

PRISTINE LOGISTICS & INFRAPROJECTS LIMITED ("COMPANY")

MATERIALITY POLICY

This materiality policy has been formulated for considering the materiality threshold and disclosure approach for legal proceedings involving the Company, its directors and promoters, its subsidiaries, group companies, and material creditors of the Company.

I. Legal Proceedings:

Material civil litigation:

Company:

All civil cases involving the Company, which involve an amount exceeding 1% of the revenue, as per the latest restated consolidated financial statements for the nine-months ended December 31, 2021, be considered material.

The Company's revenue as per the latest restated consolidated financial statements for the nine-months ended December 31, 2021 is approx. ₹ 5,012.85 million.

1% of the revenue is approx. ₹ 50.13 million. Accordingly, civil cases involving the Company, which involve an amount of more than ₹ 50.13 million shall be considered material.

Further, the following shall be considered material litigation in relation to the Company:

- a. where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the amount of ₹ 50.13 million i.e., 1% of the revenue, as per the latest restated consolidated financial statements for the nine-months ended December 31, 2021; or
- b. all other outstanding litigation which may not meet the specific threshold and parameters, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of the Company.

Subsidiaries:

All the civil cases involving the subsidiaries of the Company which involve an amount of more than ₹ 50.13 million, being 1% of the revenue of the Company as per the latest restated consolidated financial statements for the nine-months ended December 31, 2021, shall be considered material.

Further, all outstanding litigation which may not meet the monetary threshold, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of the Company would be considered material.

Directors and Promoters, as applicable:

All the civil cases involving the directors and individual promoters of the Company, as applicable, which involve an amount of more than ₹ 50.13 million, being 1% of the revenue of the Company as per the latest restated consolidated financial statements for the nine-months ended December 31, 2021, shall be considered material.

Further, all outstanding litigation which may not meet the monetary threshold, but where an adverse outcome would materially and adversely affect the business, operations or financial position or reputation of the Company would be considered material.

Group Companies:

In relation to legal proceedings involving the group companies, a certificate will be obtained in relation to any material litigation involving the group companies, the outcome of which could have an impact on the Company or the offer. Further, the board of the Company may pass a resolution taking on record such certificate provided by the group companies.

Other legal proceedings

(i) all outstanding criminal proceedings; (ii) all outstanding actions by regulatory authorities and statutory authorities; and (iii) outstanding claims related to direct and indirect tax matters in a consolidated manner, giving the number of cases and total amount, involving the Company, its subsidiaries, promoters and directors will be disclosed in the offer documents.

Further, any disciplinary action including penalty imposed by the Securities and Exchange Board of India or stock exchanges against the promoters of the Company in the last five financial years including outstanding action as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") will be disclosed in the offer documents.

Materials dues owed to creditors:

In relation to disclosure of outstanding material dues owed to creditors, the dues owed by the Company to any creditor of the Company having a monetary value which exceeds 5% of total outstanding dues (that is trade payables) of the Company as on the date of the latest restated consolidated financial statements of the Company disclosed in the offer documents be considered as material dues for the Company.

General

It is clarified that the Policy is solely for the purpose of disclosure requirements in offer documents prescribed under the SEBI ICDR Regulations and should not be applied towards any other purpose.

The Policy shall be without prejudice to any disclosure requirements which may be prescribed by SEBI and/ or any other regulatory or statutory authority with respect to listed companies or disclosure

requirements as may be prescribed by SEBI through its observations on the offer documents, or disclosures that may arise from any investor or other complaints.

The Policy shall be subject to review/changes as may be deemed necessary and in accordance with applicable law from time to time.