

MSEI Symbol	
Scrip code	539118
NSE Symbol	VRLLLOG
MSEI Symbol	
ISIN	INE366101010
Name of the entity	VRL LOGISTICS LIMITED
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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)

Is there any change in information of board of directors compare to previous quarter

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	1	0		
2	Mr	Anand Sankeshwar	AGVPS4683G	00217773	Executive Director	Not Applicable	MD	01-04-2014			1	0	0		
3	Mr	K N Umesh	AFUPK2773F	02602595	Executive Director	Not Applicable		19-05-2017			1	0	0		
4	Mr	L R Bhat	ABWBP6415D	01875068	Executive Director	Not Applicable		04-08-2017			1	0	0		

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Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

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	Mr	Prabhakar Kore	AFFPK5674J	00509836	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	1	1	0		
6	Mr	Jayateerth Korlahalli	AETPK4445C	00528428	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	1	2	0		
7	Mr	Chantar Karunakara Shetty	AHWPS7481A	01560349	Non-Executive - Independent Director	Not Applicable		01-04-2014		48	1	2	1		
8	Mrs	Medha Pawar	AJDPP6301R	06921510	Non-Executive - Independent Director	Not Applicable		12-12-2014		40	1	1	0		

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

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	Shankarasa Ladwa	AACPL7749M	06964188	Non-Executive - Independent Director	Not Applicable		19-02-2015		37	1	2	1		
10	Mr	Anand Pandurangi	ACXPP4382P	07038691	Non-Executive - Independent Director	Not Applicable		19-02-2015		37	1	0	0		
11	Mr	Raghottam Akamanchi	ABGPA1086K	07038738	Non-Executive - Non Independent Director	Not Applicable		24-09-2016			1	0	0		
12	Mr	Ashok Shettar	ACDPS8504L	07038714	Non-Executive - Non Independent Director	Not Applicable		04-08-2017			1	0	0		

Text Block

Textual Information(1)

1. With regards to whether change in the information of the Board, we have selected 'YES' as there is a change in the tenure as of this reporting quarter end compared with our earlier filing in that regard.

2. Mr. Vijay Sankeshwar is a member and chairperson of audit committee in an unlisted company and not in VRL Logistics Limited (the Company). His name in the membership of audit committee / stakeholders relationship committee is included pursuant to Regulation 26 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

3. Mr. Prabhakar Kore is a member of audit committee in an unlisted company and not in VRL Logistics Limited (the Company). His name in the membership of audit committee / stakeholders relationship committee is included pursuant to Regulation 26 (1) (a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Stakeholders Relationship Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Risk Management Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			
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	03-11-2017		
2	02-12-2017		28
3		31-01-2018	59

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory							
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
1	Audit Committee	31-01-2018	Yes	4	03-11-2017	88	
2	Stakeholders Relationship Committee	31-01-2018	Yes	3	03-11-2017	88	
3	Corporate Social Responsibility Committee		Yes		03-11-2017		

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 Office

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		https://www.vrlgroup.in/vrl_investor_desk.aspx
2	Terms and conditions of appointment of independent directors	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
3	Composition of various committees of board of directors	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
6	Criteria of making payments to non-executive directors	NA		
7	Policy on dealing with related party transactions	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx

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		https://www.vrlgroup.in/vrl_investor_desk.aspx
11	email address for grievance redressal and other relevant details	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
12	Financial results	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
13	Shareholding pattern	Yes		https://www.vrlgroup.in/vrl_investor_desk.aspx
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	
2	Designation	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
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 Office

Signatory Details

Name of signatory	ANIRUDDHA PHADNAVIS
Designation of person	Company Secretary and Compliance Office
Place	HUBBALLI
Date	06-04-2018

