



June 19, 2020

National Stock Exchange of India Limited

Exchange Plaza,
BandraKurlaComplex, Bandra (East),
Mumbai - 400051.
Scrip Code: AVG

Dear Sirs,

Sub: Notice to shareholders for convening Extra Ordinary General Meeting

Pursuant to Reg 30 read with paragraph A of Part A of Schedule III of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we send herewith copy of Notice to Shareholders, informing them about convening of the Extra Ordinary General Meeting (EGM) of our Company will be held on Wednesday, July 15, 2020 at 3.30 P.M. at Corporate office of the Company at 102, 1st Floor, Jhilmil Metro Station Complex, Delhi – 110095 through Video Conferencing (VC)/ Other Audio Video Means (OAVM) in compliance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular no. no. 14/2020, dated 08th April, 2020, MCA General Circular no. 17/2020, dated 13th April, 2020.

Kindly take the same in your records.

Thanking you,

Yours faithfully,

For AVG Logistics Limited

A handwritten signature in blue ink, appearing to read "Laveena Jain", is written over a circular stamp or watermark.

Laveena Jain

Company Secretary & Compliance Officer



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF AVG LOGISTICS LIMITED WILL BE HELD ON WEDNESDAY, JULY 15, 2020 AT 3:30 P.M. THROUGH VIDEO CONFERENCING ("VC")/ OTHER AUDIO VISUAL MEANS ("OAVM") AT CORPORATE OFFICE OF THE COMPANY AT 102, 1ST FLOOR, ABOVE STATE BANK OF INDIA, JHILMIL METRO STATION COMPLEX, DELHI – 110095, TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

Special Business:

Item No. 1: Issuance of 14,77,271 Equity Shares of the Company by way of Preferential Basis to Specified Non-Promoter entities

To consider and if thought fit, to pass following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Sections 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with Emerge Platform of National Stock Exchange of India Limited ("NSE") and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to the Board to create, issue, offer and allot 14,77,271 (Fourteen Lakh Seventy-Seven Thousand Two Hundred and Seventy-One) number of equity shares of the Company of the face value of Rs.10 (Rupees Ten) each ("Equity Shares") on preferential allotment basis, at a price of Rs.44.00 (Rupees Forty-Four Only) per Equity Share aggregating upto Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs Only) to the specified Non-Promoter Entity (hereinafter referred to as '**Proposed Allottees**') as detailed herein below:

Sr. No.	Name	Category	No. of Shares to be issued
1.	Sixth Sense India Opportunities II	Non-Promoter	10,22,727
2.	Bhupinder Singh	Non-Promoter	1,13,636
3.	Swarnim Vyapaar LLP	Non-Promoter	1,70,454
4.	Ved Prakash Sonthalia	Non-Promoter	1,70,454
	Total		14,77,271

RESOLVED FURTHER THAT in accordance with the provisions of the ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be Monday, June 15, 2020, being the date falling 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting being held on Wednesday, July 15, 2020 to approve this issue of Equity Shares.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares to be allotted in terms of this resolution shall be subject to applicable laws as well as the Memorandum and Articles of Association of the Company and shall be made fully paid up at the time of allotment and shall rank *pari-passu* with the existing Equity Shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the RBI, NSE Limited and/or SEBI), MCA or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the Equity Shares issued to the Proposed Allottees shall be listed on the Emerge platform of National Stock Exchange of India Limited (“NSE Emerge”) where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, on or before the date of allotment thereof;
- The consideration for allotment of Equity Shares shall be paid to the Company by the Proposed Allottees from their respective bank accounts; and
- Allotment of Equity Shares shall only be made in dematerialized form.



RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Relevant Date in accordance with applicable law, deciding and / or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Allottees, listing of the Equity Shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, SEBI, RBI, MCA, etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares arising there from, including utilisation of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors/ Officers of the Company (for actions that are permitted to be performed by such committee or officer respectively under the provisions of the Act, as it may consider appropriate) to give effect to the aforesaid resolution.”

Place: Delhi
Date: June 19, 2020

By Order of Board of Directors
For, AVG Logistics Limited

Sd/-
Laveena Jain
Company Secretary and Compliance Officer

NOTES:

1. EXTRA ORDINARY GENERAL MEETING (“EGM”) OF THE MEMBERS OF THE AVG LOGISTICS LIMITED (“COMPANY”) IS SCHEDULED TO BE HELD ON WEDNESDAY, JULY 15, 2020, AT 3:30 P.M. THROUGH VIDEO CONFERENCING (VC) OR OTHER AUDIO VISUAL MEANS (OAVM) IN COMPLIANCE WITH CIRCULARS OF MINISTRY OF CORPORATE AFFAIRS (“MCA”) BEARING GENERAL CIRCULAR NUMBER 14/2020 AND 17/2020 DATED 8TH APRIL 2020 AND 13TH APRIL 2020, RESPECTIVELY PERTAINING TO CLARIFICATION ON PASSING



ORDINARY AND SPECIAL RESOLUTIONS BY COMPANIES UNDER THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER AND RELAXATION GRANTED BY SEBI VIDE SEBI CIRCULAR SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED 12TH MAY 2020 ON ACCOUNT OF THE THREAT POSTED BY COVID-19.

2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.
3. This meeting is held strictly to undertake the urgent business and as mandated to be approved at the EGM immediately without delay.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
5. The attendance of the Members attending the EGM through VC/OAVM will also be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Corporate members intending to attend the meeting through their authorized representative and vote at the meeting are requested to send a duly certified true copy of the resolution under Section 113 of the Companies Act, 2013, authorizing them to attend and vote at the meeting.
7. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.
9. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the businesses of the Notice is Annexed hereto.
10. Those Shareholders whose email IDs are not registered, are advised to send email to the Company at cs@avglogistics.com requesting the process of registering the email IDs alongwith their Name as registered with the R&STA, email ID, DPID/Client ID or Folio Number and Number of shares held by them.
11. Members are advised to immediately intimate changes, if any, in their registered addresses along with pin code number to cs@avglogistics.com. Members holding shares in dematerialized mode are requested to intimate the same to their respective Depository Participants.



12. Members are requested to write on cs@avglogistics.com for inspection of all related documents referred to in the accompanying Notice and the Explanatory Statement up to and including the date of the Extra Ordinary General Meeting of the Company. All documents referred in the Notice calling the EGM and the Explanatory Statement are also available on the website of the Company for inspection by the Members.

13. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and the rules made there under, the Members are provided with the facility to cast their vote electronically, through the remote e-Voting system of Link Intime India Private Limited (LIPL) on all resolutions set forth in this Notice.

Members may also note that the Notice of the Extra-ordinary General Meeting will also be available on the Company's website, www.avglogistics.com for their download. Similarly instruction for e-voting will also be available at the website of the Company.

The results of e-voting at the Extra Ordinary General Meeting to be held on Wednesday, July 15, 2020 will be announced by the Chairman of the Meeting within 48 hours of the Extra Ordinary General Meeting. The result of the voting will be displayed in notice board of Company, hosted on the website of the Company, i.e. www.avglogistics.com and will also be intimated to Stock Exchange after declaration of results by Chairman.

The Company has appointed Mr. Shrenik Nagaonkar, Partner, PPS & Associates, Company Secretaries, as the Scrutinizer for remote e-voting and e-voting at Extra Ordinary General Meeting in a fair and transparent manner and provide a report thereon.

INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-Voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ("remote e-voting") will be provided by LIPL.

The remote e-voting period commences on Sunday, July 12, 2020 (9:00 am) and ends on Tuesday, July 14, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, July 08, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Any person who is not a Member as on the cut-off date should treat this notice for information purpose only.



Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Instructions for shareholders to vote electronically:

UNIT: AVG LOGISTICS LIMITED

Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on “Login” tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on “SUBMIT”.
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under 'Shareholders' section register your details and set the password of your choice and confirm

(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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (4-c).



If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- **Cast your vote electronically**

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

- **General Guidelines for shareholders:**

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH INSTAMEET (VC/OAVM) ARE AS UNDER:

(VENUE VOTING TO BE HELD ON JULY 15, 2020)

1. Members are entitled to attend the EGM through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and will be available to the Members on first come first serve basis.
2. Members will be provided with InstaMeet facility wherein Shareholders/ Member shall register their details and attend the EGM as under:
 - a. Open the internet browser and launch the URL for InstaMeet <<<https://instameet.linkintime.co.in>>> and register with your following details:
 - i. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID/ Client ID or Beneficiary ID or Folio Number registered with the Company
 - ii. PAN: Enter your 10 digit Permanent Account Number (PAN)
 - iii. Mobile No.
 - iv. Email ID
 - b. Click “Go to Meeting”

Note:

- Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
- Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.



- In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

INSTRUCTIONS FOR MEMBERS TO REGISTER THEMSELVES AS SPEAKERS DURING EGM:

Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at cs@avglogistics.com from July 11, 2020 10.00a.m.to July 12, 2020 5.00 p.m..

Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.

Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@avglogistics.com. The same will be replied by the company suitably.

Note: Member who wants to use camera are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE EGM THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutiniser during the meeting, members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

- Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.



- Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.
- In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Other Instructions:

- A. All the members and participants to the EGM are requested to pose their questions pertaining to matter to be placed in the EGM up to July 14, 2020 through email on cs@avglogistics.com. The Members will be allowed to pose questions during the course of the Meeting.
- B. Convenience of all shareholders has been considered for scheduling this meeting. Members can attend the meeting on first come first serve basis. Promoter shareholders, Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee and Chairman of Stake Holder Relationship Committee, Independent Directors, Auditors or their authorized representative are requested to attend this EGM.
- C. Due to security reason, the Disclosures with regard to the manner in which framework provided as per MCA General Circular No. 14/2020 and 17/2020 dated 8th April, 2020 and 13th April 2020, respectively and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and instructions on how to access and participate in the EGM along with helpline number for the shareholders and participants to the meeting shall be shared separately through email to shareholders and participants to the meeting.
- D. 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 the EGM Notice is also available on the website of LIPL (agency for providing the Remote Voting facility) i.e. <https://instavote.linkintime.co.in>.
- E. The voting rights of Members shall be in proportion to their share of the paid up share capital of the Company as on the Cut-off date i.e. Wednesday, July 08, 2020
- F. Mr. Shrenik Nagaonkar, Partner, PPS & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting process (remote e-voting and E-voting system) in a fair and transparent manner.
- G. Any person, who acquires the shares of the Company and become member of the Company as on the Cut-off date i.e. Wednesday, July 08, 2020 may obtain the login ID and password by sending the request at the email id cs@avglogistics.com.



- H. The Scrutinizer shall, within a period not exceeding two days from the conclusion of EGM shall make a report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company/Meeting.
- I. The facility of E-voting system shall be made available at the EGM and the members attending the EGM who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through E-voting system.
- J. A Member can opt for only one mode of voting i.e. either through remote e-voting or by E-voting system at the meeting. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting done in the meeting shall be treated as invalid.
- K. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be eligible to cast their vote again in the meeting.
- L. The Scrutinizer shall after the conclusion of voting at the EGM will unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of EGM, a consolidated Scrutinizer's Report of the total votes cast in favor and against, if any.
- M. The Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Place: Delhi
Date: June 19, 2020

By Order of Board of Directors
For, AVG Logistics Limited

Sd/-

Laveena Jain
Company Secretary and Compliance Officer



ANNEXURE TO NOTICE

Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out all material facts

ITEM NO. 1 OF SPECIAL BUSINESS

TO ISSUE, OFFER AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS

The Company intends to enhance its competitiveness and its ability to compete with the peer group in the domestic markets for which the Company needs to strengthen its financial position and net worth by augmenting its long term resources. In order to meet the requirements of above objectives and in order to meet the working capital requirements, capital expenditure, and general corporate purposes of the Company, the Company proposes to issue further capital by issue of Equity Shares on Preferential basis to person/entities belonging to public category.

Accordingly, the Company proposes to create, offer, issue and allot, in one or more tranches, upto 14,77,271 fully paid-up equity shares of the Company having a face value of Rs.10/- (Rupees Ten Only) each ("Equity Shares"), at an issue price of Rs. 44/- per share which is not less than the minimum price of Rs. 43.76/- per equity share determined as on the Relevant Date in accordance with Regulation 165 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "ICDR Regulations") and applicable laws, for an aggregate consideration not exceeding Rs. 6,50,00,000 (Rupees Six Crore Fifty Lakhs Only) to the Proposed Allottees.

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 "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 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 Act and the ICDR Regulations:

A). The object / purpose of the preferential issue:

The object of the preferential issue is to meet the, working capital requirements, capital expenditure, and general corporate purposes of the Company.

B). Particulars of the preferential issue, kind of securities issued and the amount which the Company intends to raise by way of such preferential issue:

The Board, at its meeting held on June 16, 2020 had, subject to the approval of the Members and such other approvals as may be required, approved the preferential issue, involving the issue and allotment of up to 14,77,271 (Fourteen Lakh Seventy-Seven Thousand Two Hundred and Seventy-One) Equity Shares, fully paid-up, at the price of Rs. 44/- (Rupees Forty-Four Only) per share (including premium of Rs. 34/- per share), aggregating up to Rs. 6,50,00,000 (Rupees Six Crore and Fifty Lakhs Only) on a preferential basis to the specified Non-Promoter Entity (hereinafter referred to as '**Proposed**



Allottees’) at such price being not less than the minimum price as on the ‘Relevant Date’ determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

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

It is intended to create, offer, issue and allot in one or more tranches, upto 14,77,271 fully paid-up Equity Shares of the Company, having a face value of Rs.10/- (Rupees Ten Only) each, for cash at an issue price of Rs. 44/- which is not less than the minimum price determined as on the Relevant Date in accordance with Regulation 165 of the ICDR Regulations and applicable laws to the Proposed Allottees as detailed below:

Sr. No.	Name	Category	No. of Shares to be issued
1.	Sixth Sense India Opportunities II	Non-Promoter	10,22,727
2.	Bhupinder Singh	Non-Promoter	1,13,636
3.	Swarnim Vyapaar LLP	Non-Promoter	1,70,454
4.	Ved Prakash Sonthalia	Non-Promoter	1,70,454
	Total		14,77,271

D). 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. 44/- (Rupees Forty-Four Only) being a price not less than the minimum price determined as on the Relevant Date in accordance with Regulation 165 of the ICDR Regulations and applicable laws. The minimum price referred to as above is Rs. 44/- per equity share as certified by M/s. Systematix Corporate Services Limited, SEBI registered Category I Merchant Banker (SEBI Registration No. INM000004224).

E). Basis on which the price has been arrived at along with report of the registered valuer:

The Equity Shares are listed on Emerge platform of NSE only and the Equity Shares are infrequently traded in accordance with the SEBI ICDR Regulations. Since the Company is a listed company, the issue price shall be an amount not less than the minimum price determined as on the Relevant Date in accordance with Regulation 165 of the ICDR Regulations and applicable laws. Fair Value per share as per the Registered Valuer report issued by FCA Payal Gada, Registered Valuer dated June 16, 2020 is Rs. 43.76/- per Equity Share.

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

The “Relevant Date” in terms of Regulation 161(a) of the ICDR Regulations for determination of issue price is June 15, 2020, being the date which is 30 (Thirty) days prior to the date on which this resolution shall be deemed to be passed, i.e. July 15, 2020, which is the last date specified in this Notice for e-voting.

It is proposed to issue Equity Shares at an issue price of Rs. 44/- per shares (i.e. face value of Rs. 10/- and premium of Rs. 34/- per Equity Share) as determined on the Relevant Date which is in compliance with the provisions of SEBI ICDR Regulations.

G). 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 Group as detailed in point J below.

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

Mr. Vinayak Gupta, a member of Promoter Group and Key Managerial Personnel (KMP) of the Company is interested in this resolution to the extent of the Equity Shares that may be subscribed to by and allotted to the Swarnim Vyapaar LLP. Ms. Anjali Gupta, one of the designated partners of Swarnim Vyapaar LLP whose profit sharing ratio 13.25% is the wife of Mr. Vinayak Gupta. Except Mr. Vinayak Gupta, none of other Promoter, Promoter Group members, Directors and the Key Managerial Personnel of the Company, is interested or concerned in this Resolution and they do not intend to subscribe to the proposed preferential issue.

I). 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 Exchange(s) or other concerned authorities.

J). 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:

To meet the object of the issue, below Proposed Allottees, have shown its intent to subscribe to Equity Shares of the Company.

Sr. No.	Name of the Proposed Allottee	Category	Pre-Pref. Issue Holdings	Pre-Pref % to Pre Issue Capital	Max. Shares to be Issued	Post Pref. Issue Holdings	Post Issue % to Post Issue Capital
1.	Sixth Sense India Opportunities II	Non-Promoter	18,03,600	17.51%	10,22,727	28,26,327	24.00%
2.	Bhupinder Singh	Non-Promoter	-	0.00%	1,13,636	1,13,636	0.97%
3.	Swarnim Vyapaar LLP	Non-Promoter	10,800	0.10%	1,70,454	1,81,254	1.54%
4.	Ved Prakash Sonthalia	Non-Promoter	-	0.00%	1,70,454	1,70,454	1.45%
	Total		18,14,400	17.62%	14,77,271	32,91,671	27.95%



The identity of the natural persons who are ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottees is as follows:

Name of the Proposed Allottees	Name of the ultimate beneficial owners	PAN of the ultimate beneficial owners
NA		

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

The shareholding pattern of the Company giving the position as on the latest available benpos dated i.e. June 12, 2020 being the latest practicable date, after considering all the preferential allotments to be made under this Notice is provided hereunder:

	Category	Pre Preferential Shareholding Pattern as on June 12, 2020		Fresh No. of Equity Shares to be allotted	Post Shareholding Pattern (Proposed)	
		No. of Equity Shares	%		No. of Equity Shares	%
A	Promoter and Promoter Group					
1	Indian					
a	Individuals/Hindu undivided Family	72,08,000	69.99%	0	72,08,000	61.21%
c	Financial Institutions/ Banks	0	0.00%	0	0	0.00%
d	Any Other (specify)	0	0.00%	0	0	0.00%
	Sub-Total (A)(1)	72,08,000	69.99%	0	72,08,000	61.21%
2	Foreign	0	0.00%	0	0	0.00%
a	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0.00%	0	0	0.00%
b	Government	0	0.00%	0	0	0.00%
c	Institutions	0	0.00%	0	0	0.00%
d	Foreign Portfolio Investor	0	0.00%	0	0	0.00%
e	Any Other (specify)	0	0.00%	0	0	0.00%
	Sub-Total (A)(2)	0	0.00%	0	0	0.00%
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	72,08,000	69.99%	0	72,08,000	61.21%
	Public Shareholder					
1	Institutions					
a	Mutual Funds/	0	0.00%	0	0	0.00%
b	Venture Capital Funds	0	0.00%	0	0	0.00%
c	Alternate Investment Funds	18,03,600	17.51%	10,22,727	28,26,327	24.00%
	Sixth Sense India Opportunities II	18,03,600	17.51%	10,22,727	28,26,327	24.00%
d	Foreign Venture Capital Investors	0	0.00%	0	0	0.00%
e	Foreign Portfolio Investors	70,800	0.69%	0	70,800	0.60%
f	Financial Institutions/ Banks	0	0.00%	0	0	0.00%
g	Insurance Companies	0	0.00%	0	0	0.00%
h	Provident Funds/ Pension	0	0.00%	0	0	0.00%

	Funds					
i	Any Other (specify)	0	0.00%	0	0	0.00%
	Sub-Total (B)(1)	18,74,400	18.20%	10,22,727	28,97,127	24.60%
2	Central Government/ State Government(s)/ President of India	0	0.00%	0	0	0.00%
	Sub-Total (B)(2)	0	0.00%	0	0	0.00%
3	Non-institutions		0.00%	0	0	0.00%
a	Individuals -	9,45,600	9.18%	2,84,090	12,29,690	10.44%
i	Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	5,26,800	5.12%	0	5,26,800	4.47%
ii	Individual shareholders holding nominal share capital in excess of Rs. 2 lakhs.	4,18,800	4.07%	2,84,090	7,02,890	5.97%
	Bhupinder Singh	0	0.00%	1,13,636	1,13,636	0.97%
	Ved Prakash Sonthalia	0	0.00%	1,70,454	1,70,454	1.45%
b	NBFCs registered with RBI	0	0.00%	0	0	0.00%
c	Employee Trusts	0	0.00%	0	0	0.00%
d	Overseas Depositories (holding DRs) (balancing figure)	0	0.00%	0	0	0.00%
e	Any Other (specify)	2,70,000	2.62%	1,70,454	4,40,454	4.28%
	Hindu Undivided Family	92,400	0.90%	0	92,400	0.90%
	Non Resident Indians (Non Repat)	6,000	0.06%	0	6,000	0.06%
	Non Resident Indians (Repat)	31,200	0.30%	0	31,200	0.30%
	Clearing Member	2,400	0.02%	0	2,400	0.02%
	Bodies Corporate	1,38,000	1.34%	1,70,454	3,08,454	3.00%
	Swarnim Vyapaar LLP	10,800	0.10%	1,70,454	1,81,254	1.76%
	Sub-Total (B)(3)	12,15,600	11.80%	4,54,544	16,70,144	14.18%
	Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	30,90,000	30.01%	14,77,271	45,67,271	38.79%
	Total shareholding (A+B)	1,02,98,000	100.00%	14,77,271	1,17,75,271	100.00%

L). Consequential Changes in the Voting Rights and Change in Management or Control:

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 except dilution in shareholding of the Promoters due to allotment to non-promoters.

However, voting rights will change in tandem with the shareholding pattern.

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



The Company has not made any preferential allotment during the period from April 01, 2020 till the date of this Notice. However, the Company will ensure that the number of persons to whom allotment on preferential basis will be made during the financial year 2020-21 will not exceed the limit specified in the Act and Rules made thereunder.

N). 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 proposed allotment is for cash consideration.

O). Lock-in Period:

The Equity Shares to be allotted on a preferential basis to the Proposed Allottees, shall be subject to lock-in for such period(s), as may be applicable to each Proposed Allottee, in accordance with the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force. Further, the entire pre-preferential issue shareholding of the Proposed Allottees, if any, is subject to lock-in as per the ICDR Regulations.

P). Re-computation of Issue Price:

The Company confirms that they would re-compute the price of the Securities specified above in terms of the provisions of the ICDR Regulations where it is required to do so.

Q). Undertaking to put under lock-in till the recomputed price is paid:

The same is not applicable in the present case.

R). Certificate from Statutory Auditors:

The Company will obtain a certificate issued from Statutory Auditors certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations and same shall be placed at the website of the Company. www.avglogistics.com to facilitate online inspection of relevant documents until July 15, 2020.

Disclosure pertaining to wilful defaulters:

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.

S). Other Disclosures:

a. The Proposed Allottees have not sold Equity Shares of the Company in the 6 (Six) months preceding the Relevant Date. All the existing holdings of the Proposed Allottees are already held by them in dematerialized form.

b. The Company is in compliance with the conditions of continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchange where the Equity Shares of the Company are listed.

Section 62 of the Companies Act, 2013 provides inter-alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, etc., such further shares shall be offered to



the existing Members of the Company in the manner laid down in the Section unless the Members in general meeting decide otherwise by passing a Special Resolution. Therefore, consent of the Members by way of Special Resolution is being sought pursuant to the provisions of Sections 42 and 62 and all other applicable provisions of the Companies Act, 2013 read with its Rules and the ICDR Regulations.

The Members are, therefore, requested to accord their approval authorizing the Board of Directors for proceeding with the proposed private placement and/ or preferential issue as set out in the resolution at Item No. 1.

c. Mr. Vinayak Gupta, a member of Promoter Group and Key Managerial Personnel (KMP) of the Company is interested in this resolution to the extent of the Equity Shares that may be subscribed to by and allotted to the Swarnim Vyapaar LLP. Ms. Anjali Gupta, one of the designated partners of Swarnim Vyapaar LLP whose profit sharing ratio 13.25% is the wife of Mr. Vinayak Gupta. Except Mr. Vinayak Gupta, none of other Promoter, Promoter Group members, Directors and the Key Managerial Personnel of the Company, is interested or concerned in this Resolution and they do not intend to subscribe to the proposed preferential issue.

d. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and physical presence of the Members are not required hence Attendance Slip, Proxy Form and Route Map to the Venue of the meeting is not attached to this notice.

e. The Equity Shares of the Company issued under this Resolution shall be listed on Emerge platform of the NSE.

The Board of Directors recommend passing of the Special Resolution as set out in Item No. 1 of this Notice.

Place: Delhi
Date: June 19, 2020

By Order of Board of Directors
For, AVG Logistics Limited

Sd/-
Laveena Jain
Company Secretary and Compliance Officer