



January 15, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 543910

National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block,
Bandra-Kurla Complex,
Bandra (East), Mumbai – 400 051
Symbol: AVG

Dear Sir/Madam,

Sub: Notice of the Extra Ordinary General Meeting of the Members of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and any other applicable provision, We hereby inform you that, the Extra Ordinary General Meeting (“EGM”) of the Members of the Company has been scheduled to be held on Wednesday, February 07, 2024 at 03.00 PM (IST) at Bliss and Blessings Banquet, Near Jhilmil Metro Station Complex, Delhi-110095 inter-alia to transact the businesses stated in the Notice of EGM dated January 12, 2024.

In compliance with the MCA Circulars and SEBI Circulars, Notice of the EGM along with Explanatory Statements and instructions for E-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Notice of the EGM along with the Explanatory Statements will also be available on the Company’s website www.avglogistics.com, website of BSE Limited (‘BSE’) at www.bseindia.com and the National Stock Exchange of India Limited (‘NSE’) at www.nseindia.com and on the website of Company’s Registrar and Transfer Agent, Link Intime India Private Limited at www.linkintime.co.in.

Further, in terms of Section 108 of the Companies Act, 2013 and relevant rules, the Company has fixed Wednesday, January 31, 2024 as the cut – off date for determining the eligibility of the Members to cast their vote through electronic means through remote E-voting prior to the Meeting or E-voting during the Meeting for the Resolutions proposed in the said Notice of the EGM.

The remote e-Voting facility will be available during the following period

Commencement of Remote E-voting	From 09:00 A.M. Sunday, February 04, 2024
End of Remote-E-voting	At 05:00 P.M. Tuesday, February 06, 2024

The Notice of the EGM of the Members of the Company inter-alia indicates the process and the manner of voting by electronic means prior and during the EGM.

This is for your information and records.

Thanking you.

For AVG Logistics Limited

Sanjay Gupta
Managing Director
DIN: 00527801

Encl: as above.



NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of **AVG Logistics Limited** (the “Company”) will be held on **Wednesday, February 07, 2024** at **03:00 P.M.** at Bliss and Blessings Banquet, Near Jhilmil Metro Station Complex, Delhi-110095 to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER CATEGORY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**SAST Regulations**”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**PIT Regulations**”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India, BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed (hereinafter jointly referred to as the “**Stock Exchanges**”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot 3,00,000 (Three Lakhs Only) convertible warrants (“**Warrants**”) and each Warrants are convertible in to one equity shares of face value of Rs. 10 each fully paid-up (“**Equity Share**”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to one of the Promoters on preferential issue basis at a Price of Rs. 371/- (Rupees Three Hundred and Seven One Only) per Warrant (including Premium of Rs. 361/-) (Rupees Three Hundred and Sixty One Only) at an aggregate consideration not exceeding Rs. 11,13,00,000 /-(Rupees Eleven Crores and Thirteen Lakhs Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Regd. Office:
25, DDA Market, Savita Vihar,
Delhi-110092
Ph.: 8527494071

AVG LOGISTICS LIMITED

CIN No.: L60200DL2010PLC198327
E-mail: info@avglogistics.com
Website: avglogistics.com

Corporate Office: 102, 1st Floor,
Jhilmil Metro Station Complex,
Delhi-110095 Ph.: 8527291062
+91-11-22124356



Sr. No.	Name of Proposed Allottee	Category	Proposed No. of Warrants to be issued
1.	Asha Gupta	Promoter	3,00,000
	Total		3,00,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Monday, January 08, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Wednesday, February 07, 2024;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.
- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;



RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO.2: ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO NON-PROMOTER CATEGORY

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to (i) Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the “**SAST Regulations**”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “**PIT Regulations**”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“**SEBI**”), the Reserve Bank of India, BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) where the shares of the Company are listed (hereinafter jointly referred to as the “**Stock Exchanges**”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “**Board**”, which term shall be deemed



to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the approval of the members of the Company be and is hereby accorded to issue and allot 5,05,000 (Five Lakhs and Five Thousand Only) convertible warrants (“Warrants”) and each Warrants are convertible in to one equity shares of face value of Rs. 10 each fully paid-up (“Equity Share”) of the Company at any time within 18 months from the date of allotment of the Warrants as per the ICDR Regulations for cash, to Non-Promoters on preferential issue basis at a Price of Rs. 371/- (Rupees Three Hundred and Seven One Only) per Warrant (including Premium of Rs. 361/-) (Rupees Three Hundred and Sixty One Only) at an aggregate consideration not exceeding Rs. 18,73,55,000 /- (Rupees Eighteen Crores Seventy Three Lakhs and Fifty Five Thousand Only) and on such other terms and conditions as may be determined in accordance with the ICDR Regulations or other applicable provisions of the law as may be prevailing at the time, subject to it being in compliance with the minimum price calculated in accordance with Regulations 164 for Preferential Issue contained in Chapter V of the ICDR Regulations to the following:

Sr. No.	Name of Proposed Allottees	Category	Proposed No. of Warrants to be issued
1.	Apurva Chamaria	Non-Promoter	10,000
2.	Gazal Kalra	Non-Promoter	20,000
3.	Priya Rohan Agarwal	Non-Promoter	2,50,000
4.	Reality Vinimay Pvt Ltd	Non-Promoter	1,00,000
5.	SumashVinimay Pvt Ltd	Non-Promoter	1,00,000
6.	Manvika Tulsian	Non-Promoter	20,000
7.	Aditya Joshi	Non-Promoter	5,000
	Total		5,05,000

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Warrants be and is hereby fixed as Monday, January 08, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Wednesday, February 07, 2024;

RESOLVED FURTHER THAT the issue and allotment of the Warrants shall be on the following terms and conditions:

- i. The Warrant holders shall, subject to the ICDR Regulations and other applicable rules, regulations and laws, be entitled to exercise the Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- each to the Warrant holders.
- ii. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
- iii. In the event that, a Warrant holder does not exercise the Warrants within a period of 18 (Eighteen) months from the date of allotment of such Warrants, the unexercised Warrants shall lapse and the amount paid by the Warrant holders on such Warrants shall stand forfeited by Company.
- iv. The price determined above and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- v. Apart from the said right of adjustment mentioned in (iv) above, the Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Warrant holder thereof any rights akin to that of shareholder(s) of the Company.



- vi. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- vii. The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company.
- viii. The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the Warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and expedient and to make an offer to the Allottees through private placement offer cum application letter (in Form PAS-4 as prescribed under the Companies Act), without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act complete record of private placement offers be recorded in Form PAS-5 for the issue of invitation to subscribe to the Equity Shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchange for obtaining in-principle approval for issuance of the subscription and listing of the Securities; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

ITEM NO. 3: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to (i) Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Companies Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Act any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc., issued thereunder including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force; (ii) the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**ICDR Regulations**”), (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (the



“SAST Regulations”), (iv) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the “PIT Regulations”), (v) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), (vi) any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India, BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) where the shares of the Company are listed (together hereinafter referred to as the “Stock Exchanges”) and/or any other statutory / regulatory authority; (vii) the provisions of the Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder as amended, (including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force), (viii) Any other applicable procedural laws made under any of the above mentioned statutes in the form of any other procedural rule(s), regulation(s), circular(s), notification(s), order(s) etc, and pursuant to the provisions of any other substantive and/or procedural laws that may be applicable in this regard; (ix) the memorandum and articles of association of the Company; (x) and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (the “Board”, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) the approval of the members of the Company be and is hereby accorded issue and allot 15,72,449 (Fifteen Lakhs Seventy Two Thousand Four Hundred and Forty Nine Only) equity shares of the Company of the face value of Rs.10 (Rupees Ten) each fully paid-up (“Equity Shares”) for cash consideration on preferential basis, at a price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Equity Share (including premium of Rs. 361/- per share) aggregating upto Rs. 58,33,78,579/- (Rupees Fifty-Eight Crores Thirty Three Lakhs Seventy Eight Thousand Five Hundred and Seventy Nine only) to following persons:

Sr. No.	Name of Proposed Allottees	Category	Proposed No. of Equity Shares to be issued
1.	Akash Aggarwal	Non-Promoter	70,000
2.	Amitabh Sonthalia	Non-Promoter	1,50,000
3.	Ashok Kumar Gupta	Non-Promoter	40,000
4.	Astralit Investments Private Limited	Non-Promoter	75,000
5.	Bhumikaben Gaurang Ray	Non-Promoter	2,500
6.	G Rekha (Rekha Gunavanth Kumar)	Non-Promoter	15,000
7.	Himanjana Ramesh Patel	Non-Promoter	25,000
8.	India Emerging Giants Fund Limited	Non-Promoter	1,07,816
9.	IYA Ventures	Non-Promoter	50,000
10.	Jinendra G	Non-Promoter	15,000
11.	Keval Navinchandra Doshi	Non-Promoter	1,50,000
12.	Matrix Incrementym	Non-Promoter	1,50,000
13.	Naman Gupta	Non-Promoter	70,000
14.	PASSAGE TO INDIA MASTER FUND LIMITED	Non-Promoter	15,000
15.	Patel Vishnubhai Vitthal bhai HUF	Non-Promoter	1,00,000
16.	Rahul Mahesh Dalmia	Non-Promoter	2,500
17.	Renu Aggarwal	Non-Promoter	10,000
18.	Savita A Desai	Non-Promoter	2,500
19.	Shreeji Capital and Finance Limited	Non-Promoter	1,00,000
20.	Shivang Aggarwal	Non-Promoter	1,00,000
21.	Sonali Jain	Non-Promoter	2,500
22.	SUNU P MATHEW FAMILY PRIVATE TRUST	Non-Promoter	1,00,000
23.	Vikasa India EIF I Fund- Emerging Giants Fund	Non-Promoter	2,15,633
24.	Neha Gupta	Non-Promoter	4,000
	Total		15,72,449



“RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Issue of Equity Shares be and is hereby fixed as Monday, January 08, 2024, (**“Relevant Date”**) being 30 days prior to the date of the Extra Ordinary General Meeting (**“EGM”**) i.e. Wednesday, February 07, 2024;

“RESOLVED FURTHER THAT the Preferential Allotment shall be made to the Non-Promoters on the following terms and conditions: (i) The Allottees shall be required to bring in 100% of the consideration for the relevant Equity Shares on or before the date of allotment hereof. (ii) The consideration for allotment of the relevant Equity Shares shall be paid to the Company from the bank account of the Allottees and shall be kept by the Company in a separate bank account. The monies received by the Company from the Investor(s) for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account. (iii) Allotment of Equity Shares shall only be made in dematerialized form. (iv) The Equity Shares allotted to the Allottees shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) and shall be subject to the Memorandum of Association and Articles of Association of the Company (**“MOA & AOA”**) and any applicable lock-in requirements in accordance with Regulation 167 of the ICDR Regulations. (v) In accordance with the provisions Chapter V of the ICDR Regulations, the pre-preferential allotment shareholding of the shareholder/allottee shall be locked-in for a period of six (6) months from the date of trading approval. (vi) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of this resolution. Where the allotment of the Equity Shares is pending on account of pendency of any approval for the preferential issue / for such allotment by any regulatory / statutory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to do all such acts, deeds, matters and things as they may in their sole and absolute discretion consider necessary, desirable or expedient for the purpose of giving effect to the above resolutions, including: (a) to make application(s) to the Stock Exchanges for obtaining in-principle approval for issuance of the subscription and listing of the Equity Shares; (b) to file requisite documents / make declarations / filings with Ministry of Corporate Affairs, Reserve Bank of India, SEBI, Stock Exchange(s) and any other statutory authority for and on behalf of the Company; (c) to represent the Company before any Government / regulatory authorities; (d) to appoint any merchant bankers or other professional advisors, consultants and legal advisors, and (e) to execute and deliver any and all documents, regulatory filings, certificates or instruments (including a certified copy of these resolutions), undertakings and to do or cause to be done any and all acts, deeds or things as may be necessary, appropriate or advisable solely in order to carry out the purposes and intent of, and to give effect to the foregoing resolutions, including any forms and documents that may be required to be filed with the concerned Registrar of Companies (**“ROC”**) and other concerned regulatory authorities and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Shares, utilization of issue proceeds, as may be required.”

**By order of the Board of Directors
For AVG Logistics Limited**

Sd/-

**Sanjay Gupta
Managing Director
DIN: 00527801**

Place: Delhi

Date: January 12, 2024

Registered Office:

Office No. 25, D.D.A Market,
Savita Vihar, Delhi 110092.

Website: www.avglogistics.com

Regd. Office:
25, DDA Market, Savita Vihar,
Delhi-110092
Ph.: 8527494071

AVG LOGISTICS LIMITED

CIN No.: L60200DL2010PLC198327
E-mail: info@avglogistics.com
Website: avglogistics.com

Corporate Office: 102, 1st Floor,
Jhilmil Metro Station Complex,
Delhi-110095 Ph.: 8527291062
+91-11-22124356



Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder
2. Body Corporate member are requested to send a certified copy of the Board Resolution authorizing their representative to attend & vote at the meeting pursuant to provision of Section 113 of the Companies Act, 2013.
3. All documents referred in the accompanying notice are available for inspection at the Registered Office of the Company during working days between 10.00 A.M. to 2.00 P.M. till the date of Extra-Ordinary General Meeting and also at the meeting.
4. Members are requested to intimate the change, if any, in their registered address immediately.
5. Members/Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting.
6. It will be appreciated that queries, if any, on accounts and operations of the Company are sent to the Registered Office of the Company ten days in advance of the meeting so that the information may be made readily available.
7. The Register of Directors and their Shareholdings, Register of Contracts with related party and in which Directors are interested and Register of Proxies would be available for inspection by the Members at the meeting.
8. Register of Members and the Share Transfer Books of the Company will remain closed on Wednesday, January 31, 2024 for the purpose of Record date of the EGM.
9. A person entered in Register of Members on Wednesday, January 31, 2024 shall be eligible to exercise the right of a member to participate and vote at the general meeting and any change to an entry on the register after the Record Date shall be disregarded in determining the right of any person to attend and vote at such General meeting.
10. The non-resident Indian shareholders are requested to inform the company immediately about:
 - a. The change in the residential status on return to India for Permanent settlement.
 - b. The particulars of NRO bank account in India if not furnished Earlier.
11. The Company has made necessary arrangements for the members to hold their shares indematerialized form. Members are also entitled to make nomination in respect of the shares held by them in dematerialized form with their respective DP's.
12. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ re-appointment at the Extra-ordinary General Meeting, is furnished as Annexure-I to the Notice. The directors have furnished consent /declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the rules there under.



13. Pursuant to the provisions of Sections 101 of the Act read with the Companies (Accounts) Rules, 2014 the notice of the Extra-Ordinary General Meeting (EGM) along with Attendance Slip and Proxy form, are being sent by electronic mode to the members whose email addresses are registered with the Company/ Depository Participant(s) and the Notice of EGM available on website of the company at www.avglogistics.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and at BSE Limited at www.bseindia.com
14. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts.
15. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
16. In case of Joint holder's attending the meeting, the Joint-holder's who is higher in the order will be entitled to vote at the meeting.
17. A route map showing direction to reach the venue of the meeting is given at the end of this Notice.
18. Any person who is entitled to receive notice and have not received the notice may obtain the copy of the Notice of EGM by e-mail at company's e-mail id i.e. praveen@avglogistics.com.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>



3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e.your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e.LINKINTIMEfor casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.comhome page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
 3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e.LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.



Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.



3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.



In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk
Link Intime India Private Limited**



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS:

ITEM NO. 1

The Board of Directors in their meeting held on Friday, January 12, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 3,00,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Warrant (including a premium of Rs. 361/- (Rupees Three Hundred and Sixty-One only) at an aggregate consideration of Rs. 11,13,00,000/- (Rupees Eleven Crores and Thirteen Lakhs Only) to one of the Promoters.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “Companies Act”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to Rs. 11,13,00,000/- (Rupees Eleven Crores and Thirteen Lakhs Only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements of the Company, towards funding capital expenditure of the Company, prepayment of borrowings of the Company and other general corporate purposes.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Friday, January 12, 2024 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 3,00,000 (Three Lakhs Only) Convertible Warrants to persons belonging to Promoter category, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Warrant each payable in cash, aggregating up to Rs. 11,13,00,000/- (Rupees Eleven Crores and Thirteen Lakhs Only) such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.



For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. The price at which Equity Shares shall be allotted shall not be less than higher of the following.

- (a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 310.02(Rupees Three Hundred Ten and Paise Twoonly) per Equity Share;
- (b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 370.91(Rupees Three Hundred Seventy and Paise Ninety Oneonly) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 370.91 (Rupees Three Hundred Seventy and Paise Ninety Oneonly) per Equity Share, being higher of the above two prices.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

E. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Monday, January 08, 2024(“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Wednesday, February 07, 2024.

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Promoter Category as detailed in point J below.

G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Except Ms. Asha Gupta, none of the directors / key managerial person intends to subscribe to the Preferential Issue of Convertible Warrants to persons belonging to Promoter category.

H. Proposed time within which the allotment shall be completed:

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:



The Company proposes to issue Convertible Warrants by way of preferential issue to the Promoters (Promoter & Promoter Group category) for cash as per the details given herein below:

Sr. No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held	% of Holding(*)
1	Asha Gupta	Not Applicable	Promoter	54,82,500	46.56	3,00,000	57,82,500	37.00
	Total			54,82,500	46.56	3,00,000	57,82,500	37.00

(*)Assuming full conversion of Outstanding Warrants and Warrants to be issued through this Notice.

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure A to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Prior to this Preferential Issue, the Company has made a preferential allotment during the month of July 2023 in the same financial year (i.e. FY2023-24) to 10 entities including Promoter (8,50,000 warrants) and Non-Promoters (6,25,000 warrants). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Act and Rules made thereunder.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottee is Promoter and after the proposed allotment also the status will remain Promoter only and there will be no change in the status of the proposed allottee.

O. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.



P. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Vinay Kumar, Practicing Company Secretaries having CP No. 24658 certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company www.avglogistics.com to facilitate online inspection of relevant documents until the end of EGM.

R. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 1 of this Notice.

S. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

T. Other Disclosures:

1. The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Ms. Asha Gupta who intend to subscribe to this issue are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.



ITEM NO. 2

The Board of Directors in their meeting held on Friday, January 12, 2024, had approved to raise the funds required by way of issuance of Convertible Warrants on the preferential basis. The Board decided to issue, offer and allot 5,05,000 Convertible Warrants for cash on preferential basis at a Price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Warrant (including a premium of Rs. 361/- (Rupees Three Hundred and Sixty-One only) at an aggregate consideration of Rs. 18,73,55,000/- (Rupees Eighteen Crores Seventy-Three Lakhs and Fifty FivethousandOnly) to Non-Promoters.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the “**Companies Act**”) further read with provisions of Chapter V – “Preferential Issue” of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to Rs. 18,73,55,000/- (Rupees Eighteen Crores Seventy Three Lakhs and Fifty Five ThousandOnly)through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements of the Company, towards funding capital expenditure of the Company, prepayment of borrowings of the Company and other general corporate purposes.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Friday, January 12, 2024 had approved the preferential issue of Convertible Warrants, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 5,05,000Convertible Warrants to persons belonging to Non-Promoter category, each convertible into, or exchangeable for, 1 (one) fully paid-up Equity Share each at a price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Warrant each payable in cash, aggregating up to Rs. 18,73,55,000/- (Rupees Eighteen Crores Seventy-Three Lakhs and Fifty FiveThousandOnly)such price being not less than the minimum price (Floor Price) as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Convertible Warrants are proposed to be issued at an issue price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.

D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. The price at which Equity Shares shall be allotted shall not be less than higher of the following:



- (a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 310.02 (Rupees Three Hundred Ten and Paise Twoonly) per Equity Share;
- (b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 370.91 (Rupees Three Hundred Seventy and Paise Ninety Oneonly) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 370.91(Rupees Three Hundred Seventy and Paise Ninety Oneonly)per Equity Share, being higher of the above two prices.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Convertible Warrants the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

E. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Monday, January 08, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Wednesday, February 07, 2024.

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoter Category as detailed in point J below

G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

Except Mr. Apurva Chamaria, none of the directors / key managerial person intends to subscribe to the Preferential Issue of Convertible Warrants to persons belonging to Promoter category.

H. Proposed time within which the allotment shall be completed:

The Company will issue and allot Convertible Warrants within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges, or other concerned authorities.

I. The identity of the proposed allottees, maximum number of Convertible Warrants proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Convertible Warrants by way of preferential issue to the Non-Promoters for cash as per the details given herein below:

Sr.No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Warrants (Present Issue)	Post Preferential Issue	
				No of Shares held	% of Holding		No of shares held	% of Holding(*)
1.	Apurva Chamaria	Not Applicable	Non-Promoter	19,994	0.17	10,000	29,994	0.19
2.	Gazal Kalra	Not Applicable	Non-Promoter	0	-	20,000	20,000	0.13
3.	Priya Rohan Agarwal	Not Applicable	Non-Promoter	0	-	2,50,000	2,50,000	1.60
4.	Reality Vinimay Pvt Ltd	Ashok Gupta	Non-Promoter	0	-	1,00,000	1,00,000	0.64
5.	SumashVini may Pvt Ltd	Ashok Gupta	Non-Promoter	0	-	1,00,000	1,00,000	0.64
6.	ManvikaTulsian	Not Applicable	Non-Promoter	0	-	20,000	20,000	0.13
7.	Aditya Joshi	Not Applicable	Non-Promoter	0	-	5,000	5,000	0.03
	Total			19,994	0.17	5,05,000	5,24,994	3.36

(*)Assuming full conversion of Outstanding Warrants and Warrants to be issued through this Notice.

J. Shareholding Pattern of the Company before and after the preferential issue of Convertible Warrants:

Shareholding pattern before and after the proposed preferential issue of Convertible Warrants is provided as Annexure A to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue

L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Prior to this Preferential Issue, the Company has made a preferential allotment during the month of July 2023 in the same financial year (i.e. FY 2023-24) to 10 entities including Promoter (8,50,000 warrants) and Non-Promoters (6,25,000 warrants). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Act and Rules made thereunder.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.

N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is non-promoter and after the proposed allotment also the status will remain Non – Promoter only and there will be no change in the status of the Proposed Allottees.



O. Lock-in Period:

The Warrants and Equity Shares arising out of conversion of warrants into Equity shares to be allotted to such warrant holders shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

P. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Vinay Kumar, Practicing Company Secretaries having CP No. 24658 certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company www.avglogistics.com to facilitate online inspection of relevant documents until the end of EGM.

R. Material terms of the proposed Preferential Issue of the Warrants:

The material terms of the proposed preferential issue of the Warrants are stipulated in the special resolution as set out at Item No. 2 of this Notice.

S. Disclosure pertaining to wilful defaulters and fugitive economic offender:

Neither the Company nor any of its Promoters or Directors is willful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

Other Disclosures:

1. The Equity shares arising out of conversion of warrants into Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
2. The proposed allottee has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
3. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.



The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 2 in the accompanying notice for your approval.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives, other than Mr. Apurva Chamaria who intend to subscribe to this issue are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

ITEM NO.3

The Board of Directors in their meeting held on Friday, January 12, 2024, had approved to raise the funds required by way of issuance of Equity Shares on the preferential basis. Accordingly, the Company proposes to issue and allot 15,72,449 Equity Shares to Non-Promoters, at a price of Rs. 371/- (Rupees Three Hundred and Seventy-One only) per Warrant (including a premium of Rs. 361/- (Rupees Three Hundred and Sixty-One only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

A Company can undertake preferential allotment / private placement only after obtaining prior approval of the shareholders by way of special resolution in terms of Section 42 and 62(1)(c) of the Companies Act, 2013 read with Rules framed thereunder (the "Companies Act") further read with provisions of Chapter V – "Preferential Issue" of the ICDR Regulations, as amended, and on the terms and conditions and formalities as stipulated in the Companies Act and the ICDR Regulations.

The following details of the proposed preferential issue of the Equity Shares are disclosed in accordance with the provisions of the Companies Act and the ICDR Regulations:

A. The object / purpose of the preferential issue:

The Company proposes to raise an amount aggregating up to Rs. 58,33,78,579/- (Rupees Fifty-Eight Crores Thirty-Three Lakhs Seventy Eight Thousand Five Hundred and Seventy Nine only) through the Preferential Issue. The proceeds of the Preferential Issue shall be utilized for working capital requirements of the Company, towards funding capital expenditure of the Company, prepayment of borrowings of the Company and other general corporate purposes.

B. The total number of shares or other securities to be issued:

The Board, at its meeting held on Friday, January 12, 2024 had approved the preferential issue, subject to the approval of the Members and such other approvals as may be required, involving the issue and allotment of 15,72,449 Equity Shares to Non Promoters each at a price of Rs.371/-(Rupees Three Hundred and Seven Only) per Equity Share each payable in cash, aggregating up to Rs. 58,33,78,579/- (Rupees Fifty-Eight Crores Thirty Three Lakhs Seventy Eight Thousand Five Hundred and Seventy Nine only) such price being not less than the minimum price (Floor Price) as on the 'Relevant Date' determined in accordance with the provisions of Chapter V of the ICDR Regulations.

C. The price or price band at / within which the allotment is proposed:

The Equity Shares are proposed to be issued at an issue price of Rs.371/-(Rupees Three Hundred and Seven Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 164 of the ICDR Regulations and applicable laws.



D. The Price at which the allotment price is proposed and Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on Stock Exchanges viz. BSE Limited and National Stock of Exchange of India Limited and are frequently traded in accordance with the ICDR Regulations.

For the purpose of computation of the price per Equity Share, National Stock Exchange of India Limited, the stock exchange which has the highest trading volume in respect of the Equity Shares of the Company, during the preceding 90 Trading days prior to the relevant date has been considered. The price at which Equity Shares shall be allotted shall not be less than higher of the following:

- (a) the 90 (Ninety) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 310.02 (Rupees Three Hundred Ten and Paise Twoonly) per Equity Share;
- (b) the 10 (Ten) trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, i.e. Rs. 370.91(Rupees Three Hundred Seventy and Paise Ninety Oneonly) per Equity Share.

Accordingly, the floor price in terms of Regulation 164 of the ICDR Regulation, is Rs. 370.91 (Rupees Three Hundred Seventy and Paise Ninety One only) per Equity Share, being higher of the above two prices.

Also, the Articles of Association of the Company doesn't contain any article which provides for determination of price in case of preferential issue.

The issue price is Rs.371/-(Rupees Three Hundred and Seven Only)per Equity Shares the said issue price is higher than the minimum floor price of Equity Shares arrived at, in accordance with the provisions of Chapter V of the ICDR Regulations.

E. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, relevant date for determining the floor price for the Preferential Issue of the Warrants is Monday, January 08, 2024, (“**Relevant Date**”) being 30 days prior to the date of the Extra Ordinary General Meeting (“**EGM**”) i.e. Wednesday, February 07, 2024.

F. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to the Proposed Allottees belonging to Non-Promoters as detailed in point J below.

G. The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential offer:

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares to Non-Promoters.

H. Proposed time within which the allotment shall be completed:

The Company will issue and allot Equity Shares within the time limit specified under the ICDR Regulations or any longer time limit as may be permitted under the ICDR Regulations or any other law. Provided further that where the allotment to any of the Proposed Allottees is pending on account of pendency of any application for approval or permission by any regulatory authority, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities.

I. The identity of the proposed allottees, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the proposed allottees:

The Company proposes to issue Equity Shares by way of preferential issue to the Non-Promoters (Public category) for cash as per the details given herein below:

Sr.No	Name of the Proposed Allottees	Ultimate beneficial owners	Category	Pre-Preferential Issue		Preferential Issue of Equity Shares	Post Preferential Issue	
				No of Shares held	% of Holding	(Present Issue)	No of Shares held	% of Holding (*)
1.	Akash Aggarwal	Not Applicable	Non-Promoter	0	-	70,000	70,000	0.45
2.	Amitabh Sonthalia	Not Applicable	Non-Promoter	0	-	1,50,000	1,50,000	0.96
3.	Ashok Kumar Gupta	Not Applicable	Non-Promoter	0	-	40,000	40,000	0.26
4.	Astralit Investments Private Limited	Rajyavardhan Sonthalia, Riya Vijay Jindal	Non-Promoter	0	-	75,000	75,000	0.48
5.	Bhumikaben Gaurang Ray	Not Applicable	Non-Promoter	0	-	2,500	2,500	0.02
6.	Rekha Gunavanth Kumar	Not Applicable	Non-Promoter	0	-	15,000	15,000	0.10
7.	Himanjana Ramesh Patel	Not Applicable	Non-Promoter	16,500	0.14	25,000	41,500	0.27
8.	India Emerging Giants Fund Limited	Lisa Marie Hejl	Non-Promoter	1,22,500	1.04	1,07,816	2,30,316	1.47
9.	IYA Ventures	Chaitali N Vora	Non-Promoter	0	-	50,000	50,000	0.32
10.	Jinendra G	Not Applicable	Non-Promoter	0	-	15,000	15,000	0.10
11.	Keval Doshi	Not Applicable	Non-Promoter	0	-	1,50,000	1,50,000	0.96
12.	Matrix Incrementym	Siddhartha A Sikchi, Kunal Ashok Sikchi	Non-Promoter	0	-	1,50,000	1,50,000	0.96
13.	Naman Gupta	Not Applicable	Non-Promoter	0	-	70,000	70,000	0.45
14.	PASSAGE TO INDIA MASTER FUND LIMITED	Ralph Edward Kruger Jr	Non-Promoter	31,600	0.27	15,000	46,600	0.30
15.	Patel Vishnubhai Vitthal bhai HUF	Patel Vishnukumar Vitthaladas	Non-Promoter	0	-	1,00,000	1,00,000	0.64
16.	Rahul Mahesh Dalmia	Not Applicable	Non-Promoter	0	-	2,500	2,500	0.02



17.	Renu Aggarwal	Not Applicable	Non-Promoter	0	-	10,000	10,000	0.06
18.	Savita A Desai	Not Applicable	Non-Promoter	0	-	2,500	2,500	0.02
19.	Shreeji Capital and Finance Limited	Urvi Nimesh Chitalia, Bharati H Chitalia	Non-Promoter	500	0.00	1,00,000	1,00,500	0.64
20.	Shivang Aggarwal	Not Applicable	Non-Promoter	0	-	1,00,000	1,00,000	0.64
21.	Sonali Jain	Not Applicable	Non-Promoter	0	-	2,500	2,500	0.02
22.	SUNU P MATHEW FAMILY PRIVATE TRUST	Sunu Philip Mathew	Non-Promoter	0	-	1,00,000	1,00,000	0.64
23.	Vikasa India EIF I Fund- Emerging Giants Fund	Mark Andrew Rankin, Dorsey Randall Buttram JR, Roshen Pujari	Non-Promoter	0	-	2,15,633	2,15,633	1.38
24.	Neha Gupta	Not Applicable	Non-Promoter	0	-	4,000	4,000	0.03
	Total			1,71,100	1.45	15,72,449	17,43,549	11.16

(*).Assuming full conversion of Outstanding Warrants and Warrants to be issued through this Notice.

J. Shareholding Pattern of the Company before and after the preferential issue of Equity Shares:

Shareholding pattern before and after the proposed preferential issue of Equity Shares is provided as Annexure A to the Notice.

K. Change in control, if any, in the company that would occur consequent to the preferential issue:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

L. Number of persons to whom allotment on preferential basis has been made in terms of number of securities as well as price:

Prior to this Preferential Issue, the Company has made a preferential allotment during the month of July 2023 in the same financial year (i.e. FY 2023-24) to 10 entities including Promoter (8,50,000 warrants) and Non-Promoters (6,25,000 warrants). However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2023-24 will not exceed the limit specified in the Act and Rules made thereunder.

M. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a listed Company the pricing is in terms of ICDR Regulations. Further, the proposed allotment is for cash.



N. the current and proposed status of the allottee(s) post the preferential issue namely, promoter or non-promoter:

The current status of the Proposed Allottees is Non - Promoter and after the proposed allotment also the status will remain Non – Promoter only and there will be no change in the status of the proposed allottees.

O. Lock-in Period:

The Equity Shares issued on preferential basis shall be subject to a Lock-in for such period as specified under Regulation 167 of the ICDR Regulations.

P. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in extensions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

Q. Practicing Company Secretary's Certificate:

The Company has obtained a certificate from Mr. Vinay Kumar, Practicing Company Secretaries having CP No. 24658 certifying that the Preferential Issue is being made in accordance with the requirements contained in the ICDR Regulations and same shall be placed at the website of the Company www.avglogistics.com to facilitate online inspection of relevant documents until the end of EGM.

R. Disclosure pertaining to wilful defaulters and fugitive economic offender:

- a. Neither the Company nor any of its Promoters or Directors is wilful defaulter and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.
- b. None of the Company's Promoters or Directors is a fugitive economic offender as defined under the ICDR Regulations.

S. Other Disclosures:

- a. The Equity shares being issued pursuant this preferential issue shall be rank pari-passu with the existing Equity Shares of the Company.
- b. The proposed allottees has not sold or transferred any Equity Shares during the 90 (Ninety) trading days preceding the relevant date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.
- c. The Company is eligible to make the Preferential Issue under Chapter V of the ICDR Regulations.

The approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 3 in the accompanying notice for your approval.



None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives is deemed to be concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding, if any.

**By order of the Board of Directors
For AVG Logistics Limited**

**Sd/-
Sanjay Gupta
Managing Director
DIN: 00527801**

Place: Delhi
Date: January 12, 2024

Registered Office:
Office No. 25, D.D.A Market,
Savita Vihar, Delhi 110092.
Website: www.avglogistics.com

Shareholding pattern before and after the proposed preferential issue:

Sr. No.	Category of Shareholders	Pre-Preferential Shareholding Pattern		Preferential Issue (July 15, 2023)	Current Preferential Issue		Post Preferential Shareholding Pattern (Proposed) (*)	
		No. of Equity Shares	% of Holding	Convertible warrants yet to converted	Convertible warrants to be allotted	Equity Shares to be allotted	No. of Equity Shares	% of Holding (*)
A	Promoter and Promoter Group							
1	Indian							
A	Individuals/Hindu undivided Family	72,09,200	61.22	8,50,000	3,00,000	-	83,59,200	53.49
B	Financial Institutions/Banks	-	-	-	-	-	-	-
C	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(1)	72,09,200	61.22	8,50,000	3,00,000	-	83,59,200	53.49
2	Foreign							
A	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-	-	-	-
B	Government	-	-	-	-	-	-	-
C	Institutions	-	-	-	-	-	-	-
D	Foreign Portfolio Investor	-	-	-	-	-	-	-
E	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	72,09,200	61.22	8,50,000	3,00,000	-	83,59,200	53.49
	Public Shareholder							
1	Institutions	-	-	-	-	-	-	-
A	Mutual Funds/	-	-	-	-	-	-	-
B	Venture Capital Funds	-	-	-	-	-	-	-
C	Alternate Investment Funds	1,99,000	1.69	-	-	-	1,99,000	1.27
D	Foreign Venture Capital Investors	-	-	-	-	3,38,449	3,38,449	2
E	Foreign Portfolio Investors	6,10,495	5.18	-	-	-	6,10,495	3.91
F	Financial Institutions/Banks	-	-	-	-	-	-	-
G	Insurance Companies	-	-	-	-	-	-	-
H	Provident Funds/ Pension Funds	-	-	-	-	-	-	-
I	Any Other (specify)	-	-	-	-	-	-	-
	Sub-Total (B)(1)	8,09,495	6.87	-	-	3,38,449	11,47,944	7.35
2	Central Government/ State Government(s)/ President of India	-	-	-	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-	-	-	-
3	Non-institutions							
A	Individuals	22,67,936	19.26	4,00,000	3,05,000	6,59,000	36,31,936	23.24
B	NBFCs registered with RBI	-	-	-	-	-	-	-
C	Employee Trusts	-	-	-	-	-	-	-



D	Overseas Depositories (holding DRs) (balancing figure)	-	-	-	-	-	-	-
E	Any Other (specify)	-	-	-	-	-	-	-
	Hindu Undivided Family	1,40,618	1.19	1,00,000	-	1,00,000	3,40,618	2.18
	Trusts	-	-	-	-	1,00,000	1,00,000	0.64
	Non Resident Indians Non Repatriable		0.00	-	-	-	-	-
	Non Resident Indians	2,08,997	1.77	-	-	-	2,08,997	1.34
	LLP	1,98,354	1.68	-	-	-	1,98,354	1.27
	Clearing Member		0.00	-	-	-	-	-
	Bodies Corporate	9,40,671	7.99	1,25,000	2,00,000	3,75,000	16,40,671	10.50
	Unclaimed or Suspense or Escrow Account	-	-	-	-	-	-	-
	Sub-Total (B)(3)	37,56,576	31.90	6,25,000	5,05,000	12,34,000	61,20,576	39.16
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	45,66,071	38.78	6,25,000	5,05,000	15,72,449	72,68,520	46.51
	Total shareholding (A+B)	1,17,75,271	100.00	14,75,000	8,05,000	15,72,449	1,56,27,720	100.00

(*Assuming full conversion of Outstanding Warrants and Warrants to be issued through this Notice.

Regd. Office:
25, DDA Market, Savita Vihar,
Delhi-110092
Ph.: 8527494071

AVG LOGISTICS LIMITED

CIN No.: L60200DL2010PLC198327
E-mail: info@avglogistics.com
Website: avglogistics.com

Corporate Office: 102, 1st Floor,
Jhimil Metro Station Complex,
Delhi-110095 Ph.: 8527291062
+91-11-22124356



**ATTENDANCE SLIP
(TO BE PRESENTED AT THE ENTRANCE)**

02ND (2023-24) EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY TO BE HELD ON WEDNESDAY, FEBRUARY 07, 2024 AT 03.00 P.M. AT BLISS AND BLESSINGS BANQUET NEAR JHILMIL METRO STATION, DELHI-110095 TO TRANSACT THE BUSINESS SET OUT IN NOTICE OF AGM

Folio No..... DP ID Client ID

Name of the Member: Signature:

.....

Name of the Proxy holder: Signature:

.....

No. of Share(s) held

I HEREBY RECORD MY PRESENCE AT THE 02ND EGM OF THE COMPANY.

NOTE:

1. Only Members/Proxy holders can attend the meeting.
2. Members/Proxy holders should bring his/her copy of the Annual Report for reference at the meeting.

In the case of joint holders, the signatures of any one holder shall be sufficient, but names of all joint holders should be stated.



**FORM No. MGT-11
PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN: L60200DL2010PLC198327

Name of the Company: AVG Logistics Limited

Registered Office: Office No. 25, D.D.A Market, Savita Vihar, Delhi-110092

Name of the Member(s):

Registered Address:

E-mail id:

Folio No./Client ID:

DP ID:

I/We being the members of _____, holding _____ shares, hereby appoint

- 1. Name:**
Address:
Email Id:
Signature: _____, or failing him
- 2. Name:**
Address:
Email Id:
Signature: _____,

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 02nd extra-ordinary general meeting for financial year 2023-2024 on Wednesday, February 07, 2024 at 3.00 p.m. at 102, 1st floor, jhilmil metro complex, delhi-110095 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No:

Resolution No.	Description	For	Against
1.	ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO PROMOTER CATEGORY		
2.	ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO PERSONS BELONGING TO NON-PROMOTER CATEGORY		
3.	ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO NON-PROMOTERS		

Signed this _____ day of _____ 2024

Signature of Shareholder

Signature of Proxy holder(s)

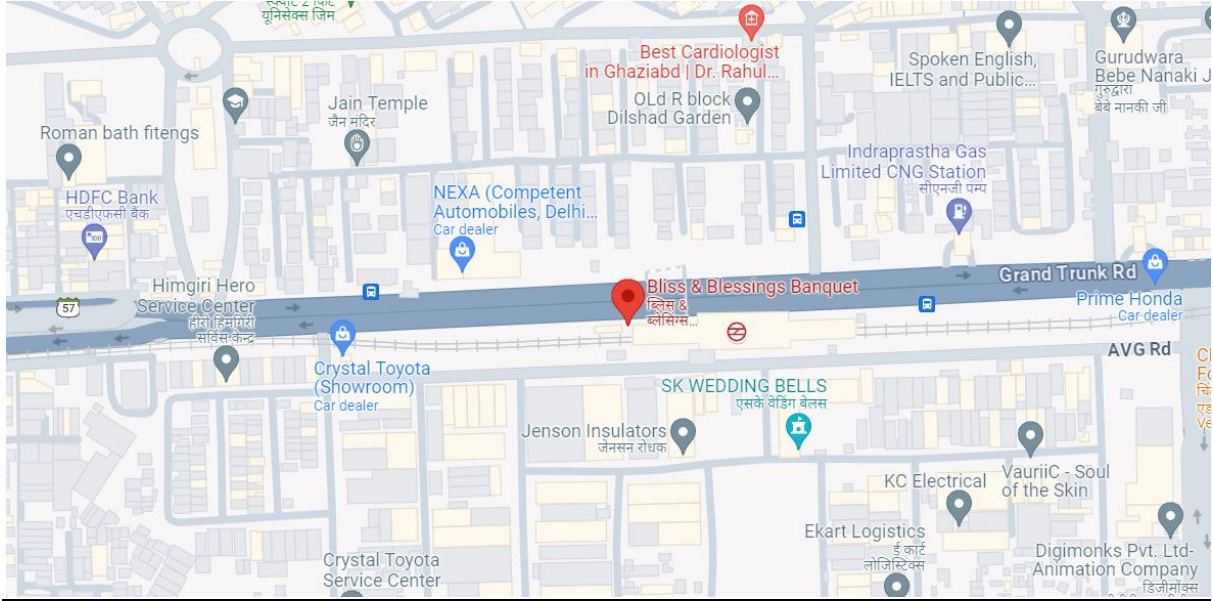
Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A person can act as proxy on behalf of Members upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
3. In the case of joint holders, the signature of any one holder shall be sufficient, but the names of all joint holders should be stated.
4. Appointing a proxy does not prevent a member from attending in person if he so wishes.



ROUTE MAP



Regd. Office:
25, DDA Market, Savita Vihar,
Delhi-110092
Ph.: 8527494071

AVG LOGISTICS LIMITED

CIN No.: L60200DL2010PLC198327
E-mail: info@avglogistics.com
Website: avglogistics.com

Corporate Office: 102, 1st Floor,
Jhimil Metro Station Complex,
Delhi-110095 Ph.: 8527291062
+91-11-22124356