

**General information about company**

Scrip code	539118
NSE Symbol	VRLLLOG
MSEI Symbol	NOTLISTED
ISIN	INE366I01010
Name of the entity	VRL LOGISTICS LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory											Textual Information(1)				
Wether the listed entity has a Regular Chairperson											Yes				
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Vijay Sankeshwar	AGVPS4682H	00217714	Executive Director	Chairperson	MD	01-01-2017			1	0	0		
2	Mr	Anand Sankeshwar	AGVPS4683G	00217773	Executive Director	Not Applicable	MD	01-04-2014			1	0	0		
3	Mr	Prabhakar Kore	AFFPK5674J	00509836	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	1	0		
4	Mr	Jayateerth Korlahalli	AETPK4445C	00528428	Non-Executive - Independent Director	Not Applicable		01-04-2014		60	1	2	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mrs	Medha Pawar	AJDPP6301R	06921510	Non-Executive - Independent Director	Not Applicable		12-12-2014		52	1	1	0		
6	Mr	Shankarasa Ladwa	AACPL7749M	06964188	Non-Executive - Independent Director	Not Applicable		19-02-2015		49	1	2	2		
7	Mr	Anand Pandurangi	ACXPP4382P	07038691	Non-Executive - Independent Director	Not Applicable		19-02-2015		49	1	0	0		
8	Mr	Raghottam Akamanchi	ABGPA1086K	07038738	Non-Executive - Non Independent Director	Not Applicable		11-08-2018			1	1	0		

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory**

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
9	Mr	Ashok Shettar	ACDPS8504L	07038714	Non-Executive - Non Independent Director	Not Applicable		04-08-2017			1	0	0		
10	Mr	K N Umesh	AFUPK2773F	02602595	Executive Director	Not Applicable		19-05-2017			1	0	0		
11	Mr	L R Bhat	ABWBP6415D	01875068	Executive Director	Not Applicable		04-08-2017			1	0	0		
12	Mrs	Smriti Bellad	AFMPB2096J	06732781	Non-Executive - Independent Director	Not Applicable		03-11-2018		5	1	0	0		

**Text Block**

Textual Information(1)

1. Based on the recommendation of Nomination and Remuneration Committee Board at its meeting held on 09.02.2019 re-appointment Mr. Anand Sankeshwar as a Managing Director for further period of 5 years w.e.f. 01.04.2019 subject to approval of shareholders at the ensuing General Meeting. We have retained the earlier dates as this report is as of 31.03.2019.

2. Based on the recommendation of Nomination and Remuneration Committee, Board at its meeting held on 09.02.2019 approved the re-appointment of Dr. Prabhakar Kore as an Independent Director for further period of 5 years w.e.f. 01.04.2019 subject to approval of shareholders at the ensuing General Meeting. As this report is for the year ended 31.03.2019, we have retained the earlier details pertaining to tenure of the Director and appointment date.

3. Mr. J S Korlahalli expressed his unwillingness to be considered for re-appointment as an Independent Director citing his age related reasons. Accordingly w.e.f 31.03.2019 Mr. J S Korlahalli ceases to be Director of the Company. We have included his details as the report pertains to FY 2018-19 i.e. 31.03.2019. Board at its meeting held on 09.02.2019 appointed Mr. Gurudas Narekuli as an Independent Director for 5 years w.e.f. 01.04.2019 subject to approval of shareholders.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

1. Mr. J S Korlahalli expressed his unwillingness to be considered for re-appointment as an Independent Director of the Company citing his age related reasons. accordingly he ceases to be Director of the Company w.e.f 31.03.2019. Board re-constituted the Committee w.e.f.01.04.2019. However as the report is dated as of 31.03.2019 we have retained the existing committee details.

2. SEBI (Listing Obligations and Disclosure Requirements) (amendment) Regulations 2018 mandated top 500 companies to constitute the Risk Management Committee and the said amendment is applicable w.e.f. 01.04.2019. As such, Board at its meeting held on 09.02.2019 constituted the Risk Management Committee.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00528428	Jayateerth Korlahalli	Non-Executive - Independent Director	Member	14-11-2009		
2	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Chairperson	07-08-2015		
3	06921510	Medha Pawar	Non-Executive - Independent Director	Member	07-08-2015		



Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes	Date of Cessation	Remarks
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment		
1	00528428	Jayateerth Korlahalli	Non-Executive - Independent Director	Chairperson	14-08-2009		
2	06921510	Medha Pawar	Non-Executive - Independent Director	Member	03-11-2018		
3	07038691	Anand Pandurangi	Non-Executive - Independent Director	Member	07-08-2015		
4	07038714	Ashok Shettar	Non-Executive - Non Independent Director	Member	02-11-2015		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Chairperson	07-08-2015		
2	00528428	Jayateerth Korlahalli	Non-Executive - Independent Director	Member	23-09-2010		
3	07038738	Raghottam Akamanchi	Non-Executive - Non Independent Director	Member	03-11-2018		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00217714	Vijay Sankeshwar	Executive Director	Chairperson	09-02-2019		
2	06964188	Shankarasa Ladwa	Non-Executive - Independent Director	Member	09-02-2019		
3	02602595	K N Umesh	Executive Director	Member	09-02-2019		
4	01875068	L R Bhat	Executive Director	Member	09-02-2019		
5	99999999	Sunil Nalavadi	Member	Member	09-02-2019		Textual Information(1)
6	99999999	Raghavendra Malagi	Member	Member	09-02-2019		Textual Information(2)

**Sr Text Block**

Textual Information(1)	Mr. Sunil Nalavadi is Chief Financial Officer of the Company.
Textual Information(2)	Mr. Raghavendra Malagi is Vice President (accounts) of the Company.

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00509836	Prabhakar Kore	Non-Executive - Independent Director	Chairperson	26-08-2014		
2	00217773	Anand Sankeshwar	Executive Director	Member	26-08-2014		
3	06921510	Medha Pawar	Non-Executive - Independent Director	Member	07-08-2015		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00217714	Vijay Sankeshwar	Administration Committee	Executive Director	Chairperson	
2	00217773	Anand Sankeshwar	Administration Committee	Executive Director	Member	
3	06921510	Medha Pawar	Administration Committee	Non-Executive - Independent Director	Member	
4	07038738	Raghottam Akamanchi	Administration Committee	Non-Executive - Non Independent Director	Member	
5	00217714	Vijay Sankeshwar	Finance Committee	Executive Director	Chairperson	
6	00217773	Anand Sankeshwar	Finance Committee	Executive Director	Member	
7	07038738	Raghottam Akamanchi	Finance Committee	Non-Executive - Non Independent Director	Member	

**Annexure 1**

**Annexure 1**

**III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory				Notes for not providing Date
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	
1	03-11-2018			
2		09-02-2019	97	

**Annexure 1****IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							Textual Information(1)	
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	09-02-2019	Yes	3	03-11-2018	97		
2	Nomination and remuneration committee	09-02-2019	Yes	3	03-11-2018	97		
3	Stakeholders Relationship Committee	09-02-2019	Yes	3	03-11-2018	97		



**Text Block**

Textual Information(1)

Details of Other Committee Meetings:

1. Finance Committee: 7 meetings of the Finance Committee were held during the quarter ended March 31, 2019. They were held on January 07, 2019, January 14, 2019, January 25, 2019, February 12, 2019, March 02, 2019, March 19, 2019 and March 21, 2019.
2. Administration Committee: on March 02, 2019
3. Requirement of quorum was met for the Committee meetings.

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Aniruddha Phadnavis
2	Designation	Company Secretary and Compliance Officer

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.vrlgroup.in
2	Terms and conditions of appointment of independent directors	Yes		www.vrlgroup.in
3	Composition of various committees of board of directors	Yes		www.vrlgroup.in
4	Code of conduct of board of directors and senior management personnel	Yes		www.vrlgroup.in
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vrlgroup.in
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		www.vrlgroup.in
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.vrlgroup.in

## Annexure II

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

### **I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.vrlgroup.in
11	email address for grievance redressal and other relevant details	Yes		www.vrlgroup.in
12	Financial results	Yes		www.vrlgroup.in
13	Shareholding pattern	Yes		www.vrlgroup.in
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	



## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

**Annexure II**

1	Name of signatory	Aniruddha Phadnavis
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	Aniruddha Phadnavis
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	Aniruddha Phadnavis
Designation of person	Company Secretary and Compliance Officer
Place	Hubballi
Date	12-04-2019

