

NOTICE

NOTICE is hereby given that the 03rd 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 Thursday, the 30th day of March 2023, at 05:50 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:

1. To approve 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 and is hereby accorded to the board of directors of the Company ("**Board**") to provide corporate guarantee and/or the securities in connection with the additional credit facilities up to an amount of Rs. 30,00,00,000/- (Rupees thirty crore only) ("**Facilities**") to be availed from HDFC Bank Limited ("**Lender**") by Pristine Mega Logistics Park Private Limited ("**Borrower**") in accordance with the terms of the addendum to facilities agreement to be executed between the Borrower and the Lender as amended, modified, supplemented and restated from time to time, for securing / guaranteeing the payment/ repayment of all amounts payable by the Borrower as per the terms of the addendum to facilities agreement."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate and finalise the terms and conditions of the Facilities including guarantees and security to be provided on behalf of the Company and to take such other steps as may 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/or 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 the above resolution."

"RESOLVED FURTHER THAT the certified true copies of the 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

ICSI Membership No. A11723

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

Place : New Delhi
Date : 30.03.2023

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

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/ authorization letter 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 : 30.03.2023**

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 Rs. 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 additional credit facilities up to an amount of Rs. 30,00,00,000/- (Rupees thirty crore only) ("**Facilities**") from HDFC Bank Limited ("**Lender**"), under the addendum to facilities agreement to be executed between the Borrower and the Lender. Catalyst Trusteeship Limited will be the common security trustee in relation to the Facilities.

One of the conditions of the Lender for granting the Facilities to the Borrower is that the Company shall provide the following securities and guarantees to secure and guarantee the Facilities:

- (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);
- (b) a first ranking *pari passu* 30% 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); and
- (c) an unconditional and irrevocable corporate guarantee, for the purpose of guaranteeing the fulfilment of the obligations of the Borrower as per the terms of addendum to facilities agreement.

The Facilities to be availed by the Borrower will be utilised for, *inter alia*, incurring capital expenditure including purchase of equipment, railway rakes and containers and construction of new terminal at line no. 10 of New Rewari station on DFCCIL/Railway land under Gati Shakti Multi Modal Cargo Terminal policy.

The board has, at its meeting held on March 30, 2023, subject to the approval of the shareholders, granted its approval for providing the above-mentioned security and guarantee to secure and guarantee the Facilities.

Accordingly, the board recommends the resolution set out at item No. 1 of the accompanying notice for the approval of the members as ordinary resolution.

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.

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 : 30.03.2023

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 Rs. 5/- each in the Company hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 03rd Extra-Ordinary General Meeting of the members of the Company in the financial year 2022-23 on Thursday, the 30th day of March 2023 at 05:50 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 03rd Extra Ordinary General Meeting of the members of the Company in the financial year 2022-23, to be held on Thursday, the 30th day of March 2023 at 05:50 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 resolution as indicated below:

Resolution No.

1. *To approve creation of encumbrance and issuance of corporate guarantee*

Signed this day of, 2023

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	To approve creation of encumbrance and issuance of corporate guarantee			

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 03rd 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 Thursday, the 30th day of March 2023 at 05:50 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

