

**Corporate Office :**

Giriraj Annexe Circuit House Road  
**HUBBALLI - 580 029** Karnataka State

Phone : 0836 2237511

Fax : 0836 2256612

e-mail : headoffice@vrllogistics.com

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

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

**Sub: BUY-BACK NOT EXCEEDING 9,00,000 (NINE LAKH) FULLY PAID UP EQUITY SHARES (“MAXIMUM BUY-BACK SHARES”) OF FACE VALUE OF ₹ 10 (RUPEES TEN ONLY) EACH (“EQUITY SHARES”) BY VRL LOGISTICS LIMITED (“COMPANY”) VIA THE “OPEN MARKET” ROUTE THROUGH THE STOCK EXCHANGES (“BUY-BACK”).**

**Reg: CONFIRMATION OF THE EXTINGUISHMENT OF SHARES BOUGHT BACK**

This certificate is being submitted in compliance with the requirements of Regulation 12 and 16 of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 and subsequent amendments thereto (“SEBI Buy-back Regulations”).

The Equity Shares bought back upto December 19, 2017 (3,00,050 Equity Shares) were extinguished in accordance with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended and were duly reported to your office *vide* our letter dated January 5, 2018. During the period December 20, 2017 to January 18, 2018 (both days inclusive), the Company bought back and extinguished 1,64,210 (One Lakh Sixty Four Thousand Two Hundred and Ten) Equity Shares in dematerialized form, a confirmation to that effect have also been filed with your office.

We are enclosing copies of the extinguishment confirmation letters dated January 10, 2018, January 19, 2018 and January 31, 2018 issued by National Securities Depository Limited, as **Annexure A** for your reference. We are also enclosing a copy of the statement of shares extinguished dated January 31, 2018 issued by the auditor of the Company as **Annexure B** and certificate of extinguishment of shares dated January 31, 2018 issued by the auditor as **Annexure C**.

This is for your information and record.

Thanking you,

Yours Sincerely,

For VRL LOGISTICS LIMITED,

  
**ANIRUDDHA PHADNAVIS**  
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 01.02.2018

Place: Hubballi



**Regd. & Admn. Office :** Bengaluru Road Varur **HUBBALLI - 581 207** Karnataka State

Phone : 0836 2237613 Fax : 0836 2237614 e-mail : varurho@vrllogistics.com

**Customer Care : HUBBALLI ☎ 0836 - 2307800 e-mail : customercare@vrllogistics.com**

**Website : www.vrllogistics.com CIN : L60210KA1983PLC005247**

## National Securities Depository Limited



Ref: II/CA/COM/01928/2018

January 10, 2018

Mr. R. P. Raichur  
Company Secretary  
VRL Logistics Ltd.  
Giriraj Annexe  
Circuit House Road  
Hubli - 580029

**Sub : Buy-back (open market purchase)**

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE366101010	VRL LOGISTICS LIMITED EQ	Debit	1	29,802.000	10/Jan/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

**Nitin Ambure**  
Vice President

Digitally Signed By  
Name: NITIN K AMBURE  
Date: 10/01/2018 13:39:44  
Reason: Authentication  
Location: NSDL, Mumbai

# National Securities Depository Limited



Ref: II/CA/COM/03550/2018

January 19, 2018

Mr. R. P. Raichur  
Company Secretary  
VRL Logistics Ltd.  
Giriraj Annexe  
Circuit House Road  
Hubli - 580029

## Sub : Buy-back (open market purchase)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE366I01010	VRL LOGISTICS LIMITED EQ	Debit	1	39,750.000	19/Jan/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

**Nitin Ambure**  
Vice President

Digitally Signed By  
Name: NITIN K AMBURE  
Date: 19/01/2018 13:22:08  
Reason: Authentication  
Location: NSDL, Mumbai

# National Securities Depository Limited



Ref: II/CA/COM/04966/2018

January 31, 2018

Mr. R. P. Raichur  
Company Secretary  
VRL Logistics Ltd.  
Giriraj Annexe  
Circuit House Road  
Hubli - 580029

## Sub : Buy-back (open market purchase)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Karvy Computershare Private Limited. , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE366101010	VRL LOGISTICS LIMITED EQ	Debit	1	94,658.000	30/Jan/2018

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

**Nitin Ambure**  
Vice President

Digitally Signed By  
Name: NITIN K AMBURE  
Date: 31/01/2018 10:42:28  
Reason: Authentication  
Location: NSDL,Mumbai



**CERTIFICATE ON EXTINGUISHMENT OF EQUITY SHARES BOUGHT BACK BY VRL LOGISTICS LIMITED (THE "COMPANY") DURING THE MONTHS OF DECEMBER 2017/JANUARY 2018**

This certificate is being issued in compliance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended).

Pursuant to the Public Announcement ("PA") dated November 13, 2017, the Company commenced the buyback of the fully paid up equity shares of face value of INR 10/- each ("Equity Shares"), from the open market through the stock exchange mechanism from November 23, 2017. The following are the details of Equity Shares so bought back during the period December 20, 2017 to January 18, 2018 and extinguished during the month of January 2018:

- a. Equity Shares in demat form, bought back during December 20, 2017 to January 18, 2018 (both days inclusive) and consequently extinguished:







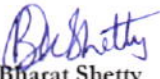

Name of Depository	DP Name and DP ID	Company's Account Number	Date of Extinguishment	No. of Equity Shares extinguished
National Securities Depository Limited (NSDL)	Karvy Stock Broking Limited IN300394	19744621	January 10, 2018 January 19, 2018 January 30, 2018	29,802; 39,750; 94,658
			<b>Total</b>	<b>164,210</b>

- b. The Equity Shares in physical form, bought back during December 20, 2017 to January 18, 2018 (both days inclusive) and consequently extinguished: NIL

- c. Total Equity Shares (in demat form and in physical form) bought back and consequently extinguished:

- 164,210 Equity Shares bought back and consequently extinguished.

It is hereby certified that the above Equity Shares of the Company were extinguished in compliance with Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended).

<p>For VRL Logistics Limited</p>  <p><b>Vijay Sankeshwar</b> Chairman and Managing Director DIN 00217714</p> 	<p>For VRL Logistics Limited</p>  <p><b>Anand Sankeshwar</b> Managing Director DIN 00217773</p> 
<p>For Karvy Computershare Private Limited (Registrar to the Buy Back)</p>  <p>(Name) <b>AJAN RAO</b> Authorized Signatory <b>AJM</b></p> 	<p>For Walker Chandiook &amp; Co LLP Chartered Accountants Firm Registration No. 001076N/N500013</p>  <p><b>Bharat Shetty</b> Partner Membership No.: 106815</p> 

Date: January 31, 2018

# Walker Chandiook & Co LLP

**Walker Chandiook & Co LLP**  
16th Floor, Tower II  
Indiabulls Finance Centre  
S B Marg, Elphinstone (W)  
Mumbai 400013  
India

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F +91 22 6626 2601

## Independent Auditor's Certificate with respect to extinguishment of 164,210 equity shares of INR 10 each ("equity shares") bought back by VRL Logistics Limited

The Board of Directors  
VRL Logistics Limited  
18th KM, NH 4,  
Bengaluru Road,  
Varur, Hubballi- 581 207  
Karnataka

1. This certificate is issued in accordance with the terms of our engagement letter dated 16 August 2017 with VRL Logistics Limited (the "Company").
2. The accompanying certificate on extinguishment of equity shares bought back by the Company in the months of December 2017/January 2018 (the "Statement") has been prepared by the Company's Management in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (as amended) (the "Buy-Back Regulations") read with the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 (as amended) (the "Depositories and Participants Regulations").

### Management's Responsibility for the Statement

3. The preparation of the Statement in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Buy-Back Regulations read with Depositories and Participants Regulations, including preparation and maintenance of all accounting and other relevant supporting records and documents, is the responsibility of the Management of the Company. 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 Management is also responsible for:
  - a. Ensuring compliance with the requirements relating to extinguishment of equity shares bought back in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buy-Back Regulations read with Depositories and Participants Regulations;
  - b. Ensuring that the equity shares in dematerialised form, which were bought back in the months of December 2017/January 2018 have been extinguished within specified time period in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buy-Back Regulations read with Depositories and Participants Regulations;
  - c. Obtaining confirmation from the National Securities Depository Limited ("NSDL") regarding extinguishment of the equity shares bought back which were in dematerialised form.

## **Auditor's Responsibility**

5. It is our responsibility to provide reasonable assurance by way of certifying the particulars contained in the Statement, on the basis of relevant records and documents maintained and obtained by the Company and furnished to us for the purpose, in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of Buy-Back Regulations read with Depositories and Participants Regulations.
6. We conducted our verification of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. 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.

## **Opinion**

8. Based on our verification as above and the information and explanations given to us, along with the representations provided by the Management, in our opinion, the particulars furnished by the Company in the Statement are in agreement with the relevant records and documents obtained and maintained by the Company as on the date of the certificate, and the extinguishment is in compliance and in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Buy-Back Regulations read with Depositories and Participants Regulations.





# Walker Chandiook & Co LLP

## Restriction on distribution or use

9. This certificate is issued in connection with the extinguishment of equity shares bought back in accordance with the requirements of Regulation 16 read with Regulation 12(2) and Regulation 12(3) of the Buy-Back Regulations read with Depositories and Participants Regulations. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

*Walker Chandiook & Co LLP*

**For Walker Chandiook & Co LLP**

Chartered Accountants

Firm Registration No.: 001076N/N500013

*B Shetty*

per **Bharat Shetty**

Partner

Membership No.: 106815

31 January 2018

Hubballi

