

September 06, 2023

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

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

Sub: Notice of 14th Annual General Meeting of the Company

Dear Sir/Madam,

We are enclosing herewith a copy of Notice of 14th Annual General Meeting of the Company to be held on Friday, September 29, 2023 at 03:00 P.M. IST at Bliss and Blessings Banquet, Near Jhilmil Metro Station, Delhi-110095.

The copy of Annual Report for the financial year 2022-23 is also being posted on the website of the Company i.e. www.avglogistics.com.

You are requested to take the above information on records

Thanking You

Yours faithfully, For AVG LOGISTICS LIMITED

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 Website: avglogistics.com Corporate Office: 102, Ist Floor, Jhilmil Metro Station Complex, Delhi-110095 Ph.: 8527291062 +91-11-22124356 Notice is hereby given that the Annual General Meeting ("AGM") of the Members of AVG Logistics Limited (the "Company") will be held on Friday, September 29, 2023 at 3:00 P.M. at Bliss and Blessings Banquet Near Jhilmil Metro Station, Delhi-110095 to transact the following business:

ORDINARY BUSINESS(ES):-

1. To receive, consider and adopt:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary resolution:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and the Report of the Auditors thereon.
- 2. To declare a final dividend of Re. 1/- per equity share of INR 10/- each for the Financial Year 2022-23.
- To appoint Mr Sanjay Gupta (DIN: 00527801), who retires by rotation and being eligible, offers himself for re-appointment:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution, as an Ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr Sanjay Gupta (DIN: 00527801), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible, offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

 To re-appoint M/s. M S K A & Associates, Chartered Accountants, (FRN: 105047W) as statutory auditors of the Company for second term of 5 consecutive years:

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

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act,

2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time ("Act"), M/s. M S K A & Associates, Chartered Accountants, (FRN: 105047W) be and are hereby appointed as the statutory auditors of the Company for a second term of 5 (five) years to hold office from the conclusion of this 14th annual general meeting until the conclusion of the 18th annual general meeting of the Company at such fee and reimbursement as may be decided in consultation with Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to increase and pay such statutory audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment.

SPECIAL BUSINESS:

5. To appoint Mr Apurva Chamaria (DIN: 07408982) as a Director, liable to retire by rotation:

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time ("Act"), Mr Apurva Chamaria (DIN: 07408982) who was appointed as an Additional Director (Non-Executive Non-Independent) of the Company with effect from July 04, 2023 by the Board of Directors, who holds office upto the date of this Annual General Meeting under Section 161 of the Act, being eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

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

> > Sd/-

Mukesh Nagar

Company Secretary

Date: August 14, 2023 Place: Delhi **CIN:** L60200DL2010PLC198327 **Registered Office:** 25 DDA Market, Savita Vihar, New Delhi-110092

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Notice

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE IS 1. 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 authorising their representative to attend & vote at the meeting pursuant to provision of Section 113 of the Companies Act, 2013.
- 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 Annual 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.
- 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.
- 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 from Friday, September 22, 2023 till Friday, September 29, 2023 for the purpose of the AGM.
- A person entered in Register of Members on September
 22, 2023 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 in dematerialised form. Members are also entitled to make nomination in respect of the shares held by them in dematerialised 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/ reappointment at the Annual 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, 2013and 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 Annual General Meeting (AGM) 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 AGM 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.
- Any person who is entiltled to receive notice and have not received the notice may obtain the copy of the Notice of AGM 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 09, 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.nsdl.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 redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - If you are not registered for IDeAS e-Services, option to register is available at https://eservices. nsdl.com Select «Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/ SecureWeb/IdeasDirectReg.jsp
 - 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// eservices.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 sixteendigit 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. LINKINTIMEand 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
 - Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https:// web.cdslindia.com/myeasi/home/login or www. cdslindia.com and click on New System Myeasi.
 - After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e.LINKINTIME. Click on LINKINTIMEand you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 - 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia. com/myeasi/Registration/EasiRegistration.
 - 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
- 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. Upon logging in, you will be able to see e-Voting option. 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 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.

Notice (Contd.)

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:

- Open the internet browser and launch the URL: https:// instavote.linkintime.co.in
- 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.
- 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).
- 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 LIIPL 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 Scrutiniser 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

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

*Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

*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

Annual Report 2022-2023

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

ITEM NO: 5

Mr Apurva Chamaria, was appointed as an Additional Director of the Company by the Board with effect from July 04, 2023, pursuant to Section 161 of the Act and holds office upto the date of this Annual General Meeting. The Company has received from Mr Apurva Chamaria, the requisite disclosures/declarations pursuant to the provisions of the Act. The Company has received a notice from a member proposing the candidature of Mr Apurva Chamaria for appointment as a Non-Executive Non-Independent Director of the Company.

The particulars of Mr Apurva Chamaria viz., qualification and directorships as required are furnished hereunder as Annexure-I.

The Board unanimously recommends the ordinary resolution as set out at item no. 5 of this notice.

None of the other directors and key managerial personnel or their relatives except Mr Apurva Chamaria are interested financially or otherwise in the resolution as set out in item no. 5 of this notice.

ANNEXURE-I

1. Details of the Directors seeking appointment / re-appointment:

Name of Director	Mr Sanjay Gupta
DIN	00527801
Date of Birth	October 22, 1968
Brief Resume covering Expertise in specific functional areas and Experience	
Qualifications	Bachelor of Commerce from Maharashi Dayanand University , Rohtak, Haryana
Directorships held in Companies	AVG Logistics Limited- Listed Entity PCG Logistics Private Limited- Unlisted Entity NDRAVG Business Park Private Limited- Unlisted Entity
Membership / Chairmanship of	
Committees of Public Companies	Operational Committee- Chairman
	Stakeholder Relationship Committee- Member
	Audit Committee- Member
	Nomination and Remuneration Committee- Member
Shareholdings in the Company	14.58%
Disclosure of relationships between directors inter-se.	Spouse of Mrs Asha Gupta, Whole Time Director of the Company
Remuneration received from the Company in the Financial Year 2022-23.	Rupees Seventy Eight Lakhs



Name of Director	Mr Sanjay Gupta
Terms and Conditions of	None
appointment / re-appointment	
along with details of remuneration	
sought to be paid	
Date of first appointment on the	January 16, 2012
Board	
The number of Meetings of the	No. Meeting held During FY - Four
Board attended during the Financial	Attended- Four
Year 2023-24/during the tenure of	
their appointment	

2. Details of the Directors seeking appointment / re-appointment:

Name of Director	Mr Apurva Chamaria
DIN	07408982
Date of Birth	May 20, 1989
Brief Resume covering Expertise in specific functional areas and	and Venture Capital at Google India. He's an alumnus of the Harvard Business
Experience	School, Boston and pursuing his PhD in digital engineering from Indian Institute of Technology, Delhi. Prior to joining Google he was the SVP & Chief of Staff to CEO & MD at Tech Mahindra where he was integral in transforming the Company performance.
Qualifications	He holds a double master's in business management (from IMI) and advertising (from IIMC, JNU). He's an alumnus of the Harvard Business School, Boston and pursuing his PhD. In digital engineering from Indian Institute of Technology, Delhi
Directorships held in Companies	AVG Logistics Limited- Listed Entity
	Network People Services Technologies Limited - Listed Entity
	Tastyworks Private Limited - Unlisted Private Entity
Membership / Chairmanship of	Nil
Committees of Public Companies	
Shareholdings in the Company	Nil
Disclosure of relationships between directors inter-se.	None
Remuneration received from the Company in the Financial Year 2022-23.	Nil
Terms and Conditions of appointment / re-appointment along with details of remuneration sought to be paid	Not Applicable
Date of first appointment on the Board	July 04, 2023
the Board attended during the	No. Meeting held During FY – 4 Attended- 1
Financial Year 2023-24/during the tenure of their appointment	

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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

Na	me of the Member(s):						
Re	Registered Address:						
E-r	E-mail id:						
Fo	Folio No./Client ID:						
DP	DP ID:						
1/\\/	e being the members of	holding	charac baraby appoint				
1/ VV		, notaing					
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 14th Annual General Meeting of the Company, to be held on Friday, September 29, 2023 at 3:00 P.M. at Bliss and Blessings Banquet Near Jhilmil Metro Station, Delhi-110095 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

Resolution No.	Description	For	Against
1.	1. To receive, consider and adopt:		
	 a) the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2023 and the Reports of the Board of Directors and Auditors thereon; and 		
	 b) the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2023 and the Report of the Auditors thereon. 		
2.	To declare a final dividend of Re. 1/- per equity share of INR 10/- each for the Financial Year 2022-23.		
3.	To appoint Mr Sanjay Gupta (DIN: 00527801), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To re-appoint M/s. M S K A & Associates, Chartered Accountants, (FRN: 105047W) as statutory auditors of the Company for second term of 5 consecutive years		
5.	To appoint Mr Apurva Chamaria (DIN: 07408982) as a Director, liable to retire by rotation		

Signed this ______day of ______2023

Signature of Shareholder

Signature of Proxy holder(s)

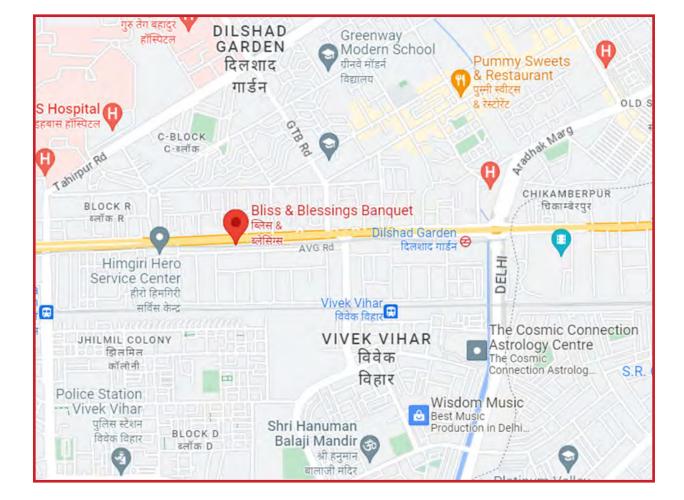
Affix Revenue Stamp

Notice (Contd.)



Notes:

- 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

it's an SGA asvita creation adsvita.com



Contact Information Tel: 011-45674071 Toll Free No.: 1800-103-9665 Mob: +91-8527291062 Website: www.avglogistics.com

ADDRESS

Head Office

102, First Floor , Jhilmil Metro Station Complex, Above State Bank of India, Delhi – 110 095. NEW DELHI | BENGALURU | CHENNAI | GOA | GUWAHATI | KOLKATA | MUMBAI