

General information about company	
Scrip code	539118
NSE Symbol	VRLLOG
MSEI Symbol	NOTLISTED
ISIN	INE366101010
Name of the entity	VRL LOGISTICS LIMITED
Date of start of financial year	01-04-2022
Date of end of financial year	31-03-2023
Reporting Quarter	Half Yearly
Date of Report	30-09-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

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)

Whether the listed entity has a Regular Chairperson										Yes															
Whether Chairperson related to Promoter										Yes	Disqualification of Directors under section 164 of the Companies Act, 2013														
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	02-06-1950	No				Active	NA		15-06-2005	01-01-2022			1	0	0	0		
2	Mr	ANAND SANKESHWAR	AGVPS4683G	00217773	Executive Director	Not Applicable	MD	14-11-1974	No				Active	NA		19-06-2007	01-04-2019			1	0	0	0		
3	Mr	K N UMESH	AFUPK2773F	02602595	Executive Director	Not Applicable		10-05-1954	No				Active	NA		19-05-2017	19-05-2022			1	0	0	0		
4	Mr	L R BHAT	ABWPB641SD	01875068	Executive Director	Not Applicable		27-01-1959	No				Active	NA		04-08-2017	04-08-2022			1	0	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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		01-08-1947	No				Active	Yes	10-08-2022	01-04-2014	01-04-2019		102	1	1	2	0		
6	Mrs	MEDHA PAWAR	AJDPP6301R	06921510	Non-Executive - Independent Director	Not Applicable		29-04-1967	No				Active	NA		12-12-2014	12-12-2019		94	1	1	2	0		
7	Mr	SHANKARASA LADWA	AACPL7749M	06964188	Non-Executive - Independent Director	Not Applicable		16-02-1962	No				Active	NA		19-02-2015	19-02-2020		91	1	1	2	2		
8	Mr	ANAND PANDURANGI	ACXPP4382P	07038691	Non-Executive - Independent Director	Not Applicable		30-09-1953	No				Active	NA		19-02-2015	19-02-2020		91	1	1	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	Mrs	SMRITI BELLAD	AFMPB2096J	06732781	Non-Executive - Independent Director	Not Applicable		19-09-1969	No				Active	NA		03-11-2018	03-11-2018		47	1	1	0	0		
10	Mr	GURUDAS NAREKULI	ABEPN3020A	07950458	Non-Executive - Independent Director	Not Applicable		27-07-1950	No				Active	NA		01-04-2019	01-04-2019		42	1	1	1	0		
11	Mr	RAGHOTTAM AKAMANCHI	ABGPA1086K	07038738	Non-Executive - Non Independent Director	Not Applicable		17-04-1964	No				Active	NA		19-02-2015	10-08-2022			1	0	1	0		
12	Mr	ASHOK SHETTAR	ACDPS8504L	07038714	Non-Executive - Non Independent Director	Not Applicable		26-08-1958	No				Active	NA		08-08-2015	07-08-2021			1	0	0	0		

Text Block	
Textual Information(1)	<ol style="list-style-type: none">1) With reference to initial date of appointment of Dr. Vijay Sankeshwar, is as per master data of MCA Portal.2) With reference to initial date of appointment of Dr. Anand Sankeshwar, is as per master data of MCA Portal.3) Dr. Vijay Sankeshwar and Dr. Anand Sankeshwar are the promoters of the Company and they are relative to each other.4) The shareholders of the Company have approved the re-appointment of Mr. K. N. Umesh as the Whole-time Director w.e.f. 19.05.2022 at the Annual General meeting of the Company.5) The shareholders of the Company have approved the re-appointment of Mr. L. R. Bhat as the Whole-time Director w.e.f. 04.08.2022 at the Annual General meeting of the Company

Audit Committee Details							
Whether the Audit 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	07950458	GURUDAS NAREKULI	Non-Executive - Independent Director	Member	01-04-2019		
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		
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	01-04-2019		
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	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	01-04-2019		
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	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	02-02-2022		
6	99999999	SUNIL NALAVADI	Chief Financial Officer	Member	09-02-2019		Textual Information(1)
7	99999999	RAGHAVENDRA MALGI	Vice President - Accounts	Member	09-02-2019		Textual Information(2)

Sr Text Block	
Textual Information(1)	1) Mr. Sunil Nalavadi is the Chief Financial Officer of the Company appointed as member of Risk Management Committee
Textual Information(2)	1) Mr. Raghavendra Malgi is the Vice President - Accounts of the Company appointed as member of Risk Management Committee

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	00217714	VIJAY SANKESHWAR	Executive Director	Chairperson	06-02-2021		
2	00509836	PRABHAKAR KORE	Non-Executive - Independent Director	Member	26-08-2014		
3	00217773	ANAND SANKESHWAR	Executive Director	Member	26-08-2014		
4	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	07-08-2015		
5	07038738	RAGHOTTAM AKAMANCHI	Non-Executive - Non Independent Director	Member	01-04-2019		

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	FINANCE COMMITTEE	Executive Director	Chairperson	
2	00217773	ANAND SANKESHWAR	FINANCE COMMITTEE	Executive Director	Member	
3	07038738	RAGHOTTAM AKAMANCHI	FINANCE COMMITTEE	Non-Executive - Non Independent Director	Member	
4	00217714	VIJAY SANKESHWAR	ADMINISTRATION COMMITTEE	Executive Director	Chairperson	
5	00217773	ANAND SANKESHWAR	ADMINISTRATION COMMITTEE	Executive Director	Member	
6	06921510	MEDHA PAWAR	ADMINISTRATION COMMITTEE	Non-Executive - Independent Director	Member	
7	07038738	RAGHOTTAM AKAMANCHI	ADMINISTRATION 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								
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)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	27-05-2022				Yes	12	10	4
2		10-08-2022	74		Yes	12	10	5
3		15-09-2022	35		Yes	12	9	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors (All directors including Independent director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	27-05-2022				Yes	3	2	2	0
2	Audit Committee	10-08-2022	74			Yes	3	3	3	0
3	Audit Committee	15-09-2022	35			Yes	3	3	3	0
4	Stakeholders Relationship Committee	10-08-2022				Yes	3	3	2	0

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	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

Text Block	
Textual Information(1)	The Audit Committee and Board of Directors at their meetings held on 15.09.2022 have approved transaction with a related party for sale of Bus Operations Business Undertaking. the above said tranaction is being material related party transaction, shareholders approval is sought through a postal ballot. the process of Postal Ballot will be concluded on 30.10.2022 and results would be announced on 01.11.2022.
Textual Information(2)	The Audit Committee and Board of Directors at their meetings held on 15.09.2022 have approved transaction with a related party for sale of Bus Operations Business Undertaking. the above said tranaction is being material related party transaction, shareholders approval is sought through a postal ballot. the process of Postal Ballot will be concluded on 30.10.2022 and results would be announced on 01.11.2022.

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 1000 listed entities)	Yes
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

Text Block

Annexure III**III. Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III		
1	Name of signatory	ANIRUDDHA PHADNAVIS
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details	
Name of signatory	ANIRUDDHA PHADNAVIS
Designation of person	Company Secretary and Compliance Officer
Place	HUBBALLI
Date	11-10-2022

