

General information about company		
Scrip code	539118	
NSE Symbol	VRLLOG	
MSEI Symbol	NOTLISTED	
ISIN	INE366I01010	
Name of the entity	VRL LOGISTICS LIMITED	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	No	No such acquisition of shares or voting rights in any unlisted companies by the Company.
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	Yes	
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	v00392	
Reason For No SCORE ID		
Type of Submission	Original	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

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								
Whether the listed entity has a Regular Chairperson								Yes
Whether Chairperson is related to MD or CEO								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 Birth
1	Mr	VIJAY SANKESHWAR	AGVPS4682H	00217714	Executive Director	Chairperson related to Promoter	MD	02-08-1950
2	Mr	ANAND SANKESHWAR	AGVPS4683G	00217773	Executive Director	Not Applicable	MD	14-11-1974
3	Mr	SHIVA SANKESHWAR	LORPS1064N	09236519	Non-Executive - Non Independent Director	Not Applicable		05-08-2001
4	Mr	L R BHAT	ABWPB6415D	01875068	Executive Director	Not Applicable		27-01-1959
5	Mr	SHANKARASA LADWA	AACPL7749M	06964188	Non-Executive - Independent Director	Not Applicable	Shareholder Director	16-02-1962
6	Mrs	MEDHA PAWAR	AJDPP6301R	06921510	Non-Executive - Independent Director	Not Applicable	Shareholder Director	29-04-1967
7	Mr	ANAND PANDURANGI	ACXPP4382P	07038691	Non-Executive - Independent Director	Not Applicable	Shareholder Director	30-09-1953
8	Mr	SHANTILAL JAIN	ABQPJ5219B	00571902	Non-Executive - Independent Director	Not Applicable	Shareholder Director	18-08-1954
9	Mr	V A PATIL	AFLPP8110J	10395538	Non-Executive - Independent Director	Not Applicable	Shareholder Director	01-07-1952
10	Mr	VINAY J JAVALI	ABHPJ1378E	00589315	Non-Executive - Independent Director	Not Applicable	Shareholder Director	18-08-1956
11	Mrs	SHAILAJA AMBLI	ACHPA1910G	10393506	Non-Executive - Independent Director	Not Applicable	Shareholder Director	18-07-1956
12	Mr	RAGHOTTAM AKAMANCHI	ABGPA1086K	07038738	Non-Executive - Non Independent Director	Not Applicable		17-04-1964
13	Mr	ASHOK SHETTAR	ACDPS8504L	07038714	Non-Executive - Non Independent Director	Not Applicable		26-06-1958

<b>I. Composition of Board of Directors</b>					
<b>Disqualification of Directors under section 164 of the Companies Act, 2013</b>					
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active
10	No				Active
11	No				Active
12	No				Active
13	No				Active

I. Composition of Board of Directors													
Sr	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 [with reference to proviso to regulation 17A(1) & reg. 17A(2)]	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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		15-06-2005	01-01-2022			1	0	0	0			
2	NA		19-06-2007	01-04-2024			1	0	0	0			
3	NA		18-01-2024	18-01-2024			1	0	0	0			
4	NA		04-08-2017	04-08-2022			1	0	0	0			
5	NA		19-02-2015	19-02-2020		118	1	1	2	2			
6	NA		12-12-2014	12-12-2019	12-12-2024	120	1	1	2	0	Tenure Completion		
7	NA		19-02-2015	19-02-2020		118	1	1	0	0			
8	NA		07-08-2023	07-08-2023		17	1	1	2	0			
9	NA		01-04-2024	01-04-2024		9	1	1	0	0			
10	NA		01-04-2024	01-04-2024		9	1	1	1	0			
11	NA		18-01-2024	18-01-2024		11	1	1	0	0			
12	NA		19-02-2015	05-08-2024			1	0	1	0			
13	NA		08-08-2015	07-08-2023			1	0	0	0			

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	00571902	SHANTILAL JAIN	Non-Executive - Independent Director	Member	06-11-2023		
3	00589315	VINAY J JAVALI	Non-Executive - Independent Director	Member	23-11-2024		
4	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	07-08-2015	12-12-2024	Textual Information(1)

<b>Sr Text Block</b>	
Textual Information(1)	Mrs. Medha Pawar has completed her tenure as an Independent Director w.e.f. 12.12.2024.

<b>Nomination and remuneration committee</b>							
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	00571902	SHANTILAL JAIN	Non-Executive - Independent Director	Member	06-11-2023		
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		
5	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	03-11-2018	12-12-2024	Textual Information(1)

<b>Sr Text Block</b>	
Textual Information(1)	Mrs. Medha Pawar has completed her tenure as an Independent Director w.e.f. 12.12.2024.

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	00571902	SHANTILAL JAIN	Non-Executive - Independent Director	Member	06-11-2023		
3	07038738	RAGHOTTAM AKAMANCHI	Non-Executive - Non Independent Director	Member	03-11-2018		
4	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	01-04-2019	12-12-2024	Textual Information(1)

<b>Sr Text Block</b>	
Textual Information(1)	Mrs. Medha Pawar has completed her tenure as an Independent Director w.e.f. 12.12.2024.

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	01875068	L R BHAT	Executive Director	Member	09-02-2019		
4	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	02-02-2022	12-12-2024	Textual Information(1)
5	99999999	SUNIL NALAVADI	Chief Financial Officer	Member	09-02-2019		Textual Information(2)
6	99999999	RAGHAVENDRA MALGI	Vice President - Accounts	Member	09-02-2019		Textual Information(3)

<b>Sr Text Block</b>	
Textual Information(1)	Mrs. Medha Pawar has completed her tenure as an Independent Director w.e.f. 12.12.2024.
Textual Information(2)	Mr. Sunil Nalavadi is the Chief Financial Officer of the Company and he has appointed member of Risk Management Committee
Textual Information(3)	Mr. R. B. Malgi is the Vice President - Accounts of the Company and he has appointed 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	00217773	ANAND SANKESHWAR	Executive Director	Member	26-08-2014		
3	06921510	MEDHA PAWAR	Non-Executive - Independent Director	Member	07-08-2015	12-12-2024	Textual Information(1)
4	07038738	RAGHOTTAM AKAMANCHI	Non-Executive - Non Independent Director	Member	01-04-2019		
5	00589315	VINAY J JAVALI	Non-Executive - Independent Director	Member	20-05-2024		

<b>Sr Text Block</b>	
Textual Information(1)	Mrs. Medha Pawar has completed her tenure as an Independent Director w.e.f. 12.12.2024.

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	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							Textual Information(1)	
Sr. No.	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	05-08-2024				Yes	13	13	7
2		13-11-2024	99		Yes	13	13	7
3		23-11-2024	9		Yes	13	13	7

<b>Text Block</b>	
Textual Information(1)	1) the Board meeting was held on 23.11.2024 on virtual basis for the purpose of interalia, prior approval of related party transactions and reconstitution of audit committee to appoint a member on the committee in view of forthcoming retirement of Mrs. Medha Pawar an Independent Director.

**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 in the Committee as on date of the meeting	Number of Directors Present (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	05-08-2024				Yes	3	3	3	0
2	Audit Committee	13-11-2024	99			Yes	3	3	3	0
3	Audit Committee	23-11-2024	9			Yes	3	3	3	0
4	Stakeholders Relationship Committee	13-11-2024				Yes	4	4	3	0
5	Risk Management Committee	13-11-2024				Yes	4	4	2	2
6	Nomination and remuneration committee	13-11-2024				Yes	5	5	4	0

Annexure 1										
IV. Meeting of Committees										
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 in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Corporate Social Responsibility Committee	13-11-2024				Yes	5	5	2	0

<b>Annexure 1</b>		
<b>V. Affirmations</b>		
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

<b>Details of Cyber security incidence</b>		
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		No
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

<b>Signatory Details</b>	
Name of signatory	ANIRUDDHA PHADNAVIS
Designation of person	Company Secretary and Compliance Officer
Place	HUBBALLI
Date	13-02-2025

<b>Investor Grievance Details</b>	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

<b>Disclosure of Imposition of Fine or Penalty</b> The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:					
Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr. No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Various State Authorities across India	Fines for violation of Vehicle norms and traffic violations by drivers	31-12-2024	Fines for violation of Vehicle norms and traffic regulations such as improper & obstructive parking, overspeeding, using air horn in silent zone, driver without uniform, seat belt non-wearing, wrong lane driving, covering reflective tape, etc.,	No material impact on the financial position of the Company. The quarter witnessed 330 such fine impositions against which a sum of Rs. 13.62 lakhs was incurred. Given the nature of industry as also being the largest fleet owner of commercial vehicles in India's private sector employing thousands of drivers, such impositions are inherent to our business.
2	The District Consumer Disputes Redressal Commission - Akola	Compansation for loss	18-04-2022	Compensation for damage of materials received for transporation.	No impact on financial position of the Company. Given the nature of the industry and past experience, such type of incidents are inherent to our business.

**Disclosure of Updates to Ongoing Tax Litigations or Disputes** The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax Department	06-08-2024	Pending before the Karnataka High Court, Dharwad Bench.	Matter pertains to Assessment Year 2008-09. Department has filed appeal with High Court of Karnataka. The Company has received a favourable ITAT order which the dept. has now appealed. We expect a favourable development in the matter based on past assessments. We have not considered any element of interest or penalty for disclosure/ materiality purposes.

