

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- 400 001

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: Annual Secretarial Compliance Report for the year ended March 31, 2019

Ref: Scrip Codes: (BSE – 539118) (NSE – VRLLOG)

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we enclose herewith the Annual Secretarial Compliance Report for the year ended March 31, 2019.

You are requested to kindly take the same on record. The report will also be hosted on the Company's website at www.vrlgroup.in

For VRL LOGISTICS LIMITED


ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Place: Hubballi
Date: 29.05.2019



R.PARTHASARATHY, M.Com. A.C.S
Company Secretary

Office:
188, Aicoboanagar
9th Main, II cross, BTM II stage
BANGALORE -560076

Phone : 080- 26686553
Telefax : 080- 26686553
Mobile : 09341219203
E-Mail : rpsrathi@gmail.com

Annex-A

Secretarial compliance report of VRL Logistics Limited for the year ended 31/03/2019

I have examined:

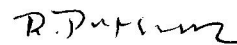

- (a) all the documents and records made available to us and explanation provided by VRL Logistics Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31/03/2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The applicable specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (e) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (f) The following Regulations relating to The Employee Stock Option Scheme, Issue of Securities, Debt Securities, Redeemable Preference Shares and Buy Back of Securities etc. are excluded as the same is not applicable to the company: -

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

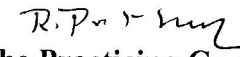
R. Parthasarathy2



- (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013
- (d) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations,1998;
- (e) The Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations,2009(SEBI ICDR Regulations ,up to September 10,2018 And SEBI ICDR Regulations,2018 w.e.f September 11,2018

and circulars/ guidelines issued thereunder and based on the above examination, I/We hereby report that, during the Review Period:

- (a) The listed entity in general has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) There were no action/s taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:
- (d) This being the first Reporting since the notification of the requirement to submit this Report, reporting on the actions to comply with the observations made in previous reports is not applicable.

Place: Bangalore
Date:27.05.2019

Signature: 
Name of the Practicing Company Secretary
ACS No.:3667
C P No.:838

