



**Dated: 24.05.2024**

**To,**  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 001

**To,**  
Listing Department,  
National Stock Exchange of India Limited  
C-1, G-Block, Bandra-KurlaComplex  
Bandra, (E), Mumbai – 400 051

**BSE Scrip Code: 543910; NSE: AVG**

**Subject: Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Reference: Annual Secretarial Compliance Report**

Dear Sir/Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March, 2024.

The aforesaid information will also be hosted on the website of the Company at [www.avglogistics.com](http://www.avglogistics.com).

This is for your information and further dissemination.

Thanking you,

Yours faithfully,

**For AVG Logistics Limited**

**Sanjay Gupta**  
Digitally signed  
by Sanjay Gupta  
Date: 2024.05.24  
15:49:13 +05'30'

**Sanjay Gupta**  
**Managing Director**  
**DIN: 00527801**

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

**AVG LOGISTICS LIMITED**

CIN No.: L60200DL2010PLC198327  
E-mail: [info@avglogistics.com](mailto:info@avglogistics.com)  
Website: [avglogistics.com](http://avglogistics.com)

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



**RBS & Co.**

**Company Secretaries**

**13/42B, Yaduvanshi Complex, Tilak Nagar, New Delhi-110018**

**Email: Rbsadvisory@gmail.com**

**Tel. No: 9782562703,971737183**

**SECRETARIAL COMPLIANCE REPORT OF AVG LOGISTICS LIMITED FOR THE  
FINANCIAL YEAR ENDED MARCH 31, 2024**

To ,  
The Members,  
AVG Logistics Limited  
CIN: L60200DL2010PLC198327  
Regd Office: Office No. 25, D.D.A Market, Savita Vihar,  
Delhi, India, 110092  
Corp Office: 102, 1<sup>ST</sup> Floor (Above State Bank of India),  
Jhilmil Metro Station Complex, Delhi, 110095

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by AVG Logistics Limited (herein after referred as "the Listed Entity") having its Registered office at Office No. 25, D.D.A Market, Savita Vihar, Delhi, India, 110092 and corporate office at 102, 1<sup>st</sup> Floor (Above State Bank of India), Jhilmil Metro Station Complex, Delhi, 110095, secretarial review was conducted in a manner that provide us reasonable basis for evaluating the corporate conducts/statutory compliance and to provide our observation thereon.

Based on our verification of listed entity books, papers, Minute books, forms and return filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representative during the conduct of secretarial review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined:

- (a) All the documents and records made available to us and explanation provided by M/s. AVG Logistics Limited ("the listed entity"),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2024 ("Review Period") in respect of compliance with the provisions of :



- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been, examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- **Not Applicable**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) (other regulations as applicable) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my/our examination of those records.





(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange (NSE) and Bombay Stock Exchange (BSE)	4 days Late filing of financial statements for March 2023	Fine of Rs.20,000 + applicable GST levied by NSE and BSE each	The Board meeting was postponed by reason of NON-availability of Directors. Consequently, delay in filing of Financial Statement for March 2023 for 4 days.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in The previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

For RBS & Co.  
Company Secretaries  
Peer Review Certificate No. 2196/2022

Place: New Delhi  
Date: 23.05.2024

Rahul Sharma  
(Partner)  
FCS No. 12709  
CP No. 18610  
Udin: UDIN: F012709F000434449



I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S No	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b>Secretarial Standards:</b></p> <p>The compliances of listed entities are in accordance with the Auditing Standards, Secretarial Standards issued by ICSI,</p>	Yes	No Remarks
2.	<p><b>Adoption and timely updation of the Policies:</b></p> <p>a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</p> <p>b) All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</p>	Yes  Yes	No Remarks  No Remarks
3.	<p><b>Maintenance and disclosures on Website:</b></p> <p>a) The Listed entity is maintaining a functional website</p> <p>b) Timely dissemination of the documents/ information under a separate section on the website</p> <p>c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</p>	Yes  Yes  Yes	No Remarks  No Remarks  No Remarks
4.	<p><b>Disqualification of Director:</b></p> <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	No Remarks
5.	<p><b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b></p>		



	(a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any material subsidiary
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	No Remarks
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	No Remarks
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or  (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes  NA	No Remarks  Prior approval of the Committee has been obtained
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder	Yes	No Remarks
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading)	Yes	No Remarks





	Regulations, 2015.		
11.	<p><b>Actions taken by SEBI or Stock Exchange(s), if any:</b></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	No Remarks
12.	<p><b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiaries has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the master circular on compliance with the provision of SEBI LODR Regulation 2015 by listed entities.</p>	NA	
13.	<p><b>Additional Non-compliances, if any:</b></p> <p>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc</p>	No	No Remarks
14.	<p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	No Remarks



**Assumptions & Limitation of scope and Review:**

**1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.**

**2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.**

**3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.**

**4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.**

For RBS & Co.  
Company Secretaries  
Peer Review Certificate No. 2196/2022

Place: New Delhi  
Date: 23.05.2024



Rahul Sharma  
(Partner)  
FCS No. 12709  
CP No. 18610  
UDIN: F012709F000434449