September 01, 2026

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 17th Annual General Meeting of the Company

Dear Sir/Madam,

We are enclosing herewith a copy of Notice of 17th Annual General Meeting of the Company to be held on Friday, September 25, 2026 at 10:30 A.M. (IST) at Bliss and Blessings Banquet, Near Jhilmil Metro Station, Delhi-110095.

The copy of Annual Report for the financial year 2025-26 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
Digitally signed by SANJAY GUPTA
Date: 2026.09.01 21:00:08 +05'30'

SANJAY GUPTA
MANAGING DIRECTOR
DIN: 00527801

NOTICE

Notice is hereby given that the 17th Annual General Meeting ("AGM") of the Members of AVG Logistics Limited (the "Company") will be held on Friday, September 25, 2026 at 10:30 A.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 the:**

   a. audited standalone financial statements of the Company for the financial year ended 31st March 2026 together with the reports of the Board of Directors and Auditors thereon; and

   b. audited consolidated financial statements of the Company for the financial year ended 31st March 2026 together with the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31st March 2026 together with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby approved and adopted.

   RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31st March 2026 together with the report of the Auditors thereon, as circulated to the members, be and are hereby approved and adopted."

2. **To declare a final dividend of Re. 1.2/- per equity share of ₹ 10/- each for the Financial Year 2025-26.**

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

   "**RESOLVED THAT**, a Dividend at the rate of Re. 1.20 per equity share of ₹ 10 each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2026 and the dividend be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2026."

3. **To Re-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.

   RESOLVED FURTHER THAT pursuant to Regulation 17(1D) and other applicable provisions of the SEBI (LODR) Regulations, 2015, as amended from time to time, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, approval of the Members of the Company be and is hereby accorded for the continuation of Mr. Sanjay Gupta (DIN: 00527801) as Managing Director of the Company ."

SPECIAL BUSINESS(ES):

4. **To increase authorize capital of the Company from ₹ 21 Crore to ₹ 25 Crore**

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

   "**RESOLVED THAT** in accordance with the provisions of Sections 13, 61(1)(a) and all other applicable provisions of the Companies Act, 2013 ("Act"), and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company and provisions of any other applicable laws, approval of the Members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 21,00,00,000/- (Rupees Twenty-One Crores only) divided into 2,10,00,000 (Two Crore Ten Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each, to ₹ 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each by creation of additional 40,00,000 (Forty Lakhs only) Equity Shares of ₹ 10/- (Rupees Ten only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

   "V. The Authorised Share Capital of the Company is ₹ 25,00,00,000/- (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of ₹ 10/- (Rupees Ten only) each, with a power to increase or reduce the share capital."

   RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper, expedient or desirable to

Notice (contd.)

give effect to this resolution and for matters connected therewith or incidental thereto, and to resolve any issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects."

5. **To consider and approve the Employee Stock Option Scheme (ESOS), 2026.**

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

"**RESOLVED THAT** pursuant to the Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under (including any amendment(s), statutory modification(s) or re-enactment thereof) ["**Companies Act**"], Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["**SEBI (SBEB & SE) Regulations, 2021**"], relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["**SEBI (LODR) Regulations**"], and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and the Regulations / Guidelines prescribed by SEBI or any other relevant authority, from time to time, to the extent applicable and subject to such approvals, consents, permissions and sanctions, as may be required, the consent of the Shareholders of the Company be and is hereby accorded for the approval of AVG Logistics Employees Stock Option Scheme - 2026 ("**Scheme**") and the Board of Directors (hereinafter referred to as the "**Board of Directors**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised to create, grant, offer, issue and allot under the Scheme, in one or more tranches, not exceeding 9,50,000 (Nine Lakhs Fifty Thousand) employee stock options ("**Options**") (or such other adjusted figure for any bonus issue, right issue, stock splits/sub-division of shares, consolidations of shares, merger, demerger, reconstitution, spin-off, amalgamation, reclassification of capital or other reorganization of the capital structure of the Company as may be applicable from time to time) to or for the benefit of employees and/or directors of the Company and to such persons as may, from time to time, be allowed to be eligible for the benefits of the Scheme (as permitted under the applicable laws) exercisable into equal number of equity shares of face value of ₹ 10/- each, on such terms and in such manner as the Committee may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and remuneration Committee, who shall have all necessary powers as defined in the Scheme be and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations, 2021, for the purpose of administration and implementation of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible employees by way of fresh allotment from the Company.

RESOLVED FURTHER THAT the Shares to be issued or allotted by the Company to the eligible employees under the Scheme shall rank pari–passu in all respects with the then existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, sub-division or consolidation of shares, merger, de-merger, reconstitution, spin-off, amalgamation, reclassification of capital, the Committee be and is hereby authorized to make fair and reasonable adjustments to the number of outstanding Options and/or the Exercise Price, in accordance with the Scheme and applicable law, so as to ensure that the aggregate value of the Options granted to the concerned Employee(s) remains substantially unchanged after such corporate action.

RESOLVED FURTHER THAT the Board (including any Committee thereof), subject to compliance with the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws, rules and regulations, be and are hereby authorized at any time to modify, change, vary, alter, amend, suspend or terminate the Scheme and also to appoint Advisors, Merchant Bankers, Consultants or Representatives, being incidental for the effective implementation and administration of the Scheme and to make applications to the appropriate Authorities, for their requisite approvals and to take all necessary actions and with power on behalf of the Company to settle all such questions, issues, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Scheme and do all other things incidental and ancillary thereof.

Notice (contd.)

RESOLVED FURTHER THAT for the purpose of bringing into effect and generally for giving effect to these resolutions, any director and/or Company Secretary, Chief Financial Officer be and are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose, including but not limited to filing of necessary forms with appropriate authorities, admission of equity shares allotted under the scheme with the depositories, listing of Shares with the Stock Exchange(s) etc. and may delegate all or any powers conferred herein, to any executives/ officers of the Company to do all such acts, deeds, matters and things as also to execute such documents as may be necessary in this regard."

6. **To consider the issuance of Employee Stock Options in excess of 1% of Issued Capital**

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

"**RESOLVED THAT** pursuant to the provisions of section 62(1)(b) read with rule 12(4)(b) of the companies (share capital and debentures) rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Regulation 6(3)(d) and other applicable provisions, if any, of the of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SEBI (SBEB & SE) Regulations, 2021**"), (including any statutory modification(s) or re-enactment thereof), the relevant provisions of the memorandum of association and articles of association of the Company, and any other applicable and prevailing statutory guidelines/ circulars in that behalf and subject further to such other approval(s), consents, permissions and/or sanctions as may be required from appropriate regulatory authorities/ institutions and such terms and conditions as may be prescribed/imposed by the appropriate regulatory authority(ies) / institution(s) and such conditions and modifications as may be prescribed / imposed by the appropriate regulatory authority(ies) / institution(s) while granting such approval(s), consent(s), permission(s) and / or sanction(s), the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer and issue options under AVG Logistics Employees Stock Option Scheme - 2026 ("**Scheme**"), during the financial year, equal to or in excess of 1% (one percent) of the issued capital (excluding outstanding warrants and conversions, if any) of the Company at the time of the grant of options, to the following employee of the Company as identified by the Committee of the Company and which shall be exercisable into equal number of equity shares ("Shares") of the Company:

S. No.	Employee Name	Designation	Name of the Company
1	Mr. Sumit Garg	Whole Time Director	AVG Logistics Limited

RESOLVED FURTHER THAT the Shares to be issued and allotted by the Company to the eligible employees under the Scheme shall rank pari–passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, stock splits, sub-division or consolidation of shares, merger, de-merger, reconstitution, spin-off, amalgamation, reclassification of capital, the Committee be and is hereby authorized to make fair and reasonable adjustments to the number of outstanding Options and/or the Exercise Price, in accordance with the Scheme and applicable law, so as to ensure that the aggregate value of the Options granted to the concerned Employee(s) remains substantially unchanged after such corporate action.

RESOLVED FURTHER THAT the Board (including any Committee thereof), be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion, deem necessary and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.

7. **To approve continuation of Directorship of Mr. Susheel Kumar Tyagi (DIN: 06906354) as Independent Director post the age of 75 years**

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

"**RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, and subject to such other approvals, permissions and sanctions as may be required, consent of the Members of the Company be and is hereby accorded for continuation of the directorship of Mr. Susheel Kumar Tyagi (DIN: 06906354) as an Independent Director of the Company, notwithstanding that he shall attain the age of seventy-five years on July 16, 2027, and to continue to hold office as an Independent Director for the remainder of his existing tenure, subject to applicable laws and regulations.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things and to execute all such documents, deeds and writings as may be necessary, proper, expedient or incidental for giving effect to this resolution and for matters connected therewith or incidental thereto.

Notice (contd.)

8. To Regularise and appoint Mr. Sumit Garg (DIN: 08746971) as Whole-time Director of the Company for the period of 5 years

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and pursuant to Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time, and the Articles of Association of the Company, and subject to such approvals, permissions and sanctions as may be required, the consent of the Members of the Company be and is hereby accorded to appoint Mr. Sumit Garg (DIN: 08746971), who was appointed by the Board of Directors as an Additional Director and designated as Whole-time Director of the Company with effect from August 14, 2026, to hold office as a Whole-time Director of the Company for a period of five (5) years commencing from August 14, 2026 to August 13, 2031, on such terms and conditions and remuneration as approved by the Board of Directors.

RESOLVED FURTHER THAT pursuant to Sections 196, 197 and 198 and other applicable provisions of the Act, read with Schedule V thereto and the applicable provisions of the SEBI LODR Regulations, the consent of the Members be and is hereby accorded for the payment of remuneration and perquisites to Mr. Sumit Garg during his tenure as Whole-time Director, with effect from August 14, 2026, as follows:

Remuneration

S. No.	Particulars	Amount (in ₹) Annually
(i)	Basic	25,00,000
(ii)	Other Allowances	25,00,000
	Total	50,00,000
(i)	2,00,000 Employee Stock Options	
(ii)	Car with driver	

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary, alter, modify or revise the terms and conditions of appointment and remuneration of Mr. Sumit Garg, including the salary, allowances and perquisites, within the overall limits prescribed under the Act, Schedule V thereto, the SEBI LODR Regulations and other applicable laws, rules and regulations, as may be considered necessary or expedient, subject to such approvals as may be required.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and to execute all such documents, deeds, writings and instruments as may be necessary, proper, expedient or incidental for giving effect to this resolution and for matters connected therewith or incidental thereto."

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

Sd/-
Mukesh Nagar
Company Secretary
M No.- F13764

Date: 14.08.2026
Place: Delhi
CIN: L60200DL2010PLC198327
Registered Office:
25 DDA Market,
Savita Vihar, New Delhi-110092

Notice (contd.)

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or Shareholder.

2. Body Corporate member are requested to send a certified copy of the Board Resolution authorizing their representative to attend & vote at the meeting pursuant to provision of Section 113 of the Companies Act, 2013.

3. All documents referred in the accompanying notice are available for inspection at the Registered Office of the Company during working days between 10.00 A.M. to 2.00 P.M. till the date of Annual General Meeting and also at the meeting.

4. 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.

5. Members/Proxies should bring the Attendance Slip duly filled in and signed for attending the meeting.

6. It will be appreciated that queries, if any, on accounts and operations of the Company are sent to the Registered Office of the Company ten days in advance of the meeting so that the information may be made readily available.

7. The Register of Directors and their Shareholdings, Register of Contracts with related party and in which Directors are interested and Register of Proxies would be available for inspection by the Members at the meeting.

8. The record date/cut off date for the purpose of determination of eligibility for Dividend for Financial Year 2025-26 is Friday, September 18, 2026.

9. Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, September 19, 2026 till Friday, September 25, 2026 for the purpose of the Annual general Meeting of the Company.

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 dematerialized form. Members are also entitled to make nomination in respect of the shares held by them in dematerialized form with their respective DP's.

12. Additional Information, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of the Directors seeking appointment/ 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, 2013 and the rules there under.

13. Pursuant to the provisions of Sections 101 of the Act read with the Companies (Accounts) Rules, 2014, the notice of the 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. The letter in physical mode containing the link of Annual report of the Company alongwith Notice of Annual General Meeting of the Company are also being sent to the shareholder whose email id is not registered with the Company/ Depository Participant(s).

14. A person who is not a member as on cut-off date should treat this Notice for information purpose only.

15. 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.

16. A route map showing direction to reach the venue of the meeting is given at the end of this Notice.

17. Any person who is entitled 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.

18. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company is obtaining the services of Instavote MUFG Intime ("MUFG") for facilitating voting through electronic means, as the

Notice (contd.)

authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by InstaVote MUFG Intime.

19. The Company has appointed M/s. Chauhan Pradeep & Associates, Company Secretaries (Membership No. 68078, COP No. 25669), to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

20. The remote e-voting period begins on Tuesday, September 22, 2026 at 09:00 A.M. and ends on Thursday, September 24, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by InstaVote for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 18, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.

21. Results of voting shall be declared within 2 working days from the date of Annual General Meeting.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Click on "Beneficial Owner" icon under "IDeAS Login Section".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account / generate 'OTP'

Shareholders/ Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.	NSDL Mobile App is available on App Store Google Play

d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

METHOD 2 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered email ID/ mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

Notice (contd.)

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab.

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Login" under 'SHARE HOLDER' tab.

b) Enter details as under:

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 123-45678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No Follo no registered with the Company

1. User ID: Enter User ID

2. Password: Enter existing Password

3. Enter Image Verification (CAPTCHA) Code

4. Click "Submit".
(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Notice (contd.)

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under:

InstaVote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 123-45678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is Event No Follo no registered with the Company

1. User ID: Enter User ID

2. 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.

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

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

   - Shareholders holding shares in NSDL form, shall provide 'D' above

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

5. 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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

   Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. 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).

D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu Section

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

Notice (contd.)

2) 'Investor's Name - Enter Investor's Name as updated with DP.

3) 'Investor PAN' - Enter your 10-digit PAN.

4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) 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'.

f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name / Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- 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".

Notice (contd.)

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

ITEM NO: 4 TO INCREASE AUTHORIZE CAPITAL OF THE COMPANY FROM ₹ 21 CRORE TO ₹ 25 CRORE

The Company presently has an Authorized Share Capital of ₹ 21,00,00,000/- (Rupees Twenty-One Crore Only) divided into 2,10,00,000 (Two Crore Ten Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each.

In view of the proposed expansion of business operations and to facilitate future possible issuance of further equity shares for any purposes as may be required from time to time, the existing Authorized Share Capital of the Company is considered inadequate, Considering the above the Board of Directors of the Company at its meeting held on August 14, 2026 considered and approved to increase the Authorized Share Capital of the Company from ₹ 21,00,00,000/- (Rupees Twenty-One Crore Only) to ₹ 25,00,00,000/- (Rupees Twenty-Five Crore Only) by creation of additional 40,00,000 (Forty Lakh) Equity Shares of ₹ 10/- (Rupees Ten Only) each, ranking pari-passu in all respects with the existing equity shares of the Company and consequential changes in the capital clause V of the Memorandum of Association of the Company. The approval of the Members is being sought for alteration of clause V relating to Authorised Share Capital, of the Memorandum of Association of the Company.

The Board is of the opinion that alteration to Capital Clause V of Memorandum of Association is in interest of the Company and recommends Resolution as set out in this notice for the approval of the Members by way of an Ordinary Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out in this notice except to the extent of their shareholding in the Company.

ITEM NO: 5 and 6 TO CONSIDER AND APPROVE THE EMPLOYEE STOCK OPTION SCHEME (ESOS), 2026 AND THE ISSUANCE OF EMPLOYEE STOCK OPTIONS IN EXCESS OF 1% OF ISSUED CAPITAL

Equity based incentives includes alignment of personal goals of the Employees with Organizational objectives by participating in the ownership of the Company. The Company understands the need to enhance the employee engagement, to reward the employees for their association and performance as well as to motivate them to contribute to the growth and profitability of the Company.

With a view to drive long term objectives of the Company, to attract, motivate and retain employees by rewarding for their performance and incentivize key talent to drive long term objectives of the Company, it is proposed to approve and adopt the AVG Logistics Employees Stock Option Scheme - 2026 ("**Scheme**").

The Nomination and Remuneration Committee ("Committee") and Board of Directors ("Board") has considered and approved the Scheme in their meeting held on August 14, 2026. The Scheme shall be implemented through Direct route to extend the benefits to the eligible employees by the way of fresh allotment from the Company.

In terms of Regulation 6(1) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations, 2021"], and Section 62 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 of the Companies Act, 2013, the issue of Equity Shares under the captioned Scheme requires approval of the Shareholders by way of a Special Resolution. The Special Resolution set out at Item No. 5 is to seek your approval for the said purpose.

Additionally, in terms of Regulations 6(3)(d) of SEBI (SBEB & SE) Regulations, 2021 read with rule 12(4)(b) of the Companies (Share Capital and Debentures) Rules, 2014, the grant of Options, during any one financial year, equal to or exceeding 1% (one per cent) of the issued capital of the Company (excluding outstanding warrants and conversions) to any identified Employee requires separate shareholder's approval by way of Special Resolution. The Special Resolution set out at Item No. 6 is to seek your approval for the said purpose.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) of SEBI (SBEB & SE) Regulations, 2021 are as under:

1. **Brief Description of the Scheme:**

   The Scheme shall be called as AVG Logistics Employees Stock Option Scheme - 2026 ("**Scheme**").

   The Purpose of the Scheme:

   The Company has structured this Scheme for the Employees. The purpose of the Scheme includes the followings:

   i. To reward the contributions and performance of Employees who have contributed towards the growth, operational excellence and success of the Company.

   ii. To motivate Employees to achieve higher levels of performance and contribute towards improved operational efficiency, service quality, profitability and overall business outcomes of the Company.

   iii. To provide Employees with an opportunity for wealth creation linked to the sustained growth and value creation of the Company.

   iv. To retain the Employees for the growth of the Company.

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v. To foster a greater sense of ownership, commitment, and accountability among Employees and align their interests with the long-term objectives of the Company.

2. **The total number of options, to be offered and granted:**

The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 9,50,000 (Nine Lakhs Fifty Thousand) Options which shall be convertible into equal number of Shares not exceeding 9,50,000 (Nine Lakhs Fifty Thousand) Equity Shares having face value of ₹ 10/- each.

If any Option Granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be added back to the pool and shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be Granted and the Shares arise upon Exercise of these Options shall stand adjusted in case of Corporate Action.

3. **Eligible Employee/s:**

(i) An Employee as designated by the Company, who is exclusively working in India or outside India; or

(ii) A Director of the Company, whether a Whole Time Director or not, including a non-executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or

but does not include

(a) An Employee who is a Promoter or a person belonging to the Promoter Group; or

(b) A Director who either himself or through his Relative or through any Body Corporate directly or indirectly holds more than ten percent of the outstanding equity shares of the Company.

4. **Requirement of Vesting and period of Vesting:**

The Vesting Period shall commence from a period of 1 (One) year from the Grant Date and shall extend up to a maximum period of 4 (Four) years from the Grant Date, at the discretion of and in the manner prescribed by the Committee and set out in the Grant Letter.

Provided that in the event of death or Permanent Incapacity of a Grantee, while in employment, the minimum vesting period of 1 (one) year shall not be applicable and in such instances, the Options shall vest in terms of SEBI (SBEB & SE) Regulations, on the date of the death or Permanent Incapacity.

The Vesting Schedule, % of Options to be vested will be clearly defined in the Grant Letter of respective Grantees subject to minimum and maximum Vesting Period as specified above and can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

5. **Maximum period (subject to regulation 18(1) of these regulations, as the case may be) within which the options shall be vested:**

The maximum period within which the Options shall be vested is 4 (Four) years from the date of grant of such Options.

6. **The exercise price or pricing formula:**

Under this Scheme, the Exercise Price shall be equal to the face value of an Equity Share of the Company.

7. **The exercise period and process of Exercise:**

After Vesting, Options can be exercised wholly or partly, within a maximum Exercise Period of 1 (One) year from the date of respective Vesting, after submitting the Exercise Application along with payment of the Exercise Price, applicable taxes and other charges, if any, during the Exercise Window as intimated from time to time to the Grantee by the Committee.

The mode and manner of the Exercise shall be communicated to the Grantees individually.

8. **Appraisal process for determining the eligibility of the Employees for the scheme:**

The Committee may, based on all or any of the below-mentioned criteria, decide on the Employees who are eligible for the Grant of Options under the Scheme, the number of Options to be granted and the terms and conditions thereof: -

(i) Loyalty: It will be determined based on the tenure of employment of an Employee in the Employer Company.

(ii) Performance: Employee's performance during the financial year based on the parameters decided by the Committee/Board.

(iii) Designation/Grade/Roles:Employee's designation/grade/role as per the HR Policy of the Employer Company.

(iv) The present and potential contribution of the Employee to the success of the Employer Company.

(v) High market value/difficulty in replacing the Employee.

(vi) Criticality of the human resources.

(vii) High risk of losing the Employee to competition and

(viii) Value addition by the new entrant if any.

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New Joinees can also participate in the Scheme and can be Granted Options based upon the discretion of the Committee.

9. **The Maximum number of Options, to be offered and issued per employee and in aggregate, if any:**

   Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any Eligible Employee during any one year shall not be equal to or exceed 1% of the issued equity share capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued equity share capital (excluding outstanding warrants and conversions) to any Eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

   The maximum number of Options that may be granted in one or more tranches, pursuant to this Scheme shall not exceed 9,50,000 (Nine Lakhs Fifty Thousand) Options which shall be convertible into equal number of Shares not exceeding 9,50,000 (Nine Lakhs Fifty Thousand) Equity Shares having face value of ₹ 10/- each.

10. **The Maximum quantum of benefits to be provided per Employee under the scheme:**

    The maximum quantum of benefits that will be provided to every Eligible Employee under the Scheme will be the difference between the market value of the Company's Share on the recognised Stock Exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. **Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:**

    The Scheme shall be implemented through direct route for extending the benefits to the eligible Employees by the way of fresh allotment from the Company.

    The Scheme shall be administered by the Nomination and Remuneration Committee of the Company.

12. **Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:**

    The Scheme involves new issue of equity shares by the Company via direct route.

13. **The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:**

    Not applicable, since the Scheme is proposed to be implemented by direct route.

14. **The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme(s):**

    Not applicable, since the Scheme is proposed to be implemented by direct route.

15. **A statement to the effect that the company shall conform to the accounting policies specified in regulation 15:**

    The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. **The method which the Company shall use to value its options:**

    The Company shall comply with the requirements of IND AS 102 and shall use the fair value method, and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. **Statement with regard to Disclosure in Director's Report:**

    As the Company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. **Period of lock-in:**

    The Shares allotted to the Grantees pursuant to Exercise of Options shall be subject to no lock-in period from the date of allotment. The Grantee is free to sell the Shares, in compliance with Applicable Laws.

19. **Terms & conditions for buyback, if any Options covered granted under the Scheme:**

    The Committee has the powers to determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions, in accordance with the applicable laws.

    The Board of Directors recommends the Special Resolution as set out at Item No. 5, and Item No. 6 for the approval of the Shareholders of the Company.

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Except Mr. Sumit Garg, none of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

AVG Logistics Employees Stock Option Scheme - 2026 and other documents referred to in the aforesaid resolutions are available for inspection on the website of the Company or at the registered office of the Company.

ITEM NO: 7 TO APPROVE CONTINUATION OF DIRECTORSHIP OF MR. SUSHEEL KUMAR TYAGI (DIN: 06906354) AS INDEPENDENT DIRECTOR POST THE AGE OF 75 YEARS

Mr. Susheel Kumar Tyagi (DIN: 06906354) is presently serving as an Independent Director of the Company and is continuing in accordance with the terms of his existing appointment and applicable provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Mr. Susheel Kumar Tyagi will be attaining the age of seventy-five years on July 16, 2027. Regulation 17(1A) of the SEBI LODR Regulations provides that a listed entity shall not appoint or continue the directorship of a person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed by the shareholders to that effect.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, considers that the continued association of Mr. Susheel Kumar Tyagi as an Independent Director would be in the best interests of the Company and its stakeholders.

Mr. Tyagi possesses valuable experience, knowledge and expertise in areas relevant to the business and governance of the Company. During his tenure on the Board, he has provided independent judgement, strategic guidance and constructive oversight on matters placed before the Board and its Committees. His familiarity with the Company's business, operations, governance framework, stakeholders and the regulatory environment enable him to make a meaningful contribution to the deliberations of the Board.

The Board is of the view that continuity at the Board level, coupled with his experience and institutional knowledge, would contribute to informed decision-making and effective corporate governance. His continued presence would also provide stability and continuity in the functioning of the Board and enable the Company to continue benefiting from his experience and independent perspective.

Accordingly, the Board, after considering the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members, so as to enable Mr. Susheel Kumar Tyagi to continue to hold office as an Independent Director for the remainder of his current/ existing tenure notwithstanding that he will attain the age of seventy-five years on July 16, 2027.

The performance of Mr. Susheel Kumar Tyagi as an Independent Director has been evaluated by the Board and the Nomination and Remuneration Committee in accordance with the applicable criteria. Based on the evaluation, his performance has been found to be satisfactory and effective.

Except Mr. Susheel Kumar Tyagi, none of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends the Special Resolution for approval by the Members.

ITEM NO: 8 TO REGULARISE AND APPOINT MR. SUMIT GARG (DIN: 08746971) AS WHOLE-TIME DIRECTOR OF THE COMPANY FOR 5 YEARS

The Board of Directors of the Company, at its meeting held on August 14, 2026, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Sumit Garg (DIN: 08746971) as an Additional Director of the Company and further designated him as Whole-time Director of the Company with effect from August 14, 2026, for a period of five (5) years, subject to the approval of the Members of the Company.

the Company seeks approval of the Members for the regularisation and appointment of Mr. Sumit Garg as Whole-time Director for a period of five (5) years commencing from August 14, 2026 and ending on August 13, 2031, on the terms and conditions, including remuneration, as set out in the proposed resolution and stated herein below:

Terms of Appointment/Remuneration

S. No.	Particulars	Amount (in ₹) Annually
(i)	Basic	25,00,000
(ii)	Other Allowances	25,00,000
	Total	50,00,000
(i)	2,00,000 Employee Stock Options	
(ii)	Car with driver	

Notice (contd.)

The Board is of the opinion that the Company would benefit from the experience, knowledge, managerial capabilities and professional expertise of Mr. Sumit Garg. His appointment as Whole-time Director is expected to strengthen the management of the Company and contribute to the effective implementation of its business strategies, operational plans and growth objectives.

The Board, after considering the recommendation of the Nomination and Remuneration Committee, wherever applicable, is of the view that Mr. Sumit Garg possesses the requisite qualifications, experience, competence and suitability for holding the office of Whole-time Director of the Company.

The Board believes that his continued involvement in the affairs of the Company in an executive capacity would be beneficial to the Company and its stakeholders and would contribute to the Company's overall growth and performance.

The Whole-time Director shall devote his whole time and attention to the business and affairs of the Company and shall perform such duties and functions as may be assigned to him from time to time by the Board of Directors.

The terms and conditions of appointment may be altered, varied or modified by the Board of Directors, including the Nomination and Remuneration Committee, wherever applicable, subject to the applicable provisions of the Act, Schedule V thereto, the SEBI LODR Regulations and other applicable laws and regulations.

The Board accordingly recommends the Special Resolution set out at Item No. 8 of the accompanying Notice for approval of the Members.

Except Mr. Sumit Garg, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any, in the Company.

Annexure-I

Details of the Directors seeking appointment / re-appointment as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2:

Name of Director	Mr. Sanjay Gupta	Mr. Susheel Kumar Tyagi	Mr. Sumit Garg
DIN	00527801	06906354	08746971
Date of Birth/Age	22.10.1968/ 57 years	16.07.1952/ 74 years	04.01.1982/ 44 years
Brief Resume covering Expertise/experience in specific functional areas and Experience	Mr. Sanjay Gupta is a seasoned leader in logistics Sector possess more than 36 years of experience in multi- model logistics, warehousing and retail logistics. His knowledge, good management skill, excellent decision making, controlling and strategic planning lead him to start his own entrepreneur. Even in a short span of time he has achieved an unexpected growth in the business. Mr. Sanjay Gupta has an objective of delivering excellent services to the customers. He is a visionary logistics professional.	Mr. Susheel Kumar Tyagi has more than 40 years of experience in the warehousing and logistics industry at various levels also having 3 years of experience in handling warehousing of Air Cargo Delhi Airport, he had also managed the Container Freight Station. Held charge of the Navi Mumbai Region dealing with Import / Export container operation, one of largest set up of Central Warehousing Corporation till July 2012 taking the volume and profits to all time high, a record which still holds.	Sumit Garg, is a dynamic leader with over 15 years of extensive experience in marketing and operations across diverse logistics domains. His deep industry knowledge and strategic vision have been key drivers in enhancing operational efficiency and fostering growth across regions. He founded the Kaizen Logistics in the year 2020 and made the firm to reach the revenue to ₹ 45 Crore in the Financial year 2024. He headed the business of Maple Logistics and made it a single door entry offering Road, Rail and sea combination, generated business volumes of 2000 tons within 2 years at ICD Wardha.
Qualifications	Bachelor of Commerce from Maharshi Dayanand University, Rohtak, Haryana	Post Graduate	Post Graduate
Disclosure of relationships between directors, Manager and KMPs inter-se	Spouse of Mrs. Asha Gupta, Whole Time Director of the Company	Mr. Susheel Kumar Tyagi is not related to any other Director of the Company.	Mr. Sumit Garg is not related to any other Director of the Company.
Names of listed entities in which the proposed director also holds the directorship and the membership of Committees of the board [along with listed entities from which the person has resigned in the past three years]	Except the Company Mr. Sanjay Gupta does not hold Directorship and membership of any listed entity	Except the Company Mr. Susheel Kumar Tyagi does not hold Directorship and membership of any listed entity	Except the Company Mr. Sumit Garg does not hold Directorship and membership of any listed entity

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Name of Director	Mr. Sanjay Gupta	Mr. Susheel Kumar Tyagi	Mr. Sumit Garg
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed director meets such requirements.	Not Applicable	Mr. Susheel Kumar Tyagi has over 40 years of experience in warehousing and logistics, with strong expertise in managing large-scale operations, import/ export container handling, Air Cargo warehousing and Container Freight Stations. His extensive industry, managerial and financial understanding enables him to effectively assess business performance, financial implications and risks, and contribute meaningfully to the Board as an Independent Director	Not Applicable
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid	Not Applicable	Not Applicable	Stated in the explanatory statement read with this statement
The last drawn remuneration	Rupees Seventy-Eight Lakhs per annum	Entitled for Sitting fee only or such other commission, professional fee, as applicable	Rupees Fifty Lakhs per annum
Date of first appointment on the Board	16.01.2012	13.11.2018	14.08.2026
shareholding in the company	11.85% of total number of shares	Nil	Nil
Number of Meetings of the Board attended during the year	Four	Four	One
Other Directorships	1. PCG Logistics Private Limited -Director 2.NDRAVG Business Park Private Limited - Nominee Director 3. Galaxy Packers And Movers Private Limited - Director 4. Carbonlite Logistics Private Limited - Director	Nil	1. Agriculture Avatar Private Limited-Director 2. Carbonlite Logistics Private Limited- Director
Membership/ Chairmanship of Committees of other Boards	Mr. Sanjay Gupta does not hold membership or chairmanship of committees of other Boards	Mr. Susheel Kumar Tyagi does not hold membership or chairmanship of committees of other Boards	Mr. Sumit Garg does not hold membership or chairmanship of committees of other Boards

*The details shall be read with explanatory statement

FORM No. MGT-11

PROXY FORM

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

CIN: L60200DL2010PLC198327
Name of the Company: AVG Logistics Limited
Registered Office: Office No. 25, D.D.A Market, Savita Vihar, Delhi-110092

Name of the Member(s)	:
Registered Address	:
E-mail id	:
Folio No./Client ID	:
DP ID	:

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

1. Name: :
   Address: :
   Email Id: :
   Signature: ___________________________, or failing him
   :

1. Name: :
   Address: :
   Email Id: :
   Signature: ___________________________, or failing him
   :

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 17th Annual General Meeting of the Company, to be held on Friday, 25th September, 2026 at 10:30 A.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:

Notice (contd.)

Resolution No.	Description	For	Against
1.	To adopt financial statement and Board Report of the Company for the financial year ended March 31, 2026.		
2.	To declare a final dividend of Re. 1.2/- per equity share of ₹ 10/- each for the Financial Year 2025-26.		
3.	To Re-appoint Mr. Sanjay Gupta (DIN: 00527801), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To increase authorize capital of the Company from ₹ 21 Crore to ₹ 25 Crore		
5.	To consider and approve the Employee Stock Option Scheme (ESOS), 2026		
6.	To consider the issuance of Employee Stock Options in excess of 1% of issued capital		
7.	To approve continuation of Directorship of Mr. Susheel Kumar Tyagi as Independent Director post the age of 75 years		
8.	To Regularise and appoint Mr. Sumit Garg as Whole-time Director of the Company for 5 years		

Signed this ....day of 2026

Affix
Revenue
Stamp

....
Signature of Shareholder

....
Signature of Proxy holder(s)

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.

ATTENDANCE SLIP

(TO BE PRESENTED AT THE ENTRANCE)

17TH ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 25 SEPTEMBER, 2026 AT 10.30 A.M. AT BLISS AND BLESSINGS BANQUET NEAR JHILMIL METRO STATION, DELHI-110095 TO TRANSACT THE BUSINESS SET OUT IN NOTICE OF ANNUAL GENERAL MEETING

Folio No..................................... DP ID .... Client ID..

Name of the Member: .... Signature:

Name of the Proxy holder: .... Signature:

No. of Share(s) held ....

I HEREBY RECORD MY PRESENCE AT THE 17TH AGM OF THE COMPANY.

Note:

1. Only Members/Proxy holders can attend the meeting
2. In the case of joint holders, the signatures of any one holder shall be sufficient, but names of all joint holders should be stated.

Notice (contd.)

ROUTE MAP