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

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

This has reference to our earlier intimation dated November 2, 2026, wherein we had informed that our Board of Directors have recommended *inter-alia* the appointment of Mr. Chandrashekar M. Joshi as a Non-Executive Director of the Company subject to approval of shareholders through Postal Ballot.

In compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we enclose herewith a copy of Postal Ballot Notice dated November 25, 2026.

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 November 24, 2026 (being cut off date), seeking their approval for the agenda item set out in the notice.

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 through electronic mode shall commence on Tuesday, December 1, 2026 at 09.00 AM (IST) and shall end on Wednesday, December 30, 2026 at 5.00 PM (IST). The results of Postal Ballot would be declared on or before January 1, 2027. The above information is also available on the website of the Company, www.vrlgroup.in.

A brief note on mechanism is attached to this postal ballot notice for awareness of the shareholders.

Thanking you,

For VRL LOGISTICS LIMITED

ANIRUDDHA ANIL PHADNAVIS
Digitally signed by ANIRUDDHA ANIL PHADNAVIS
Date: 2026.11.27 12:43:52 +05'30'

VRL LOGISTICS LTD. HUBLI-580 029.

ANIRUDDHA PHADNAVIS
COMPANY SECRETARY AND COMPLIANCE OFFICER

Date: 27.11.2026
Place: Hubballi

VRL LOGISTICS LIMITED

CIN: L60210KA1983PLC005247
Registered Office: R. S. 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 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
1st December 2026 (9.00 A.M)	30th December 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 **Ordinary Resolution** by way of postal ballot (including voting through electronic means). The explanatory statement and relevant disclosures 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 Tuesday, November 24, 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 Share Transfer Agent ("**RTA**"). In terms of General Circular No. 03/2025 dated 22nd September 2025 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable laws, rules and regulations, members may take note that the Resolution as set out hereunder is proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only. Therefore physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business reply envelopes will not be sent to the Members for this Postal Ballot.

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. 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.

Shareholders of the Company are requested to read the notes to this notice and take note that e-voting (electronic mode) shall commence from Tuesday, December 1, 2026 at 9.00 A.M (IST) and shall end on Wednesday, December 30, 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 Monday, November 2, 2026 have appointed CS. Akshay Pachlag (CP No. 11710; Mem. 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 Friday, January 1, 2027. 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 Friday, January 1, 2027.

Agenda Item No.1

APPOINTMENT OF MR. CHANDRASHEKAR M. JOSHI (DIN: 12051388) AS A NON-EXECUTIVE DIRECTOR.

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

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'), and Regulation 17(1C) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, the consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Chandrashekar M. Joshi (DIN: 12051388), who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, as a Non-Executive Director of the Company, with effect from the date of passing this resolution and that his period of office shall be subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

For VRL Logistics Limited

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

Place: Hubballi
Date: November 25, 2026

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.

2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as a Director is furnished as an Annexure to this Postal Ballot Notice

3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:

   * This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on November 24, 2026 ('cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business reply envelopes will not be sent to the Members.

   * The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of KFin Technologies Limited ('**KFin'**), the Registrar and Share Transfer Agent ('**RTA'**). The instructions for remote e-voting are provided in this Postal Ballot Notice.

   * The Postal Ballot Notice can also be accessed from the website of the Company at https://www.vrlgroup.in/Resources/InvestorsDesk/Notices,%20Forms%20%26%20Voting%20Result/ and the websites of the Stock Exchanges, i.e., BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and the website of KFin at www.kfintech.com.

4. 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.

5. 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 (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.
6. Members who have received this Postal Ballot Notice by e-mail and who wish to vote can email to KFin and obtain User Id & Password to cast vote electronically KFin web platform.
7. 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.18 of this Postal Ballot Notice.
8. The remote e-voting shall commence on Tuesday, December 1, 2026 at 9.00 A.M (IST) and shall end on Wednesday, December 30, 2026 at 5.00 P.M (IST). The remote e- voting module shall be disabled by KFin for voting thereafter.
9. 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., Wednesday, December 30, 2026.
10. 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 Friday, January 1, 2027. The Scrutinizer's decision on the validity of votes cast will be final.
11. 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.

12. The results shall also be displayed on the notice board at the Registered Office of the Company.
13. 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., Wednesday, December 30, 2026.
14. 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.
15. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s).
16. In case the shares of the Company are jointly held, the first named Member shall be entitled to cast vote.
17. 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. No physical documents are required to be submitted.

18. 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 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 Tuesday, December 1, 2026; End of remote e-voting: 5.00 p.m. (IST) on Wednesday, December 30, 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 (CP No. 11710; Mem. No.30741), 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, Friday, January 1, 2027. 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 Wednesday, December 30, 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 Tuesday, November 24, 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. **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. **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 for seamless voting experience.	**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 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 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.

STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

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

Agenda No.1: Appointment of Mr. Chandrashekar M. Joshi (DIN: 12051388) as a Non-Executive Director

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company, recommends the appointment of Mr. Chandrashekar M. Joshi (DIN: **12051388**) as a Non-Executive Director of the Company, whose office will be subject to retirement by rotation.

He is eligible for appointment as Director as provided under Section 152 and 164 of the Companies Act, 2013. In terms of the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Mr. Chandrashekar M. Joshi's appointment as a Director is subject to shareholders' approval.

The Company has received notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company.

Mr. Chandrashekar M. Joshi is not disqualified from being appointed as a Director under Section 164 of the Act and has consented to act as a Director of the Company. He is not debarred from holding the office of Director by virtue of any SEBI order.

A brief profile of Mr. Joshi and other details, as required to be provided pursuant to Regulation 36(3) of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, have been given as an **Annexure** to this notice.

In the interest of the Company, the Board of Directors considers it necessary to appoint Mr. Joshi as a Non-Executive Director.

None of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the ordinary resolution set out as Item No.1 of the Notice for approval by the members.

ANNEXURE

Brief Profile:

Mr. Chandrashekar M. Joshi, is a Former Judge of the High Court of Karnataka with over 37 years of experience across the legal profession and the Indian judiciary. He joined the Karnataka Judicial Service as a Civil Judge (Junior Division). With over three decades in the District Judiciary, he held several senior judicial positions across the state, including Chief Judicial Magistrate (Belgaum), Special Court Judge for cases concerning atrocities against women (Mysore), Principal District & Sessions Judge (Udupi and Belgaum), and Principal City Civil & Sessions Judge (Bengaluru). He was elevated as an Additional Judge of the High Court of Karnataka in the year 2022 and became a Permanent Judge in the year 2024. Later, he retired on superannuation w.e.f. January 23, 2026.

Alongside his judicial career in civil and criminal adjudication, Mr. Joshi is a recognized specialist in court administration, cyber law, electronic evidence, and legal technology. He played a key role in implementing Phase I of the e-courts Project in Karnataka and was part of the software development teams for the Court Information System (CIS) and the National Judicial Data Grid (NJDG). He also served as Central Project Coordinator (Computers) and Registrar (Computers) at the High Court of Karnataka.

At both state and national levels, he has contributed to major judicial modernization initiatives, including the High Court's Committees for Judicial Process Re-Engineering and AI-Assisted translation of judgments into Kannada, as well as the Supreme Court's National Court Management Systems Committee (NCMS). Additionally, he is a Visiting Faculty at the National Judicial Academy (Bhopal) and the Karnataka Judicial Academy, teaching electronic evidence, cyber laws, and case management.

Details of Director seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

Name of Director: Mr. Chandrashekar M. Joshi	
DIN	12051388
Category	Non-Executive Director
Date of Birth & Age	24/01/1964 (62 years)
Tenure of appointment	Retire by Rotation
Qualification	Bachelor of Science (B.Sc.), Bachelor of Laws (LL.B.), and Master of Laws (LL.M.)
Expertise in Specific functional area	Mr. Chandrashekar M. Joshi possesses deep domain expertise across civil and criminal adjudication, institutional administration, governance, and regulatory compliance. Over his career, he has developed specialized proficiency in cyber law, cybercrime, and electronic evidence, alongside extensive hands on experience in court and case management and judicial process re-engineering. Additionally, he is a recognized specialist in legal technology and e-Governance, having contributed significantly to the design, software development, and implementation of large scale digital infrastructure and AI-assisted legal solutions.
Companies (other than VRL Logistics Limited) in which the appointee holds directorships and / or Committee positions	None
Names of the Listed Companies from which the appointee has resigned in the past three years	None
Relationship with Director/ Manager/ Key Managerial Personnel of Company	None
Shareholding in the Company (including shareholding as beneficial owner)	NIL

Key Terms and conditions of appointment	As per the resolution at item no. 1 of this Postal Ballot Notice read with the Explanatory Statement thereto.
Details of remuneration	No remuneration is proposed except sitting fees payable for attending meetings of the Board/its Committees.
Last drawn remuneration	Not applicable
Date of first appointment on board	Not applicable
Number of board meetings attended during the year	Not applicable

By Order of the Board of Directors,

For VRL Logistics Limited

Sd/-
Aniruddha Phadnavis
Company Secretary & Compliance Officer
ICSI Membership No. ACS 20456
Place: Hubballi
Date: November 25, 2026

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

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 **November 25, 2026** is being sought through Postal Ballot Process.
- ✓ The Voting period will commence on **Tuesday, December 1, 2026 at 9.00 A.M (IST)** and shall end on **Wednesday, December 30 2026 at 5.00 P.M (IST)**. The remote e- voting module shall be disabled by KFin for voting thereafter.
- ✓ Members may cast their vote by selecting FOR / AGAINST on the e-voting platform.
- ✓ 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 **Tuesday, November 24, 2026**.
- ✓ The Resolution, if assented by requisite majority, shall be considered as passed on **Wednesday, December 30, 2026** (i.e., last date specified by the Company for duly completed E-Voting).
- ✓ The result of the Postal Ballot will be declared / announced on or before **Friday, January 1, 2027**, 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.

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