

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return
(other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L60210KA1983PLC005247

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCV3609C

(ii) (a) Name of the company

VRL LOGISTICS LIMITED

(b) Registered office address

RS NO.351/1, VARUR POST CHABBI TALUK HUBLI
DIST. DHARWAD
HUBLI
Karnataka
581207

(c) *e-mail ID of the company

aniruddha@vrllogistics.com

(d) *Telephone number with STD code

8362237511

(e) Website

www.vrlgroup.in

(iii) Date of Incorporation

31/03/1983

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

AGM TO BE HELD ON 07TH AUGUST 2023

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H1	Land Transport via Road	98.48
2	H	Transport and storage	H4	Air transport	0.46
3	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	1.06

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	125,000,000	88,343,495	88,343,495	88,343,495
Total amount of equity shares (in Rupees)	1,250,000,000	883,434,950	883,434,950	883,434,950

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	125,000,000	88,343,495	88,343,495	88,343,495
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,250,000,000	883,434,950	883,434,950	883,434,950

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	11,200,000	0	0	0
Total amount of preference shares (in rupees)	1,120,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
PREFERENCE SHARES				
Number of preference shares	11,200,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	1,120,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	46	88,343,449	88343495	883,434,950	883,434,950	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights Issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	
OTHERS						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
OTHERS						
At the end of the year	46	88,343,449	88343495	883,434,950	883,434,950	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0		
OTHERS						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
OTHERS						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐ Yes

☐ No

☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes

☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting				<input type="text"/>			
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name		<input type="text"/>		<input type="text"/>		<input type="text"/>	
		Surname		middle name		first name	
Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer		<input type="text"/>		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock			
Number of Shares/ Debentures/ Units Transferred		<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)		<input type="text"/>	

Ledger Folio of Transferor			
<input type="text"/>			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee			
<input type="text"/>			
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total	<input type="text"/>		<input type="text"/>		<input type="text"/>

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

26,628,666,000

(ii) Net worth of the Company

9,758,415,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	56,688,000	64.17	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	56,688,000	64.17	0	0

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	7,342,814	8.31	0	
	(ii) Non-resident Indian (NRI)	309,825	0.35	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	2,073,149	2.35	0	
7.	Mutual funds	18,413,159	20.84	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	509,360	0.58	0	
10.	Others AIF,QIB,CLEARNIGN MEMBE	3,007,188	3.4	0	
	Total	31,655,495	35.83	0	0

Total number of shareholders (other than promoters)

91,785

Total number of shareholders (Promoters+Public/
Other than promoters)

91,790

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
EMERGING MARKETS	6300 Bee Cave Road Building One		US	270,214	0.31
ACADIAN EMERGING	MAPLES CORPORATE SERVICES UC		US	228,580	0.26
STICHTING DEPOSITA	OUDE LINDESTRAT 70 NETHERL		NE	147,394	0.17
THE EMERGING MARK	6300 Bee Cave Road Building One		US	105,624	0.12

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
STATE STREET EMERG	ONE IRON STREET BOSTON, MA,U		US	116,529	0.13
THE MASTER TRUST B	2-11-3 HAMAMATSUCHO MINATO		JP	95,000	0.11
ISHARES CORE MSCI E				85,827	0.1
UNIVERSAL-INVESTME	THEODOR-HEUSS-ALLE 70 60486		US	86,330	0.1
CITY OF NEW YORK GF	ONE CENTRE STREET NEW YORK N		US	79,615	0.09
EMERGING MARKETS :	6300 Bee Cave Road Building One		US	75,344	0.09
STATE STREET GLOBAL	ONE IRON STREET BOSTON, MA,U		US	57,566	0.07
RISING INDIA FOCUS F	4TH FLOOR 19 BANK STREET CYBE		ZA	53,500	0.06
ABU DHABI INVESTME	211 CORNICHE STREET PO BOX 36		AE	57,410	0.06
THE UNIVERSITY OF TE	SUITE 1700 210 W 7TH STREET AU:		US	50,041	0.06
EMERGING MARKETS :	6300 Bee Cave Road Building One		US	48,292	0.05
ISHARES MSCI INDIA S	400 HOWARD STREET SAN FRANC		US	31,571	0.04
NORTHERN TRUST CO	50 S LaSalle Street Chicago, USA		US	26,590	0.03
SPDR S&P EMERGING	ONE IRON STREET BOSTON MA		US	24,452	0.03
NATIONAL RAILROAD	2001 K Street NW Suite 1100 Wash		US	22,692	0.03
TEACHERS' RETIREMEN	2815 WEST WASHINGTON STREET		US	30,358	0.03
COLLEGE RETIREMENT	730 THIRD AVENUE NEW YORK,US		US	30,917	0.03
EMERGING MARKETS :	6300 Bee Cave Road Building One		US	15,003	0.02
PUBLIC EMPLOYEES RI	277EAST TOWN STREET COLUMBL		US	14,676	0.02
UBS FUND MANAGEM	AESCHENPLATZ,6, SWITZERLAND		CH	21,371	0.02
AMERICAN CENTURY I	4500 MAIN STREET, KANSAS CITY,		US	22,001	0.02

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	54,661	91,785
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	64.17	0
B. Non-Promoter	2	8	2	8	0	0
(i) Non-Independent	2	2	2	2	0	0
(ii) Independent	0	6	0	6	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	4	8	4	8	64.17	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

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(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
VIJAY SANKESHWAR	00217714	Managing Director	25,000,000	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ANAND SANKESHWAR	00217773	Managing Director	31,265,250	
UMESH NANJUNDAPPA	02602595	Managing Director	1,750	
RAMANAND LAXMINARAYAN	01875068	Whole-time director	2,115	
PRABHAKAR BASAPPA	00509836	Whole-time director	0	
SMRITI BELLAD	06732781	Director	0	
MEDHA VIVEK PAWAR	06921510	Director	0	
SHANKARASA VENKAT	06964188	Director	0	
ANAND KRISHNARAO	07038691	Director	0	
ASHOK SHIVAYOGAPPA	07038714	Director	0	
RAGHOTTAM HANUMANTH	07038738	Director	0	
GURUDAS GANAPATHY	07950458	Director	0	
SUNIL NALAVADI	ADFPN3634D	CFO	0	
ANIRUDDHA PHADNAR	AJMPP0610L	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	10/08/2022	54,666	46	33.76

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2022	12	10	83.33
2	10/08/2022	12	10	83.33
3	15/09/2022	12	9	75
4	10/11/2022	12	10	83.33
5	30/01/2023	12	12	100
6	30/03/2023	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held

17

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	27/05/2022	3	2	66.67
2	Audit Committee	10/08/2022	3	3	100
3	Audit Committee	15/09/2022	3	3	100
4	Audit Committee	10/11/2022	3	3	100
5	Audit Committee	30/01/2023	3	3	100
6	Stakeholders r	27/05/2022	3	2	66.67
7	Stakeholders r	10/08/2022	3	3	100
8	Stakeholders r	10/11/2022	3	3	100
9	Stakeholders r	30/01/2023	3	3	100
10	Nomination an	27/05/2022	4	3	75

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	VIJAY SANKE	5	5	100	5	5	100	
2	ANAND SANK	5	5	100	2	2	100	
3	UMESH NAN.	6	6	100	3	3	100	
4	RAMANAND L	6	6	100	3	3	100	
5	PRABHAKAR	6	4	66.67	2	1	50	
6	SMRITI BELL	6	3	50	0	0	0	
7	MEDHA VIVE	6	5	83.33	17	13	76.47	
8	SHANKARAS.	6	6	100	15	15	100	
9	ANAND KRISI	6	6	100	3	3	100	
10	ASHOK SHIV	6	3	50	3	3	100	
11	RAGHOTTAM	6	6	100	6	6	100	
12	GURUDAS G/	6	6	100	5	5	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	VIJAY SANKESHW	CHAIRMAN ANI	33,788,000	13,500,000	0	0	47,288,000
2	ANAND SANKESH	MANAGING DIF	31,000,000	0	0	0	31,000,000
3	RAMANAND LAXM	EXECUTIVE DIF	16,469,000	0	0	0	16,469,000
4	UMESH NANJUND	EXECUTIVE DIF	16,734,000	0	0	0	16,734,000
	Total		97,991,000	13,500,000	0	0	111,491,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
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S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SUNIL NALAVADI	CHIEF FINANCE	14,265,000	0	0	0	14,265,000
2	ANIRUDDHA PHAL	COMPANY SEC	13,172,000	0	0	0	13,172,000
	Total		27,437,000	0	0	0	27,437,000

Number of other directors whose remuneration details to be entered

8

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SHANKARASA V L	DIRECTOR	0	0	0	315,000	315,000
2	PRABHAKAR KORI	DIRECTOR	0	0	0	75,000	75,000
3	RAGHOTTAM AKA	DIRECTOR	0	0	0	180,000	180,000
4	ANAND PANDURA	DIRECTOR	0	0	0	135,000	135,000
5	GURUDAS NAREK	DIRECTOR	0	0	0	165,000	165,000
6	ASHOK SHETTAR	DIRECTOR	0	0	0	90,000	90,000
7	SMRITI BELLAD	DIRECTOR	0	0	0	45,000	45,000
8	MEDHA PAWAR	DIRECTOR	0	0	0	255,000	255,000
	Total		0	0	0	1,260,000	1,260,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
VRL LOGISTICS	SEBI	21/11/2022	SEBI (LODR) Reg 1	delay of Nine days	

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

AKSHAY PACHLAG

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

11710

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 12 dated 25/05/2015

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00217714

To be digitally signed by

- ☒ Company Secretary
☐ Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

Form No MGT-8 draft 2022-23.pdf

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**Form No. MGT-8**

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of
Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **M/s. VRL Logistics Limited** (the Company) as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on 31-03-2023. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A.** the Annual Return states the facts as at the close of the financial year correctly and adequately.
- B.** during the financial year the Company has complied with provisions of the Act and Rules made there under in respect of:
1. its status under the Act;
 2. maintenance of registers/records and making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies, within the prescribed time; (No such forms and returns were required to be filed with the Regional Director, Central Government, Tribunal, Court or other authorities during the year)
 4. calling/convening/holding meetings of Board of directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed (The Company has approved the transfer of Bus Operations Business Undertaking through slump sale on a going concern basis to Vijayanand Travels Private Limited, an entity owned and controlled by the Promoters of the Company and approval of the shareholders was pursued through postal ballot as required u/s 180 (1) (A) and 188 of the Act)
 5. closure of Register of Members / Security holders (Closure of register of other security holders not applicable during the year)
 6. advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act; (No such advances/loans were sanctioned during the year)
 7. contracts/arrangements with related parties as specified in section 188 of the Act;

Draft Version

8. issue or allotment or transfer or transmission or buyback of securities/redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances.-(There was buyback of 8,75,000 equity shares during the year wherein the settlement of shares happened in April 2023)
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act. (There was declaration of dividend during the year)
10. declaration/payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act; (The Company has transferred unclaimed Share application money, unclaimed dividend and unclaimed shares pertaining to FY 2015-16 to the Investor Education and Protection Fund during the year)
11. signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
12. constitution/ appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; (There was an induction of new Independent Director during the time of AGM in the month of August 2023)
13. appointment/reappointment of auditors as per the provisions of section 139 of the Act (No such circumstances were arises during the year);
14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act; (No such approvals were required to be taken during the year)
15. acceptance/renewal/repayment of deposits; (No such acceptance/renewal/repayment of deposits during year)
16. borrowings from public financial institutions, banks and others and creation/modification/ satisfaction of charges in that respect, wherever applicable;
17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act; (No such transactions during the year)
18. alteration of the provisions of the Memorandum of Association/Articles of Association of the Company (No such alteration to the MoA/AoA of the Company during the year)

Place: Hubballi

Date:

For A S Pachlag & Co.,

Company Secretaries

Sd/-

Akshay S Pachlag

Company Secretary

M No. 30741, CP 11710