

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: Submission of Reconciliation of Share Capital Audit Report for the quarter ended March 31, 2016

Ref: Code (BSE – 539118) (NSE – VRLLOG)

In accordance with SEBI circular No. D&CC/FITTC/CIR/16/2002 dated 31st December 2002 and Regulation 55A of SEBI (Depositories and Participant) Regulations, 1996, we enclose herewith the audit report on reconciliation of share capital for the quarter ended 31st March, 2016.

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: 07.04.2016

Place: Hubballi



Compliance for Corporate Action



April 07, 2016

The Board of Directors
VRL Logistics Limited
RS No.351/1, Varur Post Chabbi
Taluk Hubballi Distict Dharwad,
Hubballi-581 20

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

[Pursuant to SEBI Circular No. D&CC/FITTC/CIR/16/2002 dated 31 December 2002 and Regulation 55A of SEBI (Depositories and Participants) Regulations, 1996.]

We have examined the relevant records of M/s. VRL Logistics Limited, Hubballi for the quarter ended on 31st March 2016 as maintained by M/s. Karvy Computershare Private Limited, the Registrar and Transfer Agents of the Company. In our opinion and to the best of our knowledge and according to the information and explanation given to us and as shown by the records examined by us, we hereby submit our Reconciliation of Share Capital Audit Report.

For GJ and Associates
Company Secretaries

Srikant R. Gudi

Partner

FCS 8499 CP 7820



RECONCILIATION OF SHARE CAPITAL AUDIT

1	For Quarter Ended	31st March 2016
2	ISIN :	INE366101010
3	Face Value :	Rs.10/- each
4	Name of the Company	VRL Logistics Limited
5	Registered Office Address	RS No.351/1, Varur Post Chabbi Taluk Hubballi Distict Dharwad Hubballi - 581 207
6	Correspondence Address	Corporate office, Giriraj Annexe, Circuit House Road, Hubballi - 580 029 Tel: 91 836 2237511 Fax: 91 836 2256612
7	Telephone & Fax Nos.	investors@vrllogistics.com
8	Email address	(i) BSE Limited
9	Names of the Stock Exchanges where the company's securities are listed :	(ii) National Stock Exchange of India Limited

	Number of shares	% of Total Issued Cap.
10	Issued Capital	91243495
11	Listed Capital (Exchange-wise)	91243495
	(i) BSE Limited	100
	(ii) National Stock Exchange of India Limited	100
12	Held in dematerialised form in CDSL	65175940
13	Held in dematerialised form in NSDL	26067544
14	Physical	11
15	Total No. of shares (12+13+14)	91243495
16	Reasons for difference if any, between (10&11) , (10&15) , (11&15) :	100.00
		Not Applicable

17 Certifying the details of changes in share capital during the quarter under consideration as per Table below :						
Particulars***	No. of shares	Applied / Not Applied for Listing	Listed on Stock Exchanges (Specify Names)	whether intimated to CDSL	whether intimated to NSDL	In-prin. appr. pending for SE (Specify Names)
NIL	NIL	NIL	NIL	NIL	NIL	NIL
* Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).						

18	Register of Members is updated (Yes / No) If not, updated upto which date	Yes
19	Reference of previous quarter with regards to excess dematerialised shares, if any.	NA
20	Has the company resolved the matter mentioned in point no.19 above in the current quarter ? If not, reason why ?	NA

21 Mentioned the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for			
	No. of requests	No. of shares	Reasons for delay
Total No. of demat requests			NA
Confirmed after 21 Days	Nil	Nil	NA
Pending for more than 21 days	Nil	Nil	NA

22	Name, Telephone & Fax No. of the Compliance Officer of the Co.	Mr. Aniruddha A. Phadnavis Tel: 91 836 2237511 Fax: 91 836 2256612
23	Name, Address, Tel. & Fax No., Regn. no. of the certifying CA/CS	GJ and Associates Company Secretaries 12, I Floor 72nd Cross, 5th Block, Rajajinagar, Bengaluru 560010 Tel: 91 80 23142303, 91 9632004488
24	Appointment of common agency for share registry work	Karvy Computer Share Private Limited Karvy Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramaguda Hyderabad 500 032
25	Any other detail that the auditor may like to provide. (e.g. BIFR company, delisting from SE,	NIL



[Handwritten Signature]