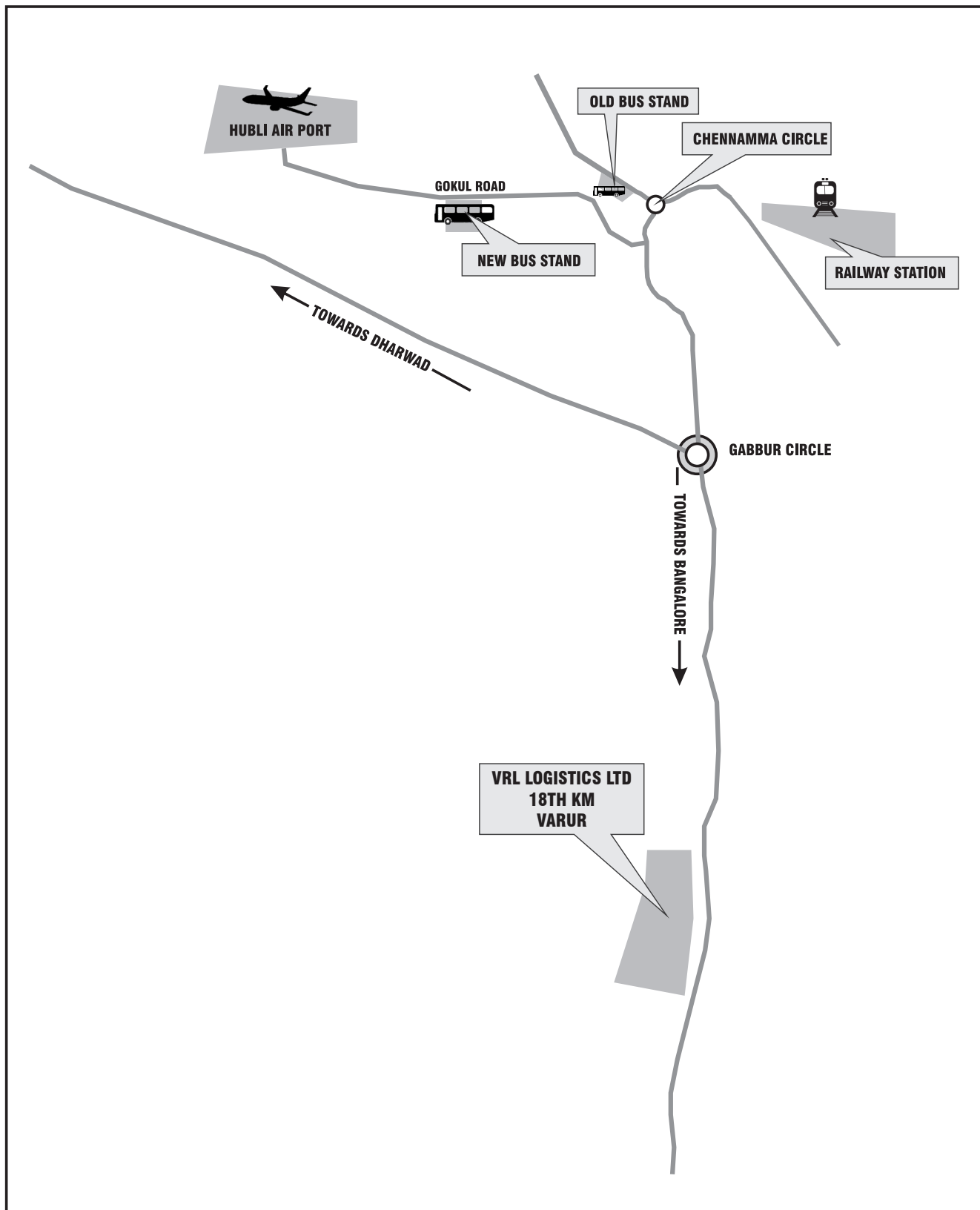
Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company addressed to the "Company Secretary" not later than 48 hours before the commencement of the meeting.

2. 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.

*It is optional to put (√) in the appropriate column against the resolution indicated in the Box. If you leave the 'for ' or 'against' the column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

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



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