



SHREE VASU LOGISTICS LIMITED

CIN: L51109CT2007PLC020232

Registered Office: Logistics Park, Opp. Jaika Automobiles
Ring Road No. 1, Raipur-492001, C.G.

Phone: 7000681501, **E-mail:** cs@logisticpark.biz

Website: www.shreevasulogistics.com



NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING (EGM) OF THE MEMBERS OF SHREE VASU LOGISTICS LIMITED (THE COMPANY) WILL BE HELD ON FRIDAY, JANUARY 13th, 2023 AT 12:00 NOON THE REGISTERED OFFICE OF THE COMPANY AT LOGISTICS PARK, OPP. JAIKA AUTOMOBILES RING ROAD NO.1., RAIPUR-492001, C.G., TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESSES:

- 1. TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. DHAIRYA JHAMB (DIN: 01395425) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT in accordance with the provisions of Regulations 17, 25 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (**“Companies Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendation by the Nomination and Remuneration Committee and approval of the Board of Directors (**“Board”**) of the Company in its meeting, consent of the members be and is hereby accorded to appoint Mr. Dhairya Jhamb (DIN: 01395425) who was appointed as an Additional Independent Director in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act and who has submitted a declaration that he meets the criteria of independence in terms of section 149(6) of the Companies Act and regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 5 (five) years with effect from 1st January, 2023 to 31st December, 2028, on such fees and terms and conditions as may be decided by the Board from time to time.”

“RESOLVED FURTHER THAT any of the directors and/ or Company Secretary of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies and to do all such acts, things and deeds as may be considered necessary to give effect to the above resolution.”



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2. TO APPROVE PAYMENT OF REMUNERATION TO EXECUTIVE DIRECTORS WHO ARE PROMOTERS IN EXCESS OF 5% OF THE NET PROFITS OF THE COMPANY IN A YEAR AS PER REGULATION 17(6)(E)(II) OF SEBI (LODR) REGULATIONS, 2015

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to Regulation 17(6)(e)(ii) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, and pursuant to consent of the Board, consent of the Members of the Company, be and is hereby accorded to the payment of remuneration to Mr. Atul Garg, Managing Director and Mr. Shree Bhushan Garg, Chairman & Whole-Time Director of the Company, notwithstanding their aggregate annual remuneration exceeds 5 per cent of the net profits of the Company in a year, calculated as per the provisions of Section 198 of the Companies Act, 2013, with effect from 1st February, 2023 to 31st January, 2028 to Mr. Atul Garg and from 1st October, 2022 to 30th September, 2027 to Mr. Shree Bhushan Garg.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all steps as may be necessary, proper and expedient to give effect to this Resolution.”

By order of the Board of Directors

Date: December 20th, 2022

Place: Raipur

Sd/-

Surabhi Deshmukh

Company Secretary & Compliance Officer



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IMPORTANT NOTES:

(1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE AFORESAID MEETING. PROXY FORM IS ATTACHED HEREWITH.

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) The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 1 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment is also annexed.

(3) Members/proxies should bring the attendance slip duly filled in for attending the meeting. Attendance Slip is annexed to this Notice.

(4) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendees at the meeting.

(5) The Board of Directors at its meeting held on Tuesday, December 20th, 2022, appointed Ms. Preeti Singhania (Membership No.:159249), proprietor of P Singhania & Associates, Chartered Accountants, as Scrutinizer for conducting the voting process through ballot paper in a fair and transparent manner.

(6) The Notice of Extra-ordinary General Meeting is being sent to /published/displayed for all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, December 16th, 2022 (being cut-off date for determining the members to whom the Notice shall be dispatched). The Notice is made available on the website of the Company at: www.shreevasulogistics.com.



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- (7) Electronic copy of the Notice of Extra Ordinary General Meeting ("EGM") is uploaded on the Company's website www.shreevasulogistics.com and is being sent to all the Members whose email IDs are registered with the Company/RTA for communication purposes, unless any Member has requested for a physical copy of the same. Members are requested to support Green initiative by registering/ updating their email addresses with the Company/RTA of the Company. For Members who have not registered their email address, physical copies of this Notice of EGM are being sent through permitted mode. For any communication, the Members may also send requests to the Company's email ID: cs@logisticpark.biz
- (8) Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, Bigshare Services Private Limited to enable servicing of notices / documents / Annual Reports electronically to their e-mail address.
- (9) The voting rights of shareholders shall be in proportion to their Equity Share of the paid-up equity share capital of the Company as on Friday, January 6th, 2023. A person, whose name is recorded in the register of members/list of beneficial owners maintained by the Depositories as on the cut-off date (i.e., January 6th, 2023) only shall be entitled to vote through ballot papers.
- (10) The Scrutinizer will submit his report to the Chairman after completion of the scrutiny. The said report will be submitted to the Chairman or a person authorized by him in writing and the results of the voting shall be declared within 3 (Three) days from the end of voting i.e., on or before Monday, January 16th, 2023. The voting results along with the Scrutinizer's report will be placed on the Company website at www.shreevasulogistics.com and will also be communicated to the NSE, where the equity shares of the Company are listed and Depository on the said date. The Company will also display the result at its registered office.
- (11) The Scrutinizer's decision on the validity of the voting at EGM shall be final and binding.
- (12) Members who wish to inspect the material documents, as mentioned in this Notice may write to the Company at cs@logisticpark.biz, mentioning their names, folio numbers/DP ID and Client ID, and the Company shall endeavour to provide inspection of documents requested, through electronic mode upto the date of this EGM, during business hours, on all working days.
- (13) As per the requirements of SS-2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice.



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- (14) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to carry relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the EGM venue.
- (15) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the EGM.
- (16) Members holding shares in physical form are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), bank details such as, name of the bank and branch details, bank account number, MICR Code, IFSC code etc., to the Company/Registrar and Transfer Agent i.e., Bigshare Services Private Limited in prescribed form ISR-1 pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, or to their respective depository participants if the shares are held in electronic form.
- (17) SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA of the Company for assistance in this regard.



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EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all the material facts relating to the Special Businesses under Item No. 1 & 2 of the accompanying this Notice.

ITEM NO. 1:

As per the Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), at least half of the board of directors shall comprise of independent directors. Since the Company is contemplating to migrate on Main Board, the aforementioned Regulation shall become applicable to the Company. In terms of the provisions of the Act and the Articles of Association of the Company, the Board of Directors have, on the recommendation of Nomination and Remuneration Committee, at their meetings held on 20th December, 2022 respectively appointed Mr. Dhairya Jhamb (DIN: 01395425) as an Additional Independent Director of the Company for a period of 5 (Five) years with effect from 1st January, 2023 to 31st December, 2028.

In terms of Section 149 of the Companies Act, 2013, and other applicable provisions of the Act, Mr. Dhairya Jhamb (DIN: 01395425) is eligible to be appointed as an Independent Director of the Company and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149 (6) of the Act.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Dhairya Jhamb as Independent Director is now being placed before the Members for their approval. Further, the Company has also received a notice in writing from a member under section 160 of the Companies Act proposing the candidature of Mr. Dhairya Jhamb for the Office of Non-executive Independent Director of the Company.

In the opinion of the Board, Mr. Dhairya Jhamb is a person of integrity, possesses relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

In line with the Company’s remuneration policy for Independent Directors, Mr. Dhairya Jhamb will be entitled to receive remuneration by way of sitting fees as approved by the Board, reimbursement of expenses for participation in the Board meetings, if any.

The terms and conditions of appointment of Mr. Dhairya Jhamb shall be open for inspection at the Registered Office of the Company during normal business hours on any working day of the Company.



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None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Details required under Regulations 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 enclosed as an Annexure to the notice.

The Board recommends the resolution set forth in Item No. 1 for the approval of the Members.

ITEM NO. 2:

As per the Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, payment of remuneration to Executive Directors in excess of 5% of the net profits of the Company in a year requires approval of members by special resolution in a general meeting. Since the Company is contemplating to migrate on Main Board, the aforementioned Regulation shall become applicable to the Company.

The aggregate remuneration being paid to the Executive Directors exceeds the limits prescribed in the afore-mentioned regulation. This necessitates seeking approval of the members by way of special resolution for retaining the existing terms and conditions of appointment of executive directors including remuneration payable to comply with the Regulation 17(6)(e)(ii) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Shree Bhushan Garg, Mr. Atul Garg and Mrs. Preeti Garg are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the resolution set forth in Item No. 2 for the approval of the Members.

By order of the Board of Directors

Date: December 20th, 2022

Place: Raipur

Sd/-

Surabhi Deshmukh
Company Secretary & Compliance Officer



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Annexure I

DETAILS OF DIRECTORS SEEKING APPOINTMENT IN EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

S. No.	Particulars	Mr. Dhairya Jhamb
1	Age	47 years
2	Qualifications	Bachelors of Engineering (Mechanical)
3	Experience	Over 25 years
4	Terms and conditions of appointment	Appointed as an Independent Director for a period of 5 years with effect from 1 st January, 2023 to 31 st December, 2028
5	Expertise in specific functional areas	Mr. Dhairya Jhamb has over 16 years of experience in the steel industry, production as well as human resource. Being a qualified Engineer, he is well aware about the technical and aspects of the business. Further, he also possesses necessary marketing skills to contribute to the long-term growth of the business and better achievement organisational goals.
6	Relationship with other Directors, Manager and other Key Managerial Personnel, if any	NA
7	Date of first appointment on the Board	12/02/2018
	Date of appointment in the current position	01/01/2023
8	Shareholding in the company including shareholding as a beneficial owner	36000
9	The number of Meetings of the Board attended during the FY 2022-2023	NA



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10	Other Directorships	<ol style="list-style-type: none">1. Bhilai Iron and Steel Processing Company Private Limited2. BISPCO Projects Private Limited3. SKJ Goods Private Limited
11	Membership/ Chairmanship of Committees of other Boards	NA
12	Details of past remuneration	NA
13	Proposed remuneration	NA
14	Brief Profile/ resume	Mr. Dhairya Jhamb, aged about 47 years is a qualified Mechanical Engineer holding Bachelors of Engineering degree. He has over 25 years of experience in the steel industry, production as well as human resource. He has sound experience in marketing field also. His association with the Company is beneficial to the Company.
15	Names of listed entities in which the person 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	NA
16	The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Terms and Conditions of Independent Directors.</p> <p>The Nomination and Remuneration</p>



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		Committee of the Board has evaluated the profile of Mr. Dhairya Jhamb and concluded that Mr. Dhairya Jhamb possesses the relevant skill and capabilities to discharge the role of Independent Directors.
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By order of the Board of Directors

Date: December 20th, 2022
Place: Raipur

Sd/-
Surabhi Deshmukh
Company Secretary & Compliance Officer



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Phone no. : 7000875525

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]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We being the member(s) of _____ shares of the above named Company, hereby appoint

- Name: _____, Address: _____
E-mail Id: _____, Signature _____ or failing him/her;
- Name: _____, Address: _____
E-mail Id: _____, Signature _____ or failing him/her;
- Name: _____, Address: _____
E-mail Id: _____, Signature _____ or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the company, to be held on Friday, January 13th, 2023, at 12:00 noon at Logistics Park, opp. Jaika Automobiles, Ring Road No. 1, Raipur-492001, C.G., and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional*	
		For	Against
SPECIAL BUSINESS:			
1.	To consider and approve the appointment of Mr. Dhairya Jhamb (DIN: 01395425) as an Independent Director of the Company		
2.	To approve payment of remuneration to Executive Directors who are promoters in excess of 5% of the net profits of the company in a year as per Regulation 17(6)(e)(ii) of SEBI (LODR) Regulations, 2015		

Signed this _____ day of January, 2023.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp



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Note:

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 Proxy form which does not state the name of the Proxy shall not be considered valid.
3. Undated Proxy shall not be considered valid.
4. An instrument of Proxy is valid only if it is properly stamped as per the applicable law.
5. A Proxy need not be a member of the Company.
6. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
7. *This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
8. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
9. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
10. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the company/depository participant.



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Phone no.: 7000875525

ATTENDANCE SLIP

(To be presented at the entrance)

EXTRA-ORDINARY GENERAL MEETING

Regd. Folio No./DP ID / Client ID

Name & Address of First/Sole Shareholder

No. of Shares held

Name of the Joint Holder, if any

I hereby record my presence at the Extra-Ordinary General Meeting of the members of Shree Vasu Logistics Limited to be held on Friday, January 13th, 2023, at 12:00 noon at Logistics Park, opp. Jaika Automobiles, Ring Road No. 1, Raipur-492001, C.G.

Signature of Members/Proxy

Notes:

- Only Member/Proxy can attend the Meeting. No minor would be allowed at the Meeting.
- Member/Proxy wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance duly filled in and Signed.
- 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.



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Venue of the Meeting

Logistics Park, Opp. Jaika Automobiles, Ring Road No. 1,
Raipur - 492001, Chhattisgarh.

Route map of the Venue of Extra-ordinary General Meeting

