VRL LOGISTICS LTD

CELEBRATING 50 YEARS OF TRUST

Corporate Office : Giriraj Annexe
Circuit House Road HUBBALLI - 580 029
Karnataka : 93425 57973
☎ : 0836 2237511 : 0836 2256612
e-mail : headoffice@vrllogistics.com

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001, India
Scrip Code at BSE: 539118

The National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051, India
Scrip Code at NSE: VRLLOG

Sub: Certificate of Extinguishment of equity shares in connection with Buy-back of equity shares of face value of ₹ 10 each ("Equity Shares") by VRL Logistics Limited (the "Company")

Dear Sir/ Madam,

In continuation of our communication on 18.11.2026 in relation to extinguishment of equity shares in connection with the Buy-back of equity shares by the Company, we wish to furnish the certificate of extinguishment of 87,50,000 Equity shares of the company pursuant to Regulation 11(iv) of the SEBI (Buy-back of Securities) Regulations, 2018.

We hereby confirm that the 87,50,000 Equity shares bought back through tender offer route have been extinguished in accordance with Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended and related requirements thereto under the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 and other applicable laws have been duly complied with.

You are requested to take on record.

Thanking you,

For VRL LOGISTICS LIMITED

ANIRUDDHA ANIL PHADNAVIS
Digitally signed by ANIRUDDHA ANIL PHADNAVIS
Date: 2026.11.19 16:26:22 +05'30'

VRL LOGISTICS LTD. HUBLI-580 029.

ANIRUDDHA PHADNAVIS
COMPANY SECRETARY & COMPLIANCE OFFICER

Date: 19.11.2026
Place: Hubballi

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

Office:
188, 1st floor, Aicoboonagar,
9th Main, II cross, BTM II stage,
BANGALORE -560076.

Mobile: 09341219203
E-Mail: rpsrathi@gmail.com

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK

To,
The Board of Directors
VRL Logistics Limited,
Giriraj Annexe, Circuit House Road,
Hubballi - 580029

Dear Sirs,

I. This certificate is issued in accordance with the terms of our engagement/service scope letter dated November 18, 2026 with VRL Logistics Limited (hereinafter the "**Company**").

II. At the request of the Company, I have examined the attached certificate of extinguishment of equity shares bought-back by the Company (the "**Statement**"), prepared by the Company and signed by me for identification purposes. The Statement has been prepared, and this certificate is issued, in connection with Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**").

III. Management is responsible for:

1. the preparation of the Statement 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; and

2. complying with all the provisions of the Companies Act, 2013, Buyback Regulations, The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable regulations/circulars issued by Securities and Exchange Board of India ("**SEBI**") from time to time.

Auditor's Responsibility

IV. Pursuant to the requirements of the Company, my responsibility is to perform the following procedures on the Statement and provide limited assurance. The procedures performed vary in nature and timing from, and are less extent than for, a reasonable assurance and consequently, the level of assurance obtained is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.

V. We have performed the following procedures on the Statement:

1. We have obtained the transaction statement of the Company's depository with DP ID: 12010900 and Client ID: 51829123, opened and maintained by the Company with Motilal Oswal Financial Services Limited, inter-alia, giving the details of equity shares bought-back through the tender offer and the corresponding extinguishment done by Central Depository Services Limited ("**CDSL**") on **November 17, 2026.**
2. We noted that the number of shares bought-back and the number of shares extinguished are equal.
3. We received from the Company, a letter no. CDSL/OPS/IPO-CA/2026-27/CA-791971.002 dated November 18, 2026 issued by CDSL for extinguishment of the equity shares of the Company bought-back on November 17, 2026 under the buyback offer. We relied on the letter as made available by the Company and have performed no independent procedures in this regard.
4. Verified that the number of equity shares extinguished by CDSL tallies with the equity shares debited in the aforesaid depository with DP ID: 12010900 and Client ID: 51829123, opened and maintained by the Company with Motilal Oswal Financial Services Limited.

5. Performed necessary inquiries with the management and obtained necessary representations from the management.

VI. We have relied on the management's representations that the Company has used only one depository account i.e. DP ID: 12010900 and Client ID: 51829123 for buyback of the equity shares.

VII. We conducted our examination of the Statement in accordance with the ICSI Auditing and Secretarial Standards and related guidance notes.

Opinion

VIII. Based on the procedures performed by me and to the best of my knowledge and according to the information, explanations and representations given to me, nothing has come to my attention that the particulars furnished by the Company in the Statement are not in agreement with the relevant records and documents obtained and maintained by the Company as on the date of the certificate. Further, the extinguishment is in compliance and in accordance with the requirements of Regulation 11 of the Buyback Regulations.

Restriction on use

IX. This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for submission to the SEBI and to the Stock Exchanges where the securities of the Company are listed pursuant to the Regulation and should not be used by any other person or for any other purpose. I neither accept nor assume any duty or liability for any other purpose or to any other party to whom my report is shown or into whose hands it may come without my prior consent in writing.

X. The details of extinguishment of shares are appended in the annexure enclosed, which forms part of this certificate and is initialled by me for the purpose of identification.

RAJAGOPALAN PARTHASARATHY

Digitally signed by RAJAGOPALAN PARTHASARATHY
Date: 2026.11.19 15:15:16 +05'30'

R. Parthasarathy
Practising Company Secretary
ACS No.: 3667
CP No.: 838
P/R No.: 6632/2025
UDIN:A003667H002303151

Date: 19.11.2026
Place: Bangalore

STATEMENT OF EXTINGUISHMENT OF EQUITY SHARES BY VRL LOGISTICS LIMITED

The certificate issued is being issued in compliance of with requirements of Regulation 11 of Securities Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("**Buyback Regulations**").

Pursuant to the Public Announcement dated October 7, 2026 which was published on October 8, 2026, the Corrigendum to Public Announcement dated October 16, 2026 which was published on October 17, 2026, and the Letter of Offer dated October 24, 2026, the tendering period for the Buyback opened on October 27, 2026 and closed on November 2, 2026 ("**Tendering Period**"). The company bought back 87,50,00 fully paid-up equity shares of the face value of ₹ 10/- each ("**Equity Shares**"), from its existing shareholders, through tender offer route at ₹ 320/- per Equity Share. The following are the details of the Equity Shares bought back by the Company during the Tendering Period and extinguished/ destroyed:

A. EQUITY SHARES IN DEMATERISED FORM:

Name of the Depository	Name of the Depository Participant and DP ID No.	Company's Client ID No.	Date of Extinguishment	Number of Equity Shares Extinguished
Central Depository Services (India) Limited	Motilal Oswal Financial Services Limited 12010900	51829123	November 17, 2026	87,50,000

B. EQUITY SHARES IN PHYSICAL FORM:

Sr. No.	Date of Extinguishment	Folio No.	Number of Equity Shares extinguished	Certificate Nos.	Distinctive Nos.
-	-	-	-	-	-

C. TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED/DESTROYED (A+B)

Total number of Equity Shares extinguished/destroyed (A+B): 87,50,000 Equity Shares

It is certified that the above Equity Shares of the Company were extinguished in compliance with and according to the provisions of Regulation 11 of the SEBI Buyback Regulations.

For **VRL Logistics Limited**

VIJAY BASAVANNEPPA SANKESHWAR
Digitally signed by VIJAY BASAVANNEPPA SANKESHWAR
Date: 2026.11.19 14:50:57 +05'30'

Vijay Sankeshwar
Chairman & Managing Director
DIN: 00217714

AKAMANCHI RAGHOTTAM HANUMANT ACHARYA
Digitally signed by AKAMANCHI RAGHOTTAM HANUMANTACHARYA
Date: 2026.11.19 14:50:00 +05'30'

Raghottam Akamanchi
Director
DIN: 07038738

ANIRUDDHA ANIL PHADNAVIS
Digitally signed by ANIRUDDHA ANIL PHADNAVIS
Date: 2026.11.19 14:48:58 +05'30'

Aniruddha Phadnavis
Company Secretary & Compliance Officer
Membership No.: ACS 20456

The Secretarial Auditors, Mr. R. Parthasarathy and the Registrar to the Buyback, Kfin Technologies Limited have initialled this certificate for identification purpose only.

RAJAGOPALAN PARTHASARATHY
Digitally signed by RAJAGOPALAN PARTHASARATHY
Date: 2026.11.19 15:15:51 +05'30'

R. Parthasarathy
Practising Company Secretary
Membership No.: ACS 3667
CP No.: 838
UDIN:A003667H002303151
Date: 19.11.2026

For Kfin Technologies Limited (Registrar to the Buyback)

ROBERT WILLIAMS
Digitally signed by ROBERT WILLIAMS
Date: 2026.11.19 15:01:29 +05'30'

Williams R
Vice President - Corporate Registry

Enclosed: Confirmation letter dated November 18, 2026 from CDSL for extinguishment of Equity Shares executed on November 17, 2026, in the dematerialised form.