



Dated: 24.05.2025

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

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

BSE Scrip Code: 543910; NSE: AVG

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

Reference: Annual Secretarial Compliance Report

Dear Sir/Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended March, 2025.

The aforesaid information will also be hosted on the website of the Company at www.avglogistics.com.

This is for your information and further dissemination.

Thanking you,

Yours faithfully,

For AVG Logistics Limited

Sanjay Gupta
Managing Director
DIN: 00527801

**Annual Secretarial Compliance Report of AVG Logistics Limited for
the financial year ended 2024-25**

To,
The Members,
AVG Logistics Limited
CIN: L60200DL2010PLC198327
Regd Office: Office No. 25,
D.D.A Market, Savita Vihar,
Delhi, India, 110092

Corp Office: 102, 1st Floor
(Above State Bank of India),
Jhilmil Metro Station Complex,
Delhi, 110095

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

Based on our verification of listed entity books, papers, Minute books, forms and return filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representative during the conduct of secretarial review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2025 complied with statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined:

- (a) All the documents and records made available to us and explanation provided by M/s. AVG Logistics Limited ("the listed entity"),
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued thereunder by the SEBI;



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

- (a) Securities and Exchange Board of India (LODR) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: NA
 - (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021: NA
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021: NA
 - (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (h) other regulations as applicable.
- and circulars/ guidelines issued thereunder;

(Note: The aforesaid list of Regulations is only illustrative. The list of such SEBI Regulations, as may be relevant and applicable to the listed entity for the review period, shall be added)

And based on the above examination, I/We hereby report that, during the Review Period:

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

Sr No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1.	The Company is required to give prior intimation for declaration of dividend under Regulation 29 of SEBI (LODR) Regulation, 2015	Regulation 29	The company has not filed the prior intimation for change in rate of dividend to be declared	NSE & BSE	Fine	The company has not filed the prior intimation for change in rate of dividend to be declared	Rs. 2,00,000 plus applicable GST	The Company has filed the intimation however failed to intimate the change in rate of Dividend, hence the Company paid the fine imposed	The Board took note of the same and intimated that such non-compliance should not be occurred in future.	



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Contact No.: +91 7982250455 / +91 9311512928 / +91 1203244159

Email: capradeep20@gmail.com / cs.allycon@gmail.com

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports)	Observations made in the Secretarial Compliance report for the year ended (The years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / Deviations and actions taken /penalty imposed, if any, on the listed entity	Remedi al actions, if any, taken by the listed entity	Comment s of the PCS on the actions taken by the listed entity
1.	The Board meeting was postponed by reason of Non-availability of Director due to which the financials were filed by the Company with a delay of 4 days.	2024	Regulation 33	The company file the audited financial statements with a delay of 4 days, and paid the fine of Rs. 20,000 plus applicable GST	The Company has intimated its director that they shall intimate the Company well in advance about their non-availability.	The company took note of the non-compliance and intimated the directors that they shall inform the Company in advance about their Non-availability.



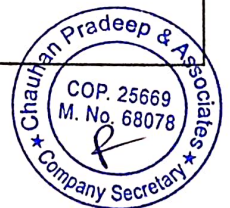
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We hereby report that, during the review period the compliance status of the listed entity with the following requirements:


Sr. No	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI. 	Yes Yes	
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/section of the website. 	Yes Yes Yes	
4.	Disqualification of Director(s): None of the director(s) of the listed entity is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	



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5.	<p>Details related to subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	<p>NA</p> <p>Yes</p>	<p>The Listed Entity is not having any material subsidiary.</p>
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the board, independent directors and the committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of audit committee for all related party transactions;</p> <p>In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the audit committee.</p>	<p>Yes</p> <p>NA</p>	<p>The listed entity has obtained approval of Related party transaction in the Audit Committee meeting held on 29.05.2024</p>
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by</p>		

	Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder (or) The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	No Statutory Auditor have resigned from the listed entity or Subsidiary of listed entity
13.	Additional Non-compliances, if any: No additional non-compliances observed for any SEBI regulation/circular/guidance note etc. except as reported above.	No	A violation of Code of Conduct has been occurred wherein broker of a erstwhile director of Company has made an unintentional contra trade in the scrips of the Company, however the amount pertaining to the profit made from such transaction has been deposited to SEBI IPEF and the matter is pending before HPAC in SEBI.

(Observations/Remarks by PCS are mandatory if the compliance status is provided as 'No' or 'NA')

We further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: NA

(Note: In case of non-compliance, details of such non-compliance need to be mentioned)

Assumptions & limitation of scope and review:

- Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.**
- Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.**



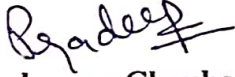
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3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**For Chauhan Pradeep & Associates
Company Secretaries
Peer Review Certificate No: 6171/2024**



**Pradeep kumar Chauhan
Proprietor
M. No. 68078
C.P.No. 25669
UDIN: A068078G000431551
Place: Ghaziabad
Date: 24 May, 2025**

