BSE Limited **Phiroze Jeejeebhoy Towers** **Dalal Street** **Mumbai- 400 001** **Scrip Codes -539118**	**National Stock Exchange of India Limited** **Exchange Plaza, Plot No. C/1, G-Block,** **Bandra – Kurla Complex, Bandra (E),** **Mumbai – 400 051** **Scrip Codes – VRLLOG**

Dear Sir / Madam,

Sub: Postal Ballot Notice and Postal Ballot Form

This has reference to outcome of Board meeting held on Tuesday 4th August 2026, wherein we had informed that our Board of Directors have approved *inter-alia* the buyback of equity shares of the Company subject to approval of shareholders by special resolution. Now the Board of Directors are seeking an approval of shareholders through postal ballot and e-voting.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith a copy of Postal Ballot Notice dated 28th August 2026 alongwith the Postal Ballot Form.

The notice together with the explanatory statement under Section 102 of the Companies Act 2013 is being sent to all the members whose name appear on the Register of Members / list of beneficial owners as on 29th September 2026 (being the cut-off date).

The Company has engaged the services of KFin Technologies Limited ("KFin") for the purpose of providing e-voting facility to all its members. The voting, both through Postal Ballot and electronic mode shall commence on Friday, 4th September 2026 at 09.00 AM (IST) and shall end on Saturday, 3rd October 2026 at 5.00 PM (IST). The results of Postal Ballot would be declared on or before 6th October 2026.

The above information is also available on the website of the Company, www.vrlgroup.in.

Thanking you,

For VRL LOGISTICS LIMITED

ANIRUDDHA ANIL PHADNAVIS

Digitally signed by ANIRUDDHA ANIL PHADNAVIS
Date: 2026.09.01 11:24:30 +05'30'

VRL LOGISTICS LTD. ★ HUBLI-580 029. ★ VRL

ANIRUDDHA PHADNAVIS
COMPANY SECRETARY &
COMPLIANCE OFFICER

Date: 01.09.2026
Place: Hubballi

VRL LOGISTICS LIMITED
CIN: L60210KA1983PLC005247
Registered Office: RSNO.351/1, Varur
Post Chabbi, Taluk, Hubballi Dist. Dharwad, Hubballi– 581207, Karnataka
Tel No: 0836-2237511, Fax No: 0836-2256612
E-mail: investors@vrllogistics.com Website: www.vrlgroup.in

POSTAL BALLOT NOTICE

[Pursuant to section 110 of the Companies Act 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

VOTING STARTS ON	VOTING ENDS ON
4th September 2026 (9.00 A.M)	3rd October 2026 (5.00 P.M)

Notice of Postal Ballot (Notice) is hereby given to the members of VRL Logistics Limited (the "**Company**") pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (the "**Act**", including any statutory modification or re-enactment(s) thereof) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**", including any statutory modification or re-enactment(s) thereof) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**", as amended from time to time), Secretarial Standard – 2 ('**SS-2**') issued by the Institute of Company Secretaries of India (as amended from time to time) and other applicable laws and regulations, to transact the special business as set out hereunder by passing Special Resolution by way of postal ballot (including voting through electronic means). The explanatory statement pertaining to the said resolution setting out the material facts and the rationale thereof is annexed hereto for your consideration and forms an integral part of this Postal Ballot Notice.

This Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the Register of Members/List of Beneficial Owners as on Saturday, 29th August 2026 ('**Cut-off Date'**) whose e-mail address is registered with the Depositories as received from KFin Technologies Limited ("**KFin**"), the Company's Registrar and Transfer Agent ("**RTA**"). Physical copies of the Postal Ballot Notice along with postal ballot form are being sent to those Members whose e-mail addresses are not so registered, by permitted mode, along with a self-addressed postage pre-paid envelope (please refer to the "*notes*" section below for more information in this regard).

In compliance with Section 108 and Section 110 of the Act read with rules made thereunder and applicable MCA Circulars and Regulation 44 of the SEBI Listing Regulations, the Company is providing remote e-voting facility to its members to enable them to cast their votes electronically instead of submitting the postal ballot form physically. The Company has engaged the services of KFin Technologies Limited for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Postal Ballot Notice.

You are requested to carefully read the instructions printed herein, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original, duly completed, in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e., 5.00 P.M on Saturday, 3rd October, 2026.

Shareholders desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to this notice and instructions on the reverse of the Postal Ballot Form and take note that e-voting (electronic mode) shall commence from Friday, 4th September, 2026 at 9.00 A.M (IST) and shall end on Saturday, 3rd October 2026 at 5.00 P.M (IST) and members are requested to note that the facility for e-voting shall be blocked thereafter.

The Board of Directors at their meeting held on Tuesday, August 4, 2026 have appointed CS. Akshay Pachlag (CP No. 11710; Membership No.30741), Practicing Company Secretary, as the Scrutinizer ("**Scrutinizer**") to conduct the postal ballot process in a fair and transparent manner.

The results of the Postal Ballot will be announced within two working days after the conclusion of remote e- voting i.e. on or before Tuesday, 6th October 2026.The results of the postal ballot (including voting through electronic means) along with the Scrutinizer's report will be made available on the website of the Company at http://www.vrlgroup.in and intimated to the stock exchange(s), where the shares of the Company are listed, on or before Tuesday, 6th October 2026.

Special Business:

Agenda Item No.1

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with Article 63 of the Articles of Association of the Company and the provisions of Sections 68, 69 and 70 and all other applicable provisions, as applicable, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Share Capital and Debentures) Rules, 2014, as amended ("**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014, as amended ("**Management Rules**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**LODR Regulations**"), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and in compliance with the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**"), and subject to such other approvals, permissions and sanctions, as may be necessary, and subject to any modifications and conditions, if any, as may be prescribed by such government, regulatory, statutory or appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which expression includes any committee duly constituted by the Board to exercise its powers, and/or the powers conferred by this resolution), consent of the Members be and is hereby accorded for buyback of 87,50,000 (Eighty Seven Lakhs Fifty Thousand Only) fully paid-up equity shares of face value of ₹10/- (Rupee Ten) each ("**Equity Shares**"), from the shareholders of the Company, as on the record date, to be determined by the Board / Buyback Committee ("**Record Date**"), on a proportionate basis, at a price of ₹320/- (Rupees Three Hundred Twenty only) per Equity Share ("**Buyback Price**") and for aggregate amount of ₹28,000 lakhs (Rupees Twenty Eight Thousand Lakhs only) ("**Buyback Offer Size**"), representing 24.51% of the total paid-up share capital and free reserves of the Company based on the latest audited financial statements of the Company as at March 31, 2026 ("**Buyback**") and that the Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, public announcement, publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses ("**Transaction Costs**") and that the Buyback period shall commence from the date of declaration of results of the postal ballot for this special resolution until the last date on which the payment of consideration for the Equity Shares bought back by the Company is made ("**Buyback Period**"), in accordance with, and consonance, with the provisions contained in the Buyback Regulations, the Act, Share Capital Rules, the Management Rules and the LODR Regulations;

RESOLVED FURTHER THAT the Board / Buyback Committee may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Offer Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations;

RESOLVED FURTHER THAT all equity shareholders of the Company as on Record Date will be eligible to participate in the Buyback;

RESOLVED FURTHER THAT the Company, to the extent legally permissible, implement the Buyback using the "**Mechanism for acquisition of shares through Stock Exchange**" notified by Securities and Exchange Board of India ("**SEBI**") vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with SEBI circular CFD/DCR2/ CIR/P/2016/131 dated December 9, 2016, SEBI circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI circular SEBI/HO/CFD/ PoD-2/P/CIR/2023/35 dated March 8, 2023, and such other circulars or notifications, as may be applicable, including any further amendments or statutory modifications thereof for the time being in force and the Company shall approach the Stock Exchange(s)as may be required for facilitating the same and subject to decision of the Board/Buyback Committee, one of BSE and NSE shall act as the designated stock exchange;

RESOLVED FURTHER THAT the Company shall implement the Buyback out of its free reserves or such other source as may be permitted by the Buyback Regulations or the Act, and the Buyback shall be undertaken through the tender offer route through the stock exchanges, on such terms and conditions as the Board may deem fit;

RESOLVED FURTHER THAT it is hereby recorded that, unless the Board / Buy back Committee exercises a revision as approved above under Regulation 5(via) of the SEBI Buyback Regulations, with the Buyback Offer Price and the Buyback Offer Size as approved above, the resultant Buyback Equity Shares shall be 87,50,000 (Eighty-Seven Lakh Fifty Thousand) fully paid-up shares representing 5.00 % of the fully paid-up share capital as per the latest audited financial statements for the financial year ended March 31, 2026;

RESOLVED FURTHER THAT the amount required by the Company for the Buyback is intended to be met out of the Company's current surplus and/or cash balances and/or cash available from internal accruals and on such terms and conditions as the Board may decide from time to time at its absolute discretion;

RESOLVED FURTHER THAT the Company may buy back its Equity Shares from all the existing shareholders of the Company on a proportionate basis, provided that 15% of the number of Equity Shares which the Company proposes to Buyback or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, as defined under the Buyback Regulations ("**Small Shareholders**"), shall be reserved for the Small Shareholders, as prescribed under Regulation 6 of the Buyback Regulations and in case the shares tendered are less than the reservation the same shall be adjusted in the general category, in accordance with Buyback Regulations;

RESOLVED FURTHER THAT the Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies, Foreign Institutional Investors (**FIIs**) / Foreign Portfolio Investors, and members of foreign nationality, with underlying Equity Shares consequent to the withdrawal of such Equity Shares, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, if any, Income Tax Act, 2025 and rules and regulations framed there under as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("**RBI**") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders;

RESOLVED FURTHER THAT the Buyback would be subject to the requirement of maintaining the minimum public shareholding, as specified in Regulation 38 of the LODR Regulations;

RESOLVED FURTHER THAT in terms of Regulation 9 of the Buyback Regulations, the Company shall open an escrow account, which may include cash, including bank deposits deposited with any scheduled commercial bank or bank guarantee created in favor of the manager to the Buyback in accordance with the Buyback Regulations;

RESOLVED FURTHER THAT in the event of non-fulfilment of the obligations under the Buyback Regulations by the Company, the monies deposited in the Escrow Account may be forfeited as per the terms of Regulation 9 of the Buyback Regulations;

RESOLVED FURTHER THAT nothing contained hereinabove shall confer any right on the part of any member to offer, or any obligation on the part of the Company or the Board or the Buyback Committee to buyback any shares and/or impair any power of the Company or the Board or the Buyback Committee to terminate any process in relation to such Buyback if so permissible by law;

RESOLVED FURTHER THAT the Board / Buyback committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient or proper, for the implementation of the Buyback, including but not limited to appointment of merchant bankers, brokers, lawyers, depository participants, escrow agents, bankers, advisors, registrars, scrutinizers, consultants, representatives, intermediaries, agencies, printers, advertisement agency, as may be required, for the implementation of the Buyback; carrying out incidental documentation as also to make applications to the appropriate authorities for requisite approvals and to initiate all necessary actions for preparation and issue of various documents, opening of accounts including issuing public announcement, extinguishment of share certificates and 'Certificate of Extinguishment' required to be filed in connection with the Buyback on behalf of the Board and such other undertakings, agreements, papers, documents and correspondence as may be necessary for the implementation of the Buyback to the SEBI, RBI, Government of India, BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (BSE and NSE collectively referred to as "**the Stock Exchanges**"), Registrar of Companies, Depositories and/or other authorities;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / Buyback Committee shall have the power and authority to accept and make any alteration(s), modification(s) to the terms and conditions, delegate all or any of the authorities conferred upon it to any officer(s) and/or representatives of the Company, in order to give effect to the aforesaid resolutions and to revoke and substitute such delegation / sub-delegation of authority from time to time as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buyback without seeking any further consent or approval of the members or otherwise to the end and intent that the Board shall be deemed to have given its approval thereto expressly by the authority of this resolution."

For VRL Logistics Limited

Sd/-
Aniruddha Phadnavis
Company Secretary & Compliance Officer
ICSI Membership No: ACS 20456

Place: Hubballi
Date: 28th August 2026

Notes:

1. The Postal Ballot Notice is being sent in electronic form to those Members, whose names appear in the Register of Members / List of Beneficial Owners as on Saturday, 29th August 2026 ("**Cut-Off Date**") and whose e-mail address is registered with the Depositories as received from Kfin Technologies Limited ("Kfin"), the Company's Registrar and Transfer Agent ('**RTA**'). Physical copies of the Postal Ballot Notice along with postal ballot form are being sent to those Members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid reply envelope.
2. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall be eligible to cast their votes through postal ballot (including voting through remote e-voting). A person who is not a Member on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical postal ballot may download the postal ballot form attached to the e-mail or from the Company's website www.vrlgroup.in and website of KFin, https://www.kfintech.com, where this Postal Ballot Notice is displayed and send the duly completed and signed postal ballot form so as to reach the Scrutinizer on or before 5:00 P.M on Saturday, 3rd October 2026.
5. In compliance with the provisions of Section 108 and Section 110 of the Act read with rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and applicable MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in Sl.No.17 of this Postal Ballot Notice.
6. The remote e-voting shall commence on Friday, 4th September, 2026 at 9:00 a.m. (IST) and shall end on Saturday, 3rd October 2026 at 5:00 p.m. (IST). The remote e- voting module shall be disabled by KFin for voting thereafter.
7. The members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. If the members opt for e-voting, then they should not vote by physical postal ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical postal ballot will be treated as invalid.
8. Documents referred to in this notice and explanatory statement are open for inspection by the members at the Registered Office of the Company on all working days from 10:00 A.M to 5:00 P.M from the date of dispatch of the Postal Ballot Notice up to the completion of Postal Ballot i.e., Saturday, 3rd October 2026.
9. After scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman, or any other person duly authorized, on the result of the Postal Ballot on or before Tuesday, 6th October 2026. The Scrutinizer's decision on the validity of votes cast will be final.
10. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.vrlgroup.in/and on the website of KFin, https://www.kfintech.com/immediately after the result is declared by the Chairman or any other person duly authorized, and the same shall be communicated to the stock exchanges, where the equity shares of the Company are listed.
11. The results shall also be displayed on the notice board at the Registered Office of the Company.
12. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 3rd October 2026.
13. Pursuant to the provisions of Section 108 and Section 110 of the Act read with the applicable Rules and MCA Circulars, your Company has an option to seek the approval of the Members through Postal Ballot on remote e-voting for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

14. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s).
15. In case the shares of the Company are jointly held, the postal ballot form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s).
16. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy of the board resolution/ power of attorney/ authority letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at the following e-mail IDs: investors@vrllogistics.com / cs_akshaysp@yahoo.com. In case of e-voting, the same may be uploaded in the e-voting module under their login.
17. **Information and Other Instructions relating to Remote E-Voting:**

(a) In compliance with the provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and applicable MCA Circulars, members are provided with the facility to cast their vote electronically, through the remote e- voting platform provided by KFin, on the resolution set forth in this Postal Ballot Notice.

(b) In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, either through their demat accounts / websites of Depositories / DPs thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-Voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.

(c) The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is provided in the covering letter/e-mail accompanying the Postal Ballot Notice.

(d) The remote e-voting facility will be available as follows: Commencement of remote e-voting: 9.00 a.m. (IST) on Friday, 4th September, 2026; End of remote e-voting: 5.00 p.m. (IST) on Saturday, 3rd October 2026. The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

(e) The Board of Directors of the Company has appointed CS. Akshay Pachlag, Practicing Company Secretary (Membership Number: ACS 30741/CP 11710), as the Scrutinizer to scrutinize the Postal Ballot process and the remote e-voting in a fair and transparent manner.

(f) The Scrutinizer, after scrutinizing the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, prepare his Report and submit it to the Chairman or any other person duly authorized on or before, Tuesday, 6th October 2026. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company at the link www.vrlgroup.in and on the website of KFin at https://evoting.kfintech.com. The results shall be communicated to the Stock Exchanges simultaneously.

(g) Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e., on Saturday, 3rd October 2026.

(h) The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on Resolution proposed to be passed through the Postal Ballot by remote e-voting is on Saturday, 29th August 2026. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolution, in accordance with the process specified in this Postal Ballot Notice.

(i) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

(j) In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

(k) The detailed process and manner for remote e-voting is explained herein below:

(I) E-Voting procedure for Individual Shareholders holding securities in Demat:

(a) Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:

NSDL	CDSL
1. User already registered for IDeAS facility: a. URL: https://eservices.nsdl.com b. Click on the "Beneficial Owner" icon under 'IDeAS' section. c. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". d. Click on the link against VRL Logistics Limited or e-Voting service provider "KFin" and you will be re-directed to e- Voting service provider website for casting the vote during the remote e-Voting period.	**1. Existing user who have opted for Easi / Easiest** a. URL: https://web.cdslindia.com/myeasi/home/login or b. URL:www.cdslindia.com c. Click on New System My-easi d. Login with user id and password. e. Option will be made available to reach e-Voting page without any further authentication. f. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services a. To register click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" or click on the link https://eservices.nsdl.com/SecureWeb/Ideas Direct Reg.jsp b. Proceed with completing the required fields.	**2. User not registered for Easi/ Easiest** a. Option to register is available at https://web.cdslindia.com/myeasi/ Registration/ Easi Registration. b. Proceed with completing the required fields.
3. By visiting the e-Voting website of NSDL a. URL: https://www.evoting.nsdl.com/ b. Click on the icon "Login" which is available under c. 'Shareholder/Member' section. d. Enter User ID (i.e., 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. e. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on VRL Logistics Limited or e-Voting service provider name "KFin" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App 'NSDL Speed-e' facility by scanning the QR code given below for seamless voting experience.	**3. By visiting the e-Voting website of CDSL** a. URL:www.cdslindia.com b. Provide demat Account Number and PAN No. c. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) where the e-Voting is in progress.

(b) Method of Login for individual Shareholders holding the securities in demat mode through their Depository Participants.

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL / CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL / CDSL Depository site after successful authentication. Click on VRL Logistics Limited or e-Voting service provider name "KFin" and you will be redirected to e-Voting service provider website for casting your vote during the remote e- Voting period.

Members who are unable to retrieve their User ID / Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers i.e. NSDL - Email: evoting@nsdl.co.in, toll free numbers: 18001020990 / 1800224430; or CDSL - Email: helpdesk.evoting@cdslindia.com, phone numbers :022-23058738 / 022-23058542-43.

(II) Method of Login for Institutional Shareholders and Shareholders holding securities in Physical form:

(i) The details of the process and manner of remote e-voting are given below:

a. Initial password is provided in the body of the email.
b. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.
c. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

(ii) After entering the details appropriately, click on LOGIN.

(iii) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iv) You need to login again with the new credentials.

(v) On successful login, the system will prompt you to select the EVENT i.e., VRL Logistics Limited.

E-voting Procedure

i. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut- off date will appear. If you desire to cast all the votes assenting / dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and / or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under both head.

ii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.

iii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

iv. **Query / Grievance:** In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com (KFin Website) or contact Mr. Ganesh Chandra Patro – Deputy Vice President, at evoting@kfintech.com or call KFin's toll free No. 1800-309-4001 for any further clarifications.

Physical Voting

Members are requested to refer to the instructions printed behind the Postal Ballot Form for exercising their vote in physical form.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 AND SEBI (BUY-BACK OF SECURITIES) REGULATIONS, 2018

The following statement sets out all material facts and rationale with regard to the special businesses mentioned in the Postal Ballot Notice:

Agenda No.1: Approval for the Buyback of Equity Shares of the Company

The Board at its meeting held on August 4, 2026 has ("**Board Meeting**"), subject to the approval of the shareholders of the Company by way of Special Resolution through postal ballot and subject to approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved buy back by the Company of its fully paid-up equity shares having a face value of ₹ 10 (Rupees Ten only) each ("**Equity Shares**"), for an amount not exceeding ₹ 28,000 lakhs (Rupees Twenty Eight Thousand Lakhs only), excluding any expenses incurred or to be incurred for the Buy Back viz. brokerage costs, fees, turnover charges, taxes such as securities transaction tax and goods and services tax (if any), stamp duty, advisors fees, filing fees, intermediary fees, public announcement expenses, printing and dispatch expenses, if any, and other incidental and related expenses and charges etc. ("**Transaction Costs**") (such amount hereinafter referred to as the "**Buy Back Size**"), being 24.51% of the aggregate of the total paid-up Equity Share capital and free reserves of the Company based on the latest audited financial statements as at March 31, 2026, at a buy back price not exceeding ₹ 320/- (Rupees Three Hundred Twenty only) per Equity Share ("**Buy Back Price**"), payable in cash, from the shareholders/beneficial owners of the Equity Shares of the Company as on a record date to be subsequently decided by the Board/Buy Back Committee ("**Record Date**"), through the "Tender Offer" route, on a proportionate basis as prescribed under the SEBI Buy Back Regulations ("**Buy Back**"), subject to 15% (Fifteen Percent) of the number of Equity Shares which the Company proposes to Buy Back or number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders in accordance with the provisions of the SEBI Buy Back Regulations through the "**Tender Offer**" route as prescribed under the SEBI Buy Back Regulations and circulars issued thereunder, including the "**Mechanism for acquisition of shares through Stock Exchange**" notified by SEBI vide circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015, read with the circulars issued in relation thereto, including circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016, circular SEBI/HO/CFD/DCR-III/CIR/P/2021/615 dated August 13, 2021 and SEBI/HO/CFD/PoD-2/P/CIR/2023/35 dated March 08, 2023 and such other circulars or notifications, as may be applicable, including any further amendments or statutory modifications thereof for the time being in force, or such other mechanism as may be applicable to the Buy Back through Tender Offer route and in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the SEBI Listing Regulations, the SEBI Buy Back Regulations, as amended from time to time.

At the Maximum Buy Back Price i.e. ₹ 320/- (Rupees Three Hundred Twenty only) per Equity Share and for Maximum Buy Back Size i.e. ₹ 28,000 lakhs (Rupees Twenty Eight Thousand Lakhs only), the indicative maximum number of Equity Shares proposed to bought back do not exceed 87,50,000 (Eighty Seven Lakhs Fifty Thousand) fully paid up equity shares of the face value of ₹10 (Rupees Ten Only) each (hereinafter referred to as the "Equity Shares" or "Shares"), representing 5.00 % of the total number of Equity Shares in the total paid-up Equity Share capital of the Company, based on the latest audited financial statements for the financial year ended March 31, 2026 (**"Indicative Maximum Buy Back Shares"**). However, the actual Equity Shares bought back under the Buy Back shall not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company and the amount utilized shall not exceed Maximum Buy Back Size.

Since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the members of the Company, by way of a special resolution through general meeting or through postal ballot. Further, as per Section 110 of the Act read with Rule 22(16)(g) of the Companies (Management and Administration) Rules, 2014, the consent of the shareholders of the Company to the Buyback is required to be obtained by means of e-voting and postal ballot. Accordingly, the Company is seeking your consent for the Buyback as contained in the special resolution. Requisite details relating to the Buyback are given below.

1. Necessity for the Buyback

The Company has been generating reasonable amounts of cash on an ongoing basis. The current Buyback proposal is in line with the Company's capital allocation practices of returning excess cash to shareholders, thereby increasing shareholder value in the longer term, and improving the Return on Equity. The Buyback is being undertaken by the Company after taking into account the strategic and operational cash needs in the medium term and the need for returning surplus funds to the members in an effective and efficient manner.

The expected cash generation and strong balance sheet position of the Company allows it to reward its members, while retaining sufficient capital for business requirements

The Buyback is being undertaken for the following reasons:

(a) The Buyback will help the Company to return/distribute surplus cash to its members holding Equity Shares thereby enhancing the overall return for them;

(b) The Buyback is expected to improve return on equity through distribution of cash and improve earnings per share by reduction in the equity base in the long term, thereby leading to long term increase in members' value;

(c) The Buyback gives an option to all the members of the Company as on the Record Date, either to sell their Equity Shares and receive cash or not to sell their Equity Shares and get a resultant increase in their percentage shareholding in the Company post the Buyback, without additional investment; and

(d) The Buyback, which is being implemented through the Tender Offer route would involve allocating to the Small Shareholders the higher of: (a) the number of shares entitled as per their shareholding; or (b) 15% of the number of shares to be bought back, as per Regulation 6 of the Buyback Regulations. The Company believes that this reservation for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small Shareholders".

2. Maximum amount required under the Buyback and its percentage of the total paid up capital and free reserves

The maximum amount of funds required for the Buyback, excluding transaction costs, will aggregate to ₹28,000 lakhs (Rupees Twenty Eight Thousand Lakhs only), being 24.51% of the total paid-up share capital and free reserves of the Company as per the latest audited financial statements of the Company as on March 31, 2026 (being the latest audited financial statements available as on the Board Meeting Date), which is within the prescribed limit of 25%.

The Buyback Offer Size does not include any expenses or transaction costs incurred or to be incurred for the Buyback, such as, brokerage, filing fees, advisory fees, intermediaries' fees, public announcement publication expenses, printing and dispatch expenses, applicable taxes such as securities transaction tax, goods and services tax, stamp duty etc. and other incidental and related expenses.

The funds for the implementation of the proposed Buyback will be sourced out of the free reserves of the Company or such other source as may be permitted by the Buyback Regulations or the Act. Borrowed funds from banks and financial institutions will not be used for the Buyback.

3. Maximum Buyback Price at which the Equity Shares are proposed to be bought back and the basis of arriving at such price

The Equity Shares of the Company are proposed to be bought back at a price of Rs. 320/- (Rupees Three Hundred Twenty only) per Equity Share ("**Buyback Price**"). The Buyback Price has been arrived at after considering various factors including, but not limited to, the trends in the volume weighted average market prices of the Equity Shares on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") (collectively referred to as "**the Stock Exchanges")** where the Equity Shares are listed, price earnings ratio, impact on other financial parameters and the possible impact of the Buyback on the earnings per Equity Share. Further, in accordance with Regulation 5(via) of the Buyback Regulations, the Board/Buyback Committee may increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back provided that there is no change in the Buyback Offer Size, till one working day prior to the Record Date fixed for the purpose of Buyback.

In line with the recent market practice in relation to buybacks, the above Buyback Price represents premium of:

i) 32.88 % and 33.11 % over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the three months period preceding July 25, 2026 (the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy Back ["**Intimation Date**"]);

ii) 35.28 % and 35.01 % over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, during the one-month period preceding the Intimation Date;

iii) 34.81 % and 34.89 % over the volume weighted average market price of the Equity Shares on BSE and NSE respectively, for two weeks preceding the Intimation Date; and

iv) 14.16 % and 17.60 % over the closing prices on BSE and NSE respectively as on August 4, 2026 (the date of Board meeting approving the Buy Back)

4. Maximum number of Equity Shares that the Company proposes to buyback

The indicative number of Equity Shares at the Buyback Price and the Buyback Offer Size bought back would be 87,50,000 (Eighty-Seven Lakh Fifty Thousand) Equity Shares, being 5.00% of the total paid-up equity share capital of the Company.

The Board / Buyback Committee may, till 1 (one) working day prior to the Record Date, increase the Buyback Price and decrease the number of Equity Shares proposed to be bought back under the Buyback, such that there is no change in the Buyback Offer Size, in terms of Regulation 5(via) of the SEBI Buyback Regulations.

5. Method to be adopted for Buyback as referred to in Regulation 4(iv)(a) of the Buyback Regulations

The Buyback shall be on a proportionate basis (subject to the reservation for small shareholders (defined hereinafter) in accordance with the Buyback Regulations) through the "Tender Offer" route, as prescribed under the Buyback Regulations, to the extent permissible, and the "Mechanism for acquisition of shares through Stock Exchanges pursuant to Tender-Offers under Takeovers, Buyback and Delisting" as prescribed under the SEBI Circulars. The Buyback will be implemented in accordance with the Act read with the rules framed thereunder, the Buyback Regulations and on such terms and conditions as may be deemed fit by the Company.

As required under the Buyback Regulations, the Company will announce a record date for the Buyback (the "**Record Date**") for determining the names of the shareholders holding Equity Shares of the Company who will be eligible to participate in the Buyback. Consequent to approval of the Buyback shareholders of the Company holding the Equity Shares as of the Record Date ("**Eligible Shareholders**") will receive a letter of offer (the "**Letter of Offer**") along with a tender offer form indicating their entitlement.

The Equity Shares to be bought back is divided in two categories:

a. Reserved category for small shareholders; and

b. General category for all other shareholders.

As defined in Regulation 2(i) (n) of the Buyback Regulations, a "small shareholder" is a shareholder who holds equity shares whose market value, on the basis of closing price of shares on the recognized stock exchange having the highest trading volume, as on Record Date is not more than Rs. 2,00,000 (Rupees Two Lakhs only) ("**Small Shareholders**").

In accordance with proviso to Regulation 6 of the Buyback Regulations, 15% of the number of Equity Shares which the Company proposes to buyback or such number of Equity Shares entitled as per the shareholding of Small Shareholders as on the Record Date, whichever is higher, shall be reserved for the Small Shareholders as part of this Buyback.

Based on the holding on the Record Date, the Company will determine the entitlement of each Eligible Shareholder to tender their shares in the Buyback. This entitlement for each Eligible Shareholder will be calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of the Buyback applicable in the category to which such shareholder belongs ("**Buyback Entitlement**"). The Company believes that this reservation for small shareholders would benefit a large number of the Company's public shareholders, who would be classified as "Small Shareholders". Given that the promoters and members of the promoter group of the Company have expressed their intention not to participate in the Buyback, the Equity Shares held by members of the promoter/ promoter group shall not be considered for computing the entitlement ratio, in accordance with the proviso to Regulation 4 (iv) (a) of the SEBI Buyback Regulations, and to that extent, the Eligible Shareholders will have a higher Buyback Entitlement ratio.

In accordance with Regulation 9(ix) of the Buyback Regulations, to ensure that the same shareholders with multiple demat accounts do not receive a higher entitlement under the Small Shareholder category, the Company will club together the Equity Shares held by such shareholders with a common PAN for determining the category (Small Shareholder or General) and entitlement under the Buyback. In case of joint shareholding, the Company will club together the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical. In case of physical shareholders, where the sequence of PANs is identical, the Company will club together the Equity Shares held in such cases. Similarly, in case of physical shareholders where PAN is not available, the Company will check the sequence of names of the joint holders and club together the Equity Shares held in such cases where the sequence of name of joint shareholders is identical. The shareholding of institutional investors like mutual funds, pension funds/trusts, insurance companies etc., with common PAN will not be clubbed together for determining the category and will be considered separately, where these equity shares are held for different schemes and have a different demat account nomenclature based on information prepared by the Registrar and Transfer Agent as per the shareholders records received from the Depositories.

Shareholders' participation in Buyback will be voluntary. Eligible Shareholder(s) holding Equity Shares of the Company can choose to participate and get cash in lieu of shares to be accepted under the Buyback or they may choose not to participate. Eligible Shareholder(s) holding Equity Shares of the Company may accept a portion or all of their entitlement. Eligible Shareholder(s) holding equity shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any.

The maximum number of Equity Shares that may be tendered under the Buyback by any Eligible Shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.

The Equity Shares tendered as per the entitlement by Eligible Shareholder(s) holding equity shares of the Company as well as additional shares tendered, if any, will be accepted as per the procedure laid down in Buyback Regulations. The settlement of the tendered Equity Shares under the Buyback will be done using the "*Mechanism for acquisition of shares through Stock Exchange pursuant to tender offers under Buyback pursuant to Tender-Offers under Takeovers, Buyback and Delisting" notified pursuant to SEBI Circulars*.

The Buyback of Equity Shares from non-resident members of the Company, including Foreign Corporate Bodies, Foreign Institutional Investors (**FIIs**)/Foreign Portfolio Investors and members of foreign nationality with underlying Equity Shares consequent to the withdrawal of such Equity Shares, if any, etc., shall be subject to the Foreign Exchange Management Act, 1999 ("**FEMA**") and rules and regulations framed thereunder, if any, Income Tax Act, 2025 and rules and regulations framed thereunder, as applicable, and shall be subject to such approvals if, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under FEMA and the rules, regulations framed thereunder, if any, and such approvals shall be required to be taken by such non-resident shareholders themselves.

Participation in the Buyback by shareholders may trigger tax on the consideration received on Buyback by them. Pursuant to amendments effective April 1, 2026, the tax on income from the buyback of shares is now levied directly on the shareholders. Previously from October 1, 2024, until March 31, 2026, buyback proceeds were fully taxed as deemed dividends at the shareholder's applicable slab rates, the original cost of acquiring the shares was recognized as a capital loss, which be set off against other capital gains. Here are the key features of the new system:

Aspect	Details
Tax Incidence	The tax is now payable by the shareholders on the gains made from the buyback, not by the Company.
Nature of Income	The income is treated as Capital Gains in the hands of the shareholder.
Computation of Gains	Capital Gains are calculated as the difference between the buyback price offered by the Company and the shareholder's original cost of acquiring the shares.
Applicable Tax Rate	The rate depends on the holding period: • Long-Term Capital Gains (LTCG): For shares held over 12 months, a rate of 12.5% is applicable (with an exemption up to ₹1.25 Lakhs). • Short-Term Capital Gains (STCG): For shares held for 12 months or less, the gains are taxed at applicable as per tax rate prescribed in Income Tax Act, 2025.

All of the equity shareholders of the Company as on Record Date will be eligible to participate in the Buyback.

Detailed instructions for participation in the Buyback (tender of Equity Shares in the Buyback) as well as the relevant timetable will be included in the Letter of Offer which will be sent in due course to the Eligible Shareholders.

6. Time limit for completing the Buyback

The Buyback, subject to the regulatory consents and approvals, if any, is proposed to be completed within one year from the date of passing of special resolution by the Members as mentioned in this Postal Ballot Notice.

7. Compliance with Section 68(2)(c) of the Companies Act, 2013 and Regulation 4(i) of the Buyback Regulations

The aggregate paid-up share capital and free reserves as at March 31, 2026 is ₹ 1,14,244 lakhs as per audited financial statements. (i.e., the latest audited financial statements available as on the date of the Board Meeting recommending the proposal of the Buyback, held on August 4, 2026). Under the provisions of the Act and the Buyback Regulations, the funds deployed for the Buyback cannot exceed 25% of the aggregate of fully paid-up share capital and free reserves of the Company as per audited financial statements of the Company as on March 31, 2026 i.e., ₹28,561 lakhs.

As per the latest audited Balance Sheet of the Company as at March 31, 2026, the total paid-up equity capital and free reserves are as follows:

(₹ in Lakhs)

Particulars	Amount
Total paid-up equity capital (A)	17,494
Free Reserves (B)	96,750
Total paid-up equity capital and free reserves (A) + (B)	1,14,244
Maximum amount permissible for buyback under Section 68 of the Companies Act, 2013, and Regulation 4(i) of Buyback Regulations i.e., lower of 25% of the total paid up capital and free reserves of the financial statements.	28,561

Based on the above, it can be seen that Buyback Offer Size, i.e., ₹28,000 Lakh (Rupees Twenty Eight Thousand Lakhs only), is less than 25% of the total paid up capital and free reserves of the Company.

Further, in terms of the Companies Act and Buyback Regulations, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% (twenty-five percent) of the total Equity Shares in the total paid-up equity capital of the Company in that financial year.

The number of Equity Shares proposed to be bought back under the Buyback i.e., 87,50,000 Equity Shares, does not exceed 25% (twenty-five percent) of the total number of Equity Shares in the existing total paid-up equity share capital of the Company and the total paid-up equity capital and free reserves of the Company as of March 31, 2026.

8. **The aggregate shareholding of the Promoters and Promoters Group, the Directors of the Promoter where Promoter is a Company and of Directors and Key Managerial Personnel of the Company as on the date of this Postal Ballot Notice**.

a. The aggregate shareholding of the promoter and promoter group of the Company as on the date of this Postal Ballot Notice:

A. Promoter

Sr. No.	Name	Number of Equity Shares Held	Shareholding Percentage (%)
1	Dr. Vijay Sankeshwar	4,95,61,128	28.33%
2	Dr. Anand Sankeshwar	5,49,81,642	31.43%
	TOTAL	**10,45,42,770**	**59.76%**

B. Promoter Group

Sr. No.	Name	Number of Equity Shares Held	Shareholding Percentage (%)
1	Mrs. Lalitha Vijay Sankeshwar	41,634	0.02%
2	Mrs. Vani Anand Sankeshwar	7,92,978	0.45%
3	Mrs., Bharathi Holkunde (Bharathi Sankeshwar)	3,500	0.00%
4	Mrs., Deepa Sidnal	1,060	0.00%
	TOTAL	**8,39,172**	**0.47%**

b. The aggregate shareholding of the directors of the Promoters, as on the date of this Postal Ballot Notice, where the promoter is a Company/Corporate: The Company does not have any corporate promoter.

c. The aggregate shareholding of the directors and key managerial personnel of the Company as on the date of this Postal Ballot Notice:

Sr. No.	Name of KMP / Director	Designation	Number of Equity Shares	Shareholding Percentage (%)
1	Dr. Vijay Sankeshwar	Chairman and Managing Director	4,95,61,128	28.33
2	Dr. Anand Sankeshwar	Managing Director	5,49,81,642	31.43
3	Mr. L. R. Bhat	Whole-Time Director	4,194*	0.002

** Shares held jointly with spouse Mrs. Usha Ramanand Bhat, the latter being the first holder.*

9. No Equity Shares of the Company have been purchased/sold by any Promoter / Promoter Group, directors and key managerial personnel of the Company during the period from the six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Postal Ballot Notice.

No shares have been purchased/ sold by the Promoter/ Promoter Group, Directors/Key Managerial Personnel of the Company during the period from the six months preceding the date of the Board Meeting at which the Buyback was proposed and from the date of the Board Meeting till the date of this Postal Ballot Notice.

10. Intention of the Promoters, Promoter Group and Persons in Control of the Company to tender their Equity Shares in the Buyback:

In terms of the Buyback Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buyback. The Promoter and Promoter Group of the Company have expressed their intention of NOT participating in the Buyback vide their letters dated August 4, 2026, Accordingly, the disclosures as required as per paragraphs (viii) to the Schedule I of the SEBI Buyback Regulations are not applicable.

11. The Company confirms that it has not defaulted in the repayment of any deposits either before or after applicability of Companies Act, 2013, including interest payment thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking companies.

12. Confirmations from the Board of Directors of the Company

The Board has confirmed that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion Company and after taking into account the financial position of the Company and also considering all contingent liabilities, the Board has formed the opinion:

a) That immediately following the date of the board meeting held on August 4, 2026 approving the Buy Back and the date on which results of the Shareholder’s resolution by way of postal ballot with regards to the Buyback are declared, there will be no grounds on which the Company can be found unable to pay its debts.

b) That as regards the Company's prospects for the year immediately following the date of the Board Meeting held on August 4, 2026 approving the Buy Back and the date on which the results of the Shareholder’s resolution by way of postal ballot with regards to the Buyback are declared and having regard to Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the Board's view, be available to the Company that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from date of the Board Meeting approving the Buy Back and the date on which the results of the Shareholder’s resolution by way of postal ballot with regards to the Buyback are declared.;

c) in forming the opinion aforesaid, the Board has taken into account the liabilities as if the Company is being wound up under the provisions of the Companies Act, 1956 or Companies Act, 2013 and the Insolvency and Bankruptcy Code, 2016 (including prospective and contingent liabilities).

13. Confirmation from the Company as per the provisions of the Buyback Regulations and the Act:

The Board hereby confirms that:

1. all the equity shares for Buy Back are fully paid-up.
2. the Company shall not issue any Equity Shares or other securities from the date of this resolution including by way of bonus issue till the expiry of the Buy Back period i.e., date on which the payment of consideration to shareholders who have accepted the Buy Back is made in accordance with the Act and the SEBI Buy Back Regulations;
3. the Company shall not raise further capital for a period of one year from the expiry of the Buy Back period i.e., the date on which the payment of consideration to shareholders who have accepted the Buy Back offer is made except in discharge of subsisting obligations;
4. the Company shall not Buy Back its Equity Shares or other specified securities from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy Back;
5. the Buy Back Size i.e., ₹ 28,000 Lakhs (Rupees Twenty Eight Thousand lakhs only) does not exceed 25% of the aggregate paid up Equity Share capital and free reserves of the Company as per the latest available Audited Financial Statements of the Company as on March 31, 2026.
6. the maximum number of Equity Shares proposed to be bought back under the Buy Back does not exceed 25% of the total number of Equity shares in the total paid-up Equity Share capital of the Company;
7. there are no pending schemes of amalgamation or compromise or arrangement pursuant to the Act (“Scheme”) involving the Company, and no public announcement of the Buy Back shall be made during pendency of any such Scheme;
8. the Company shall not make any further offer of Buy Back within a period of one year reckoned from the expiry of the Buy Back period i.e. date on which the payment of consideration to shareholders who have accepted the Buy Back offer is made;
9. the Company shall not withdraw the Buy Back offer after the public announcement of the Buy Back offer is made.
10. the Company shall comply with the statutory and regulatory timelines in respect of the Buy Back in such manner as prescribed under the Act and/or the SEBI Buy Back Regulations and any other applicable laws;
11. the Company shall not utilize any money borrowed from banks or financial institutions for the purpose of Buy Back of its Equity Shares;
12. the Company is in compliance with the provisions of Sections 92, 123, 127 and 129 of the Act;
13. there are no defaults (either in the past or subsisting) in the repayment of deposits, interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of dividend due to any shareholder, or repayment of any term loans or interest payable thereon to any financial institution or banking company;
14. the Company will not Buy Back Equity Shares which are locked-in or non-transferable, until the pendency of such lock-in, or until the Equity Shares become transferable, as applicable, during the period between the date of opening and closing of the Buy Back offer;
15. the ratio of the aggregate of secured and unsecured debts owed by the Company after the Buy Back shall not be more than twice its paid-up capital and free reserves, based on the latest audited financials of the Company as on March 31, 2026;
16. the Company shall transfer from its free reserves or securities premium account and/ or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buy Back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements;
17. the special resolution approving the Buy Back will be valid for a maximum period of one year from the date of passing the shareholders resolution (or such extended period as may be permitted under the Act or the SEBI Buy Back Regulations or by the Appropriate Authorities). The exact time table for the Buy Back shall be decided by the Board/Buy Back Committee within the above time limits;

18. the Equity Shares bought back by the Company will be compulsorily extinguished and will not be held for reissuance.
19. the Company shall not directly or indirectly purchase its own Equity Shares or other specified securities:
    a. through any subsidiary company including its own subsidiary companies; and
    b. through any investment company or group of investment companies.
20. the Equity Shares bought back by the Company will be extinguished and/or physically destroyed as may be applicable in the manner prescribed under the SEBI Buy Back Regulations and the Act within 7 (seven) working days of the date of payment of consideration to shareholders who have tendered the Equity Shares under the Buy Back offer.
21. as per Regulation 24(i)(e) of the SEBI Buy Back Regulations, the Promoter and members of Promoter Group, and/or their associates, shall not deal in the Equity Shares or other specified securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the promoter and members of promoter group) from the date of passing the special resolution till the date of closing of the Buy Back offer, other than participation in the Buy Back;
22. the statements contained in all the relevant documents in relation to the Buy Back shall be true, material and factual and shall not contain any mis-statements or misleading information;
23. the Company shall Buy Back the Equity Shares held in physical form from Eligible Shareholders in terms of SEBI Master circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.
24. the Buy Back shall not result in delisting of the Equity Shares from the Stock Exchanges.
25. the Buy Back would be subject to the condition of maintaining minimum public shareholding requirements as specified in Regulations 38 of the SEBI Listing Regulations
26. The Company shall not Buy Back out of the proceeds of an earlier issue of the same kind of shares or same kind of other specified securities.
27. as per Regulation 5(i)(c) and Schedule I(xii) of the SEBI Buy Back Regulations, it is confirmed that there is no breach of any covenants as per the lenders agreements on the loans taken.
28. the letter of offer with the tender form shall be dispatched to Eligible Shareholders within 2 (two) working days from the Record Date;

14. Auditors Report

Below is the Report addressed by the auditors of the Company to the Board in respect of the proposed Buyback:

Independent Auditor's Report on proposed buy-back of equity shares pursuant to the requirements of clause (xi) of the Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018

To,
The Board of Directors
VRL Logistics Limited
Giriraj Annexe
Circuit House Road
Hubballi
Karnataka – 581207

1. This report is issued in accordance with the terms of our engagement letter dated 4 August 2026 with **VRL Logistics Limited** (the 'Company').

2. The management of the Company has prepared the accompanying Annexure A – Statement of permissible capital payment as on 4 August 2026 (the 'Statement') pursuant to the proposed buy-back of equity shares approved by the Board of Directors of the Company in their meeting held on 4 August 2026, in accordance with the provisions of sections 68, 69 and 70 of the Companies Act, 2013 (the 'Act') and the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (the 'SEBI buy-back regulations') (as amended). The Statement contains the computation of amount of permissible capital payment towards buy-back of equity shares in accordance with the requirements of section 68(2)(c) of the Act and based on the latest audited financial statements for the year ended 31 March 2026. We have initialed the Statement for identification purposes only.

Management's Responsibilities for the Statement

3. The preparation of the Statement in accordance with the requirements of section 68(2)(c) of the Act and ensuring compliance with the SEBI buy-back regulations, is the responsibility of the management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Board of Directors is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts from the date of Board meeting or the date of declaration of results of the postal ballot for special resolution by the shareholders at which the proposal for buy-back was approved; and will not be rendered insolvent within a period of one year from the date of the Board meeting at which the proposal for buy-back was approved by the Board of Directors of the Company or date of declaration of results of the postal ballot for special resolution by the shareholders, and in forming the opinion that it has taken into account the liabilities (including prospective and contingent liabilities) as if the Company was being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code, 2016. Further, a declaration is required to be signed by at least two directors of the Company in this respect in accordance with the requirements of section 68(6) of the Act and the SEBI buy-back regulations.

Auditor's Responsibilities

5. Pursuant to the requirements of the SEBI buy-back regulations, it is our responsibility to provide reasonable assurance on whether:

   a) we have inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31 March 2026;

   b) the amount of permissible capital payment, as stated in the Statement, has been properly determined considering the audited financial statements for the year ended 31 March 2026, in accordance with section 68(2)(c) of the Act; and

   c) whether the Board of Directors of the Company, in its meeting held on 4 August 2026, has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date or date of declaration of results of postal ballot for special resolution by the shareholders.

6. The audited financial statements, referred to in paragraph 5 above, have been audited by us, on which we have issued unmodified audit opinion vide our report dated 18 May 2026. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the 'ICAI'). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. Such audit was not planned and performed in connection with any transactions to identify matters that maybe of potential interest to third parties.

7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the 'Guidance Note'), issued by the ICAI. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the matters mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgment, including

the assessment of the risks associated with the matters mentioned in paragraph 5 above. We have performed the following procedures in relation to the matters mentioned in paragraph 5 above:

a) Inquired into the state of affairs of the Company in relation to the audited financial statements for the year ended 31 March 2026;

b) Examined authorization for buy back from the Articles of Association of the Company;

c) Agreed the balance of retained earnings, general reserve and remeasurement of defined benefit plan as at 31 March 2026 as disclosed in the Statement with the audited financial statements;

d) Examined that the ratio of secured and unsecured debt owed by the Company, if any, is not more than twice the capital and its free reserves after such proposed buy-back;

e) Examined that all the shares for buy-back are fully paid-up;

f) Examined that the amount of capital payment for the buy-back as detailed in the Statement is within the permissible limit computed in accordance with section 68(2)(c) of the Act;

g) Inquired if the Board of Directors of the Company, in its meeting held on 4 August 2026 has formed the opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from the aforesaid date of the board meeting or date of declaration of results of postal ballot for special resolution by the shareholders;

h) Examined minutes of the meetings of the Board of Directors of the Company;

i) Examined the Directors' declarations for the purpose of proposed buy-back and solvency of the Company;

j) Verified the arithmetical accuracy of the Statement; and

k) Obtained appropriate representations from the management of the Company.

Opinion

10. Based on our examination as above, and the information, explanations and representations provided to us by the management of the Company, in our opinion:

a) we have inquired into the state of affairs of the Company in relation to audited financial statements for the year ended 31 March 2026;

b) the amount of the permissible capital payment towards the proposed buy-back of equity shares as computed in the accompanying Statement, is properly determined in accordance with the requirements of section 68(2)(c) of the Act, based on the audited financial statements for the year ended 31 March 2026; and

c) the Board of Directors of the Company, in its meeting held on 4 August 2026, has formed opinion as specified in clause (x) of Schedule I to the SEBI buy-back regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the aforesaid date or date of declaration of results of postal ballot for special resolution by the shareholders.

Restriction on distribution or use

11. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the provisions of section 68, other applicable provisions of the Act, and the SEBI buy-back regulations, pursuant to the proposed buy-back of equity shares. Our obligations in respect of this report are entirely separate from, and our responsibility and liability are in no way changed by, any other role we may have had as auditors of the Company or otherwise. Nothing in this report, nor anything said or done in the course of or in connection

with the services that are the subject of this report, will extend any duty of care we may have in our capacity as auditors of the Company.

12. This report is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the aforesaid requirements and to include this report, pursuant to the requirements of the SEBI buy-back regulations, (a) in the public announcement to be made to the shareholders of the Company, (b) in the draft letter of offer and the letter of offer to be filed with the Registrar of Companies (‘ROC’), Securities and Exchange Board of India (‘SEBI’), National Stock Exchange of India Limited (‘NSE’) and BSE Limited (‘BSE’), as required by the SEBI buy-back regulations, the Central Depository Services (India) Limited (‘CDSL’), National Securities Depository Limited (‘NSDL’) and (iii) for providing to the manager to the buy-back, each for the purpose of extinguishment of equity shares. Accordingly, this report may not be suitable for any other purpose, and therefore, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Bharat Shetty
Partner
Membership No. 106815

UDIN: 26106815TCUFFY2883

Place: Hubballi
Date: 4 August 2026

ANNEXURE A - STATEMENT OF PERMISSIBLE CAPITAL PAYMENT

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with the requirements of Section 68(2)(c) read with proviso to Section 68(2)(b) of the Companies Act, 2013, as amended (the "Companies Act"), Regulation 4(i) and the proviso to Regulation 5(i)(b) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (''SEBI Buyback Regulations"), based on audited financial statements as at March 31, 2026.

Statement of Permissible Capital Payment for Buyback of Equity Shares as at March 31, 2026:

(Rs. In lakhs)

Particulars	Amount
Issued, Subscribed and Paid-up share capital as at March 31, 2026 (A)	17,494
*Free reserves as at March 31, 2026	
- Securities Premium reserves	-
- Retained Earnings	80,625
- General reserves	14,844
- Re-measurement of defined benefit plan	1,281
Total Free Reserve (B)	96,750
Total of Paid up Equity Share Capital and Free Reserves C = (A+B)	114,244
Maximum amount permissible for the Buy-back as per section 68(2)(c) and Regulation 4(i)of the Buyback Regulation i.e. 25% of total paid-up equity capital, free reserves and securities premium	28,561
Maximum Amount approved by the Board of Directors at its meeting held on August 4, 2026 approving the buy back, subject to approval by the shareholders, based on the audited financials for the year ended March 31, 2026	28,000

*Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Companies Act, 2013, as amended.

Note: The above calculation of the total paid-up equity share capital and free reserves as at March 31, 2026 for buyback of equity shares is based on the amounts appearing in the audited financial statements of the Company for the year ended March 31, 2026. These financial statements are prepared and presented in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time.

15. Other disclosures

All the material documents referred to in this Postal Ballot Notice and Explanatory Statement such as the relevant Board resolution for the Buyback, the Auditors Report dated August 4, 2026 and the audited financial statements of the Company as on March 31, 2026 are available for electronic inspection without any fee by the members up to the last date of e-voting. Members seeking to inspect such documents can send an email to investors@vrllogistics.com. The audited financial statements of the Company as on March 31, 2026, Postal Ballot Notice and Explanatory Statement, Memorandum and Articles of Association of the Company are also available on the Company's website at https://vrlgroup.in/Resources/InvestorsDesk/Overview

No director, key managerial personnel or their relatives are interested in or concerned with the resolution, except to the extent of their shareholding. The Board recommends the resolution set forth in Item no. 1 for approval of the Members.

As per the provisions of Section 68(2)(b) of the Act, since the Buyback is more than 10% of the total paid-up equity capital and free reserves of the Company, it is necessary to obtain the consent of the members of the Company by way of a special resolution. Accordingly, the Board recommends passing of the Special Resolution as set out in this Postal Ballot Notice.

By Order of the Board of Directors,

For VRL Logistics Limited

Sd/-
Aniruddha Phadnavis
Company Secretary
Membership No. ACS 20456
Place: Hubballi
Date: 28.08.2026

VRL LOGISTICS LIMITED

CIN: L60210KA1983PLC005247
Registered Office: RS NO.351/1, Varur Post Chabbi Taluk, Hubballi Dist. Dharwad,
Hubballi - 581207, Karnataka
Tel No:0836-2237511, Fax No:0836-2256612
E-mail: investors@vrllogistics.com; Website: www.vrlgroup.in

POSTAL BALLOT FORM

S.NO.

1.	Name(s) of Shareholder(s) (including joint holders, if any)	
2.	Registered address of the Sole / First named Shareholder	
3.	DP ID & Client ID	
4.	Number of shares held	

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot/E-Voting for the business stated in the Postal Ballot Notice of the Company dated 28th August 2026 by sending my / our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution Description	No. of Shares For which votes cast	I / We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Approval for Buyback of Equity Shares of the Company			

Place:

Date:

Signature of the Shareholder or Authorized Signatory

NOTES:

- Kindly read the instructions printed overleaf carefully before exercising your vote.
- If the voting rights are exercised electronically, there is no need to use this form.
- Last date for receipt of Postal Ballot Form by Scrutinizer is on or before 5:00 P.M on Saturday, 3rd October 2026. Please note that any Postal Ballot Form(s) received after the said date & time will be strictly treated as if reply from the Member has not been received.

ELECTRONIC VOTING PARTICULARS

The E-Voting facility is available at the link https://evoting.kfintech.com.The electronic voting particulars are set out as below:

EVENT (ELECTRONIC VOTING EVENT NO.)	USER ID	PASSWORD

INSTANCES IN WHICH THE POSTAL BALLOT FORM SHALL BE TREATED AS INVALID OR REJECTED

(a) A form other than one issued by the company has been used;
(b) It has not been signed by or on behalf of the Member(s);
(c) Signature on the Postal Ballot Form doesn't match the specimen signatures with the Company / Depository;
(d) It is not possible to determine without any doubt the assent or dissent of the Member;
(e) Neither assent nor dissent is mentioned;
(f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
(g) The envelope containing the Postal Ballot Form is received after the last date prescribed;
(h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
(i) It is defaced or mutilated in such a way that its identity as a genuine postal ballot form cannot be established;
(j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.

INSTRUCTIONS FOR POSTAL BALLOT

- ✓ Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, Assent or Dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice dated **28th August 2026** is being sought through Postal Ballot Process.
- ✓ Any Member desiring to exercise his/her vote by Physical Postal Ballot, shall send duly completed Postal Ballot Form in the enclosed self-addressed postage pre-paid Envelope. The envelope bears the name of Mr. Akshay S. Pachlag, Practicing Company Secretary, appointed as the 'Scrutinizer' for the Postal Ballot Process by the Board of Directors of the Company and the address of the Corporate Office of the Company.
- ✓ The Voting period will commence on and from **Friday, 4th September 2026** at 9:00 A.M and end on **Saturday**, **3rd October 2026** at 5:00 P.M. The envelope containing Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M on **Saturday**, **3rd October 2026**. Postage on the pre-paid Envelope will be borne by the Company. However, envelope containing Postal Ballot, if sent by Courier or by Registered Post or Speed Post, at the expense of the Member will also be accepted. Postal Ballot Form(s) may also be deposited personally at the Corporate Office of the Company.
- ✓ Consent must be accorded by placing a tick mark (✓) in the column 'I/ we assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I / we dissent to the resolution'. Postal ballot form bearing (✓) mark in both the column will render the form invalid. Voting in the Postal Ballot cannot be exercised by a Proxy.
- ✓ The Postal Ballot form should be completed and signed by the Shareholder(s). In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company / Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in such case certified true copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- ✓ In case of shares held by Companies, Trusts, Societies etc., the duly completed Postal Ballot Form, signed by the Authorized Signatory, should also be accompanied by a certified true copy of the Board Resolution/Authority together with the specimen signature(s) of the duly Authorized Signatory(ies).
- ✓ In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be E-mailed to the Scrutinizer at cs_akshaysp@yahoo.com and to the Company at investors@vrllogistics.com with a copy marked to evoting@kfintech.com

- ✓ A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- ✓ Any incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- ✓ The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories in respect of shares held in Dematerialized form or in physical form, respectively.
- ✓ Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date on Saturday, **29th August 2026**.
- ✓ A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- ✓ Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- ✓ Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- ✓ The Resolution, if assented by requisite majority, shall be considered as passed on **Saturday, 3rd October 2026** (i.e., last date specified by the Company for receipt of duly completed Postal Ballot form or E-Voting).
- ✓ The result of the Postal Ballot will be declared / announced on or before **Tuesday, 6th October 2026**, at 5:00 P.M at the Registered Office of the Company.
- ✓ The results along with the Scrutinizers Report shall be placed on the website of the Company viz. www.vrlgroup.in and on the notice board of the Company at its Registered Office and Corporate Office after the declaration of result. The results shall also be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and also displayed on website of Kfin i.e., www.evoting.kfintech.com
- ✓ In case of any query & grievance in relation to the Resolution proposed to be passed may be addressed to Mr. Aniruddha Phadnavis, Company Secretary & Compliance Officer, VRL Logistics Limited, Giriraj Annexe Circuit House Road Hubballi – 580 029, Karnataka or by email to investors@vrllogistics.com
- ✓ **E-VOTING:** In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide E-Voting facility (through E-Voting Platform of KFin Technologies Limited), which would enable the Member to cast votes electronically, instead of sending Physical Postal Ballot Form. Please note that E-Voting is optional. In case a Member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member cast his vote via both modes i.e., Physical Ballot as well as E-Voting, then voting done through E-Voting shall prevail and Physical Voting of that Member shall be treated as invalid. Members are requested to refer to the Postal Ballot Notice and notes thereto, for detailed instructions with respect to E-Voting.

NOTES