

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PRISTINE LOGISTICS & INFRAPROJECTS LIMITED (FORMERLY KNOWN AS PRISTINE LOGISTICS & INFRAPROJECTS PRIVATE LIMITED) ("COMPANY") HELD ON TUESDAY, THE 22<sup>nd</sup> DAY OF MARCH 2022, AT 11:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3<sup>RD</sup> FLOOR, WING-B, COMMERCIAL PLAZA, RADISSON HOTEL DELHI, NH-8, MAHIPALPUR, NEW DELHI-110037**

**To re-designate Mr. Sanjay Mawar (DIN: 00303822) as Whole-time director of the Company with effect from the date of conversion of the Company and to fix his remuneration**

**"RESOLVED THAT** subject to approval of the members of the Company and pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended (collectively referred to as the **"Companies Act"**) and other applicable law, if any, the consent and approval of the board be and is hereby accorded for re-designation of Mr. Sanjay Mawar (DIN: 00303822) as a whole-time director of the Company for a period of 3 (three) consecutive years with effect from the date of conversion of the Company i.e., July 12, 2021 on the following terms and conditions:

**1. Terms:**

- a) The re-designation of Mr. Sanjay Mawar as a whole-time director for a period of 3 years shall be subject to the members' approval at the general meeting.
- b) He shall be liable to retire by rotation whilst he continues to hold office of whole-time director and his re-appointment on retirement by rotation as a director shall not be deemed to constitute a break in his office of whole-time director.

**2. Remuneration:**

Upto Rs. 120 Lakhs per annum (as may be decided by the management) excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act subject to maximum remuneration as specified in Part II Section II of Schedule V to the Companies Act.

**3. Minimum remuneration:**

In the event of no profit or inadequacy of profits in any financial year during his tenure as a whole-time director, the remuneration payable to him shall be in accordance with Section II of Part II of Schedule V of the Companies Act, as amended from time to time."

**"RESOLVED FURTHER THAT** subject to the approval of the members, the board of the directors of the Company be and is hereby authorized to alter and vary the terms and conditions of re-designation of the appointment and/or remuneration based on the recommendation of the nomination and remuneration committee from time to time."

**"RESOLVED FURTHER THAT** any of the directors and/or company secretary of the Company be and are hereby severally authorised to file necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi, and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

## **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED**

(Formerly known as Pristine Logistics & Infraprojects Private Limited )

**CIN: U70102DL2008PLC178106**

**Registered Office :** 3rd Floor, Wing-B, Commercial Plaza, Hotel Radisson, NH-8, Mahipalpur, New Delhi-110037  
Telephone : +91-11-47235800, 46772223 /24/27 Fax : +91-11-46772228  
E-mail: coml@pristinelogistics.com Web : www.pristinelogistics.com

“RESOLVED FURTHER THAT any of the directors and/or company secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions.”

**CERTIFIED TRUE COPY**

**For Pristine Logistics & Infraprojects Limited**  
**(formerly known as Pristine Logistics & Infraprojects Private Limited)**



**(Phool Kumar Mishra)**

**Company Secretary**

**Membership No. A11723**

**Address – 3<sup>rd</sup> Floor, Wing-B, Commercial Plaza,**

**Radisson Hotel Delhi, NH-8,**

**Mahipalpur, New Delhi-110037**



**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE 05<sup>th</sup> EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF PRISTINE LOGISTICS & INFRAPROJECTS LIMITED (FORMERLY KNOWN AS PRISTINE LOGISTICS & INFRAPROJECTS PRIVATE LIMITED) ("COMPANY") IN THE FINANCIAL YEAR 2021-22 HELD ON TUESDAY, THE 22<sup>nd</sup> DAY OF MARCH, 2022, AT 04:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 3<sup>rd</sup> FLOOR, WING-B, COMMERCIAL PLAZA, RADISSON HOTEL DELHI, NH-8, MAHIPALPUR, NEW DELHI-110037**

**To approve the re-designation of Mr. Sanjay Mawar (DIN:00303822) as whole-time director of the Company and payment of remuneration thereof**

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended (collectively referred to as the **"Companies Act"**) and other applicable law, if any, the consent of the members be and is hereby accorded for re-designation of Mr. Sanjay Mawar (DIN: 00303822) as a whole-time director of the Company for a period of 3 (three) consecutive years on the following terms and conditions:

**1. Terms:**

- a) The re-designation of Mr. Sanjay Mawar as a whole-time director for a period of 3 (three) consecutive years will be effective from the date of conversion of the Company i.e., July 12, 2021;
- b) He shall be liable to retire by rotation whilst he continues to hold office of whole-time director and his re-appointment on retirement by rotation as a director shall not be deemed to constitute a break in his office of whole-time director.

**2. Remuneration:**

Upto Rs. 120 Lakhs per annum (as may be decided by the management) excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act subject to maximum remuneration as specified in Part II Section II of Schedule V to the Companies Act.

**3. Minimum remuneration:**

In the event of no profit or inadequacy of profits in any financial year during his tenure as a whole-time director, the remuneration payable to him shall be in accordance with Section II of Part II of Schedule V of the Companies Act, as amended from time to time."

**"RESOLVED FURTHER THAT** the board of the directors of the Company be and is hereby authorized to alter and vary the terms and conditions of re-designation of the appointment and/or remuneration based on the recommendation of the nomination and remuneration committee from time to time."

**"RESOLVED FURTHER THAT** any of the directors and/or company secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be required or deemed expedient to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana, located at New Delhi."

## **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED**

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E-mail: coml@pristinelogistics.com Web : www.pristinelogistics.com



**"RESOLVED FURTHER THAT** any of the directors and/or company secretary of the Company be and are hereby severally authorised to certify the true copy of the aforesaid resolutions."

**CERTIFIED TRUE COPY**

**For Pristine Logistics & Infraprojects Limited**  
**(formerly known as Pristine Logistics & Infraprojects Private Limited)**



**(Phool Kumar Mishra)**  
**Company Secretary**  
**Membership No. A11723**  
**Address – 3<sup>rd</sup> Floor, Wing-B, Commercial Plaza,**  
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