

NOTICE

NOTICE is hereby given that the 02nd Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (formerly known as Pristine Logistics & Infraprojects Private Limited) (hereinafter referred to as the "**Company**") in the financial year 2022-23 will be held on Wednesday, the 10th day of August, 2022 at 05:15 p.m. at a shorter notice at the registered office of the Company situated at 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel Delhi, NH-8, Mahipalpur, New Delhi-110037 to transact the following business:

SPECIAL BUSINESS:

Item No. 1:

Approval for creation of encumbrance and issuance of corporate guarantee

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 applicable provisions of the Companies Act, 2013, and in accordance with the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be accorded to the Board of Directors of the Company ("**Board**") to incur the obligations in connection with the rupee term loan facility aggregating up to Rs. 75,00,00,000/- (Rupees seventy five crore only) ("**Facility**") to be availed from Aditya Birla Finance Limited and such other lenders as may be agreed, by Pristine Mega Logistics Park Private Limited ("**Borrower**") in accordance with the terms of the facility agreement to be executed between the Borrower, Aditya Birla Finance Limited (as the Original Lender) and Aditya Birla Finance Limited (as the Facility Agent), as amended, modified, supplemented and restated from time to time ("**Facility Agreement**"), for securing / guaranteeing the payment/ repayment of all amounts payable by the Borrower as per the terms of the Facility, including but not limited to all principal payments, interest, prepayment premium, indemnities, liquidated damages, costs, charges, fees and expenses payable by the Borrower as per the terms of the Facility."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the obligations including such guarantees and security to be provided on behalf of the Company and to take such other steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, as may be required, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds, applications, documents and writings that may be required, on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

"**RESOLVED FURTHER THAT** the certified true copies of above resolution be furnished to any person concerned for their information and records."

Item No. 2:

Approval for increasing the remuneration of Mr. Satishkumarreddy Mulamreddy (DIN:09199183), Independent director of the Company

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 149 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder, as amended (collectively referred to as the "**Companies Act**") and other applicable law, if any, and pursuant to the

PRISTINE LOGISTICS & INFRAPROJECTS LIMITED

(Formerly known as Pristine Logistics & Infraprojects Private Limited)

CIN: U70102DL2008PLC178106

Registered Office : 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel, NH8, Mahipalpur, New Delhi-110037
Telephone : +91-11-47235800, 46772223 /24/27 **Fax :** +91-11-46772228
E-mail: coml@pristinelogistics.com **Web :** www.pristinelogistics.com

recommendation and approval of the nomination and remuneration committee and board of directors of the Company, the consent and approval of the members be and is hereby accorded that, in case the Company has no profit or inadequate profit in any financial year commencing from 2022-23, the total remuneration payable to Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) be up to Rs. 54,00,000/- (Rupees fifty-four lakh only) per annum, in addition to the payment of sitting fees, if any, for attending the meetings of the board and the committees (including adjourned meetings) as may be agreed by the board of directors of the Company and within the statutory limit."

"RESOLVED FURTHER THAT the board of directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regard, to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company."

"RESOLVED FURTHER THAT the certified true copies of above resolution be furnished to any person concerned for their information and records."

By order of the Board of Directors
For Pristine Logistics & Infraprojects Limited
(formerly known as Pristine Logistics & Infraprojects Private Limited)



(Phool Kumar Mishra)
Company Secretary

CSI Membership No. A11723
Address – 3rd Floor, Wing-B, Commercial
Plaza, Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037

Place : New Delhi
Date : 10.08.2022

NOTES:

1. The meeting is being convened at a shorter notice subject to the consent of the members. The members are requested to give their consent for convening the meeting at a shorter notice.
2. **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 AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 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 MEMBER.

3. Corporate members intending to send their authorised representatives to attend and vote at the extra ordinary general meeting are requested to send to the Company, a duly certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to special business to be transacted at the extra ordinary general meeting is attached herewith.

5. In accordance to Article 115.5.2 of the articles of association of the Company, the decisions at the extra ordinary general meeting are to be made by way of a poll. The polling paper is attached herewith and the same will also be available at the venue of the extra ordinary general meeting.
6. The relevant documents related to the business to be transacted at the meeting will be available for inspection during the business hour at the registered office of the Company till the conclusion of the extra ordinary general meeting.
7. Members/Proxies are requested to kindly take note that attendance slip, as sent herewith, is required to be produced at the venue of the extra ordinary general meeting duly filed in and signed for attending the meeting.
8. The route map is attached herewith for easy location of the venue of the extra ordinary general meeting.

By order of the Board of Directors
For Pristine Logistics & Infraprojects Limited
(formerly known as Pristine Logistics & Infraprojects Private Limited)



(Phool Kumar Mishra)
Company Secretary

ICSI Membership No. A11723
Address – 3rd Floor, Wing-B, Commercial
Plaza, Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037

Place : New Delhi
Date : 10.08.2022

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

Item No. 1:

As per Article 114.15.2 read with Article 115.3 of the articles of association of the Company, any transaction for, *inter alia*, transferring, Encumbering (as defined in the articles of association of the Company) or otherwise disposing off an asset of the Company having a value in excess of INR 1,00,00,000 (Rupees One Crore Only), in a single transaction or a series of connected transactions, is required to be consented by way of a resolution of the shareholders of the Company at a general meeting of the shareholders, at which the authorised representative of India Infrastructure Fund-II (the “Investor”) and at least 1 (one) of the Promoters (as defined in the articles of association of the Company) are present.

Pristine Mega Logistics Park Private Limited (“Borrower”), a wholly owned subsidiary of the Company, is proposing to avail rupee term loan facility for an aggregate amount of up to Rs.75,00,00,000 (Rupees seventy five crore only) (“Facility”) from Aditya Birla Finance Limited and such other lenders as may be agreed (collectively, the “Lenders”), under the facility agreement to be executed between the Borrower, Aditya Birla Finance Limited (as the Original Lender) and Aditya Birla Finance Limited (as the Facility Agent) (“Facility Agreement”). Catalyst Trusteeship Limited is proposed to be appointed as the security trustee (“Security Trustee”) in relation to the Facility.

One of the conditions of the Lenders for granting the Facility to the Borrower is that the Company shall provide the following securities and guarantees to secure and guarantee the Facility in favour of the Security Trustee:

- (a) a first ranking *pari passu* mortgage over the immovable properties of the Company located at village Chawa, village Bhorla and village Harbanspura (admeasuring approximately 11 acres) (“Mortgaged Properties”);
- (b) a first ranking *pari passu* pledge on the equity shares and preference shares (if any) of the Borrower held by the Company and Mr. Rajnish Kumar (as a nominee of the Company), constituting 100% (one hundred per cent.) of the issued and paid up share capital of the Borrower (on a fully diluted basis);
- (c) a first ranking *pari passu* charge and exclusive charge by way of hypothecation over all unsecured / subordinated loans, non-convertible debentures, optionally convertible debentures, compulsorily convertible preference shares, and all similar instruments, if any, extended by the Company to the Borrower; and
- (d) an unconditional and irrevocable corporate guarantee executed in favour of the Security Trustee, for the purpose of guaranteeing the fulfilment of the obligations of the Borrower as per the terms of Facility Agreement, to the satisfaction of the Facility Agent.

The Facility to be availed by the Borrower will be utilised for, *inter alia*, reimbursement of capital expenditure incurred by the Borrower, and incurring additional capital expenditure (including purchase of equipment, railway rakes, containers) in relation to the project being operated by the Borrower in Ludhiana, Punjab. Availing the Facility by the Borrower is in the best interest of the Borrower and the group.

The board has, at its meeting held on August 10, 2022, subject to the approval of the shareholders, granted its approval for providing the above-mentioned security and guarantee in favour of the Security Trustee to secure and guarantee the Facility.

Therefore, the board recommends the Ordinary Resolution as set out in the notice at item no. 1 for the approval of the members.

The relevant documents related to the proposed resolution at item no. 1 will be available for inspection by the members at the registered office of the Company during the business hours till the conclusion of the extra ordinary general meeting.

None of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the proposed resolution set out in item no. 1 except being associated with the Borrower as directors.

Item No. 2:

The members of the Company had appointed Mr. Satishkumarreddy Mulamreddy (DIN: 09199183) as an independent director on June 16, 2021. Subsequently, he was elected as chairman of the Company by the board of directors of the Company ("Board") on May 09, 2022. He is also serving as the chairman/member of various committees of the Company.

The Company has filed the draft red herring prospectus with Securities and Exchange Board of India, BSE and NSE for undertaking an initial public offer of its equity shares. Upon listing of the shares, the Company has to comply with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws.

In accordance with the Regulation 24(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Satishkumarreddy Mulamreddy, being an independent director of the Company was also appointed as a director on the board of material subsidiary i.e., Pristine Mega Logistics Park Private Limited.

He has over 28 years of experience as a civil servant in the Indian Revenue Service (Customs and Central Excise). He devotes his valuable time in the Company and provides his critical advice to the Company.

Mr. Satishkumarreddy Mulamreddy, being the chairman and independent director of the Company plays a crucial role in terms of bringing objectivity into the functioning of the Board and improving its effectiveness. Upon listing of shares, his responsibilities and duties will increase and his role as a chairman will be more onerous, which will require greater time commitment with high level of oversight.

In view of the above and on the recommendation of nomination and remuneration committee, the Board has decided (subject to the approval of the shareholders of the Company) that if in any financial year commencing from 2022-23, the Company has no profit or inadequate profit, Mr. Satishkumarreddy Mulamreddy would be entitled to receive a remuneration up to Rs. 54,00,000/- (Rupees fifty-four lakh only) per annum.

Further, the aforesaid remuneration would be in addition to the sitting fees, if any, for attending the meetings of the Board and the committees (including adjourned meetings) as may be agreed by the Board and within the statutory limit.

The Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditors, if any. The Company have not issued any non-convertible debentures.

The additional information as required under Schedule V to the Companies Act, 2013 is given below:

I	General Information	
(1)	Nature of industry	Logistics
(2)	Date or expected date of commencement of commercial production	Not Applicable
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable

(4)	Financial performance based on given Indicators	Total income: Rs. 2, 011.11 lakhs Profit after tax: Rs.947.66 lakhs Amount stated above as per audited financial statement for the financial year 2020-21
(5)	Foreign investments or collaborations, if any	Not Applicable
II	Information about the appointee :	
(1)	Background details	Mr. Satishkumarreddy Mulamreddy has over 28 years of experience as a civil servant in the Indian Revenue Service (Customs and Central Excise).
(2)	Past remuneration	He was entitled to receive sitting fees for attending the meetings of the Board and the committees (including adjourned meetings) and/or profit related commission depending upon the availability of net profit subject to the overall remuneration being up to Rs. 22,50,000/- (Rupees twenty-two lakh fifty thousand only) for the first financial year and up to Rs. 18,00,000/- (Rupees eighteen lakh only) per annum for the remaining tenure.
(3)	Recognition or awards	-
(4)	Job profile and his suitability	He plays a crucial role in terms of bringing objectivity into the functioning of the Board and improving its effectiveness.
(5)	Remuneration proposed	As mentioned above
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Upon listing of shares, his responsibilities and duties will increase and his role as a chairman will be more onerous, which will require greater time commitment with high level of oversight. The remuneration proposed to be paid is commensurate.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Besides drawing remuneration as stated above, he does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel of the Company.
III	Other information:	
(1)	Reasons of loss or inadequate profits	The Company works on SPV model where under the substantial business is conducted through SPVs (being subsidiaries). Some of the projects are under commissioning and some are having inadequate profits due to heavy initial depreciation and finance costs. Once the depreciation gets absorbed, and the business gets stabilized, the profitability
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	

		will improve. The Company is also in the process of setting up new projects which will start contributing to its profits in near future and with the economy opening up after COVID-19 pandemic setbacks, the existing projects would be better leveraged. Overall, the Company is expecting to generate adequate profits in future.
--	--	--

Pursuant to the provisions of Sections 149, 197 read with Schedule V of the Companies Act 2013, remuneration payable to independent director shall be approved by the members. Accordingly, the Board recommends the special resolution as set out in the notice for the approval of members.

The relevant documents related to the proposed resolution at item no. 2 will be available for inspection by the members at the registered office of the Company during the business hours till the conclusion of the extra ordinary general meeting.

None of the directors (except Mr. Satishkumarreddy Mulamreddy), key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the proposed resolution set out in item no. 2.

By order of the Board of Directors
For Pristine Logistics & Infraprojects Limited
(formerly known as Pristine Logistics & Infraprojects Private Limited)



(Phool Kumar Mishra)
Company Secretary

ICSI Membership No. A11723

Address – 3rd Floor, Wing-B, Commercial
Plaza, Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037

Place : New Delhi
Date : 10.08.2022

CONSENT OF MEMBERS FOR SHORTER NOTICE

Dated: _____

To
The Board of Directors
Pristine Logistics & Infraprojects Limited
(formerly known as Pristine Logistics & Infraprojects Private Limited)
3rd Floor, Wing-B, Commercial Plaza,
Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037

Dear Sir,

I/We, _____ (*Name of the Member*) holding _____ Equity Shares (*No. of Equity Shares*) of INR 5/- each in the Company hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 02nd Extra-Ordinary General Meeting of the members of the Company in the financial year 2022-23 on Wednesday, the 10th day of August, 2022 at 05:15 p.m. at a shorter notice.

Member's Signature

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 : U70102DL2008PLC178106
Name of the company : Pristine Logistics & Infraprojects Limited
Registered office : 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel Delhi, NH-8, Mahipalpur,
New Delhi-110037

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

1. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him/her
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him/her
3. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, .

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 02nd Extra Ordinary General Meeting of the members of the Company in the financial year 2022-23, to be held on Wednesday, the 10th day of August, 2022 at 05:15 p.m. at the registered office of the Company situated at 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel Delhi, NH-8, Mahipalpur, New Delhi-110037 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Approval for creation of encumbrance and issuance of corporate guarantee; and
2. Approval for increasing the remuneration of Mr. Satishkumarreddy Mulamreddy (DIN: 09199183), Independent director of the Company

Signed this day of, 2022

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Form No. MGT-12**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company : Pristine Logistics & Infraprojects Limited
Registered Office : 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel Delhi, NH-8, Mahipalpur,
New Delhi-110037

BALLOT PAPER

S. No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2	Postal address	
3	Registered folio No. /*Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I /We hereby exercise my/our vote in respect to Ordinary/Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

No.	Item No.	No. of shares held by me/us	I/We assent to the resolution	I/We dissent from the resolution
1	Approval for creation of encumbrance and issuance of corporate guarantee			
2	Approval for increasing the remuneration of Mr. Satishkumarreddy Mulamreddy (DIN: 09199183), Independent director of the Company			

Place :

Date :

(Signature of the shareholder / proxy)

ATTENDANCE SLIP

(Member(s) or his/ her proxy(ies) are requested to produce this slip at the venue of Meeting duly filed and signed)

Regd. Folio No./ Client ID* : _____

DP ID* : _____

Name of Member : _____

Name of Proxy Holder (if any) : _____

Number of Shares Held : _____

** Applicable to members holding shares in electronic form.*

I/We hereby record my/our presence at the 02nd Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (formerly known as Pristine Logistics & Infraprojects Private Limited) in the financial year 2022-23 held on Wednesday, the 10th day of August, 2022 at 05:15 p.m. at the registered office of the Company situated at 3rd Floor, Wing-B, Commercial Plaza, Radisson Hotel Delhi, NH-8, Mahipalpur, New Delhi-110037.

Member's Signature

Proxy's Signature

PRISTINE GROUP - ROUTE MAP

