VRL LOGISTICS LTD

Since 1976

Corporate Office :
Giriraj Annexe Circuit House Road
HUBBALLI - 580 029 Karnataka State
Phone : 0836 2237511
Fax : 0836 2256612
e-mail : headoffice@vrllogistics.com

To,

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Scrip Code: 539118

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G-Block,
Bandra – Kurla Complex, Bandra (E),
Mumbai – 400 051
Scrip Code: VRLLOG

Dear Sir / Madam,

Sub: Outcome of Board Meeting held on August 4, 2026 -

1. **Reviewed Financial Results for the quarter ended June 30, 2026**
2. **Buy Back of equity shares of the Company through Tender offer**

Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Board of Directors at their meeting held today, *inter alia*, have transacted the following items:

FINANCIAL RESULTS

The Board considered and approved the reviewed financial results of the Company for the quarter ended June 30th 2026. Copies of the financial results along with the Limited Review Report furnished by the Auditors of the Company are enclosed herewith for your reference and records.

APPROVAL FOR BUY-BACK OF EQUITY SHARES OF THE COMPANY

The Board of Directors have considered and approved the proposal to buy back not exceeding 87,50,000 (Eighty Seven Lakhs Fifty Thousand) fully paid up equity shares of the Company having a face value of ₹ 10 each ("**Equity Shares**" or "**Shares**") representing 5.00 % of the total number of equity shares in the paid-up equity share capital of the Company from Shareholders / Beneficial Owners of the Equity Shares of the Company, as on record date, which will be decided subsequently by the Board/Buy Back Committee ("**Record Date**"), on a proportionate basis, through the "tender offer" route, using mechanism for acquisition of shares through stock exchange as prescribed under Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "**Buyback Regulations**") and such other circulars or notifications issued by the Securities and Exchange Board of India ("**SEBI**") and pursuant to the Companies Act, 2013 and rules made thereunder, as amended from time to time provided that 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 as prescribed under the SEBI Buy Back Regulations (hereinafter referred to as the "**Buy Back**"), at a price of ₹ 320 (Rupees Three Hundred Twenty only) per Equity Share ("**Buyback Price**") payable in cash for an aggregate amount not exceeding ₹ 28,000 lakhs (Rupees Two Hundred Eighty Crore Only) ("**Buyback Size**"), representing 24.51 % of the aggregate of the fully paid-up equity share capital and free reserves of the Company, as per the latest audited financial statements of the Company (financial year ended 31 March 2026), excluding transaction costs and expenses under

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Income Tax Act, 2025 and any expenses incurred or to be incurred for the Buyback viz. brokerage costs, fees, turnover charges, taxes such as tax on Buyback, securities transaction tax and goods and services tax (if any), stamp duty, filing fees to SEBI, stock exchange charges, advisors/legal fees, printing and dispatch expenses, if any, public announcement publication expenses and other incidental and related expenses and charges ("**Transaction Costs**"), the same being within the 25% limit of paid-up share capital and free reserves as per the latest audited financial statements of the Company (financial year ended 31 March 2026).

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

The proposed Buy Back is subject to approval of shareholders by way of a special resolution through a postal ballot (including remote e-voting) pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules framed thereunder and all other applicable statutory approvals. The process, timelines and other requisite details with regard to postal ballot will be communicated in due course.

The Board has noted the intention of Promoters and members of the Promoter Group of the Company NOT to participate in the proposed Buy-Back.

The Board has also constituted a committee for the purpose of the Buy Back ("Buy Back Committee") and has delegated its powers to the Buy Back Committee to do or cause to be done all such acts, deeds, matters and things, in its discretion, deemed necessary in connection with the Buy Back.

A detailed disclosure as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is enclosed as **Annexure 1**. The Pre-Buy Back shareholding of the Company (as on July 31, 2026) is annexed as **Annexure 2**. Further, the post Buy Back shareholding of the Company will be provided upon completion of the Buy Back.

The Board Meeting commenced at 10.30 A.M and concluded at 12.45 P.M. The above information will also be hosted on the Company's website https://www.vrlgroup.in

We request you to kindly take note of the same.

Thanking you,

For VRL LOGISTICS LIMITED

VRL LOGISTICS LTD. VARUR-07

ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER
Date: 04.08.2026
Place: Hubballi

Walker Chandiok & Co LLP

Walker Chandiok & Co LLP
42nd Floor,
Building Commerz III,
International Business Park,
Oberoi Garden City,
Off Western Express Highway,
Goregaon (East),
Mumbai – 400063
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Independent Auditor's Review Report on Unaudited Quarterly Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

To the Board of Directors of VRL Logistics Limited

1. We have reviewed the accompanying statement of unaudited financial results (the 'Statement') of **VRL Logistics Limited** (the 'Company') for the quarter ended **30 June 2026**, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

2. The Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, Interim Financial Reporting ('Ind AS 34'), prescribed under section 133 of the Companies Act, 2013 (the 'Act'), and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements ('SRE') 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the Institute of Chartered Accountants of India (the 'ICAI'). A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act, and consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under section 133 of the Act, and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in accordance with the requirements of Regulation 33 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

WALKER CHANDIOK & CO LLP MUMBAI CHARTERED ACCOUNTANTS

5. The review of unaudited financial results for the quarter ended 30 June 2025, included in the Statement was carried out and reported by Kalyaniwalla & Mistry LLP, Chartered Accountants, who had expressed unmodified conclusion vide their review report dated 6 August 2025, whose report has been furnished to us and which has been relied upon by us for the purpose of our review of the Statement. Our conclusion is not modified in respect of this matter.

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

BShetty

Bharat Shetty
Partner
Membership No. 106815

UDIN: 26106815WWAWON8984

Place: Hubballi
Date: 4 August 2026

VRL Logistics Limited
Registered Office: 18th KM, NH 4, Bengaluru Road, Varur, Hubballi - 581 207, Karnataka
CIN : L60210KA1983PLC005247, Website : www.vrllogistics.com

STATEMENT OF FINANCIAL RESULTS FOR THE QUARTER ENDED 30 JUNE 2026

(₹ in lakhs, unless otherwise specified)

Sr. no.	Particulars	Quarter ended			Year ended
		30.06.2026	31.03.2026	30.06.2025	31.03.2026
		(Unaudited)	(refer note 6)	(Unaudited)	(Audited)
1	**Income**				
	Revenue from operations	87,884	85,285	74,434	3,22,111
	Other income	598	638	649	2,367
	Total income	**88,482**	**85,923**	**75,083**	**3,24,478**
2	**Expenses**				
	Freight, handling and servicing cost	52,199	50,906	44,045	1,92,248
	Employee benefits expense	15,364	15,387	13,570	58,739
	Finance costs	2,269	2,267	2,622	9,498
	Depreciation and amortisation expense	6,235	6,352	6,466	26,103
	Other expenses	1,663	1,243	1,657	6,102
	Total expenses	**77,730**	**76,155**	**68,360**	**2,92,690**
3	**Profit before tax (1-2)**	**10,752**	**9,768**	**6,723**	**31,788**
4	**Tax expense/ (credit)**				
	Current tax	2,730	2,100	1,730	7,510
	Deferred tax	(31)	454	(11)	658
	Tax relating to earlier years	-	-	-	(63)
	Total tax expense	**2,699**	**2,554**	**1,719**	**8,105**
5	**Profit for the period/ year (3-4)**	**8,053**	**7,214**	**5,004**	**23,683**
6	**Other Comprehensive Income ('OCI')**				
	Items that will not be subsequently reclassified to profit or loss				
	Re-measurement of defined benefit plans - (loss)	(128)	(283)	(15)	(513)
	Income tax relating to above	32	71	4	129
	OCI for the year (net of tax) - (loss)	**(96)**	**(212)**	**(11)**	**(384)**
7	**Total Comprehensive Income ('TCI') for the period/ year - gain (5+6)**	**7,957**	**7,002**	**4,993**	**23,299**
8	Paid-up equity share capital (refer note 4)	17,494	17,494	8,747	17,494
9	Other equity				96,750
10	Earnings per equity share (face value of ₹ 10 each) (Not annualised, except for the year end)				
	Basic and Diluted (₹)	4.60	4.12	2.86*	13.54

*In accordance with Ind AS 33 "Earnings per Share", the figures of earnings per share presented have been restated to give the effect of allotment of bonus shares, refer note 4.

WALKER CHANDIOK & CO LLP * MUMBAI * CHARTERED ACCOUNTANTS

VRL LOGISTICS LTD * VARUR HUBBALLI - 581207

VRL Logistics Limited
Registered Office: 18th KM, NH 4, Bengaluru Road, Varur, Hubballi – 581 207, Karnataka
CIN: L60210KA1983PLC005247 Website: www.vrllogistics.com

Notes:

1 These unaudited financial results (the 'Statement') have been prepared in accordance with the recognition and measurement principles laid down under Indian Accounting Standards 34, Interim Financial Reporting ('Ind AS 34') prescribed under section 133 of the Act and other accounting principles generally accepted in India and is in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

The Statement has been reviewed and recommended by the Audit Committee and is thereafter approved by the Board of Directors at their respective meetings held on 4 August 2026. There is no qualification in the review report issued for the quarter ended 30 June 2026.

2 The Company does not have any subsidiary/ associate/ joint venture as at 30 June 2026.

3 The Company is in the business of goods transport and courier services. The Chief Operating Decision Maker ('CODM') reviews the Company's performance as a single segment. The activities of the Company comprise of only one segment and accordingly, the Statement is reflective of the information required by Ind AS 108 "Operating Segments". Also, the entire operations of the Company in terms of location of assets are within India.

4 The Board of Directors, in their meeting held on 4 July 2025, approved the issuance of bonus equity shares in the ratio of 1:1 by capitalizing a sum not exceeding ₹ 8,747 lakhs from the Company's eligible reserves, which was subsequently approved by the shareholders in the annual general meeting held on 6 August 2025. Accordingly, bonus equity shares were allotted to the eligible shareholders on 18 August 2025 by capitalizing the capital redemption reserve, securities premium, and general reserve of the Company. The paid-up equity share capital of the Company increased from 87,468,495 shares of ₹ 10 each to 174,936,990 shares of ₹ 10 each.

In order to facilitate the aforesaid issue of bonus shares, the authorised share capital of the Company, which earlier comprised of 125,000,000 equity shares of ₹ 10 each, aggregating to ₹ 12,500 lakhs and 11,200,000 0.001% compulsorily and mandatorily convertible participatory preference shares of ₹ 100 each, aggregating to ₹ 11,200 lakhs, was reclassified to 237,000,000 equity shares of ₹ 10 each, aggregating to ₹ 23,700 lakhs. This reclassification was approved by Board of Directors and shareholders of the Company in their respective meetings held on 4 July 2025 and 6 August 2025, respectively.

The issue of aforesaid bonus equity shares complies with all applicable laws.

5 The Board of Directors, in their meeting held on 4 August 2026, has approved a proposal for buy-back of up to 8,750,000 fully paid-up equity shares of face value ₹10 each, representing 5.00% of the total paid-up equity shares of the Company, subject to shareholders' approval. The buy-back is proposed to be undertaken through the tender offer route from eligible equity shareholders of the Company, other than the promoters, promoter group, and persons in control of the Company, at a price of ₹320 per equity share, for an aggregate consideration not exceeding ₹ 28,000 lakhs. The maximum buy-back size represents 24.51% of the aggregate of the Company's paid-up capital and free reserves as at 31 March 2026, based on the audited financial statements of the Company. The proposed buy-back shall be carried out in accordance with the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 (as amended), and other applicable laws and regulations.

6 Figures for the quarter ended 31 March 2026 are the balancing figures between the audited figures in respect of full financial year and the unaudited published year-to-date figures up to the third quarter of the previous financial year, which were subjected to a limited review by the statutory auditors.

For and on behalf of the Board of Directors

Place: Hubballi
Date: 4 August 2026

Vijay Sankeshwar
Chairman and Managing Director
DIN: 00217714