

CS RAHUL MITTAL
PRACTICING COMPANY SECRETARY

June 07, 2023

The Board of Directors
AVG Logistics Limited
Office No. 25, D.D.A Market,
Savita Vihar, Delhi -110092..

Sub: Compliance Certificate in terms of applicable provisions under Chapter V of SEBI ICDR Regulations

Ref: Preferential Issue of 8,50,000 Convertible Warrants to Promoters and 6,25,000 Convertible Warrants to Non-Promoters

We, Rahul Mittal & Associates, Practicing Company Secretary having membership number A69400 and Certificate of Practice number 26325, in accordance with the terms of the letter of engagement dated 07.06.2023 have been appointed by **AVG Logistics Limited** (hereinafter referred to as the "Company") as per the requirement of Regulation 163(2) under Chapter V of the Securities and Exchange Board of India (the "SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (the "SEBI ICDR Regulations").

This certificate is issued in accordance with the requirements of Regulation 163(2) of Chapter V 'Preferential Issue' of the SEBI ICDR Regulations in connection with the proposed issue of 8,50,000 Convertible Warrants to Promoters and 6,25,000 Convertible Warrants to Non Promoters on a preferential basis with an Issue Price of Rs.222.60/- (Rupees Two Hundred Twenty Two and Sixty Paise Only) each ("Preferential Issue"). The Preferential Issue is approved at the Meeting of Board of Directors of the Company held on June 03, 2023.

On the basis of relevant management inquiries, necessary representations and information received from/furnished by the management of the Company as required under the aforesaid regulations, we have verified that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations as applicable to the Preferential Issue, more specifically to the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. List of Proposed Allottees;
- iii. Certified true copy of resolution passed in the meeting of the Board of Directors held on June 03, 2023 and verified that the Company has determined the 'Relevant Date' as defined in the Regulation 161 of SEBI ICDR Regulations as May 31, 2023 in respect of the proposed Preferential Issue;
- iv. Copy of the Notice to shareholders for extra-ordinary general meeting ("EGM") to be held on June 30, 2023 for the proposed preferential issue approved by Board of Directors in their meeting held on June 03, 2023;
- v. The statutory registers of the Company and the list of shareholders issued by RTA:
 - a. to note that the Equity Shares are fully paid up.
 - b. all Equity Shares held by the proposed allottees in the Company are in dematerialised form.

- vi. Details of buying, selling and dealing in the Equity Shares of the Company by the proposed allottees, Promoters during the 90 trading days preceding the Relevant Date;
- vii. Verified the confirmation received from the Company's Registrar and Share transfer agent (RTA) that all the proposed allottee haven't sold or transfer any Equity Shares of the Company during the last 90 trading days preceding the Relevant Date i.e. May 31, 2023;
- viii. Verified the consent letter received from the proposed allottees that they haven't sold or transfer any Equity Shares of the Company during the last 90 trading days preceding Relevant Date i.e. May 31, 2023;
- ix. Verified Permanent Account Number (PAN) of the proposed allottees using available online portal;
- x. Verified the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the SEBI ICDR Regulations;
- xi. Verified the terms for payment of consideration and allotment as required under Regulation 169 of the SEBI ICDR Regulations;
- xii. Obtained the Statement of Computation of Minimum Price for the Preferential Issue calculated based on the pricing formula prescribed under Regulation 164(1) of the SEBI ICDR Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under the SEBI ICDR Regulations has been worked out at Rs.222.60/-;
- xiii. Downloaded the data of the volume weighted average price of the Equity Shares of the Company from the official website of National Stock Exchange of India Limited and verified the computation for 90 and 10 trading days of the volume weighted average price;
- xiv. Reviewed the computation of the minimum issue price determined by the FCA Payal Gada based on higher of (a) or (b) below, provided as under:
 - (a) the 90 trading days volume weighted average price of the related Equity Shares quoted on the recognised stock exchange preceding the Relevant Date; or
 - (b) the 10 trading days volume weighted average prices of the related Equity Shares quoted on a recognised stock exchange preceding the Relevant Date.
- xv. Verified the relevant statutory records of the Company to confirm that:
 - (a) The Company has no outstanding dues to the SEBI, the Stock Exchanges or the Depositories except those whose are the subject matter of a pending appeal or proceeding(s), which has been admitted by the relevant Court, Tribunal or Authority.
 - (b) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges where the Equity Shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- xvi. Performed necessary inquiries with the management and have obtained necessary representation from management.

