

**NOTICE**

**NOTICE** is hereby given that the 14<sup>th</sup> Annual General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (formerly known as Pristine Logistics & Infraprojects Private Limited) (hereinafter referred to as "the Company") will be held on Tuesday, the 27<sup>th</sup> day of September 2022, at 04:30 p.m. at a shorter notice, 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 transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2022, together with the reports of the board of directors and auditor thereon.
2. To appoint a director in place of Mr. Sanjay Mawar (DIN: 00303822) who, retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. To fix the remuneration of Ms. Anuradha Mukhedkar (DIN: 09564768), independent director of the Company

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 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 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 for the payment of Rs. 12,00,000/- (Rupees twelve lakh only) per financial year as remuneration to Ms. Anuradha Mukhedkar (DIN: 09564768), independent director of the Company, even in case the Company has no profit or inadequate profit during her tenure as independent director i.e., in any of 3 (three) financials years commencing from the financial year 2022-23, 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 and within the statutory limit."

**"RESOLVED FURTHER THAT** the board of the directors of the Company be and is hereby authorized to alter and vary the 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."

## **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

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

**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 – 3<sup>rd</sup> Floor, Wing-B, Commercial  
Plaza, Radisson Hotel Delhi, NH-8,  
Mahipalpur, New Delhi -110037

Place : New Delhi  
Date : 12.09.2022

**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 ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. 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. 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 annual general meeting is attached herewith.
4. The details of the director seeking re-appointment at the 14<sup>th</sup> Annual General Meeting are provided in Annexure A of this notice. The Company has received the requisite consent/declaration for the re-appointment under the Companies Act, 2013 and the rules made thereunder.
5. Corporate members intending to send their authorised representatives to attend and vote at annual 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.
6. Members who have not registered their e-mail address or who want to update a fresh e-mail address are requested to register/update their e-mail address with the Company for receiving communication in electronic form.

7. The relevant documents related to the business to be transacted at the meeting along with the relevant statutory registers will be available for inspection during the business hour at the registered office of the Company till the conclusion of the annual general meeting.
8. In accordance to Article 115.5.2 of the articles of association of the Company, the decisions at the annual 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 annual general meeting.
9. Members/Proxies are requested to kindly take note that attendance slip, as sent herewith, is required to be produced at the venue of the annual general meeting duly filed in and signed for attending the meeting.
10. The route map is attached herewith for easy location of the venue of the annual 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 – 3<sup>rd</sup> Floor, Wing-B, Commercial  
Plaza, Radisson Hotel Delhi, NH-8,  
Mahipalpur New Delhi -110037

Place : New Delhi  
Date : 12.09.2022

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

**Item No. 3:**

On April 11, 2022, Ms. Anuradha Mukhedkar (DIN: 09564768) was appointed as an additional independent director by the board of directors of the Company. Subsequently, her appointment as independent director for a term of three consecutive years was approved by the members in the extra ordinary general meeting held on May 09, 2022.

Ms. Anuradha Mukhedkar, being independent director of the Company plays a crucial role in terms of bringing objectivity into the functioning of the board and improving its effectiveness. She is also serving as the chairperson/member of various committees of the Company.

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), to fix her remuneration at Rs. 12,00,000/- (Rupees twelve lakh only) per financial year commencing from the financial year 2022-23, even in case the Company has no profit or inadequate profit during her tenure as independent director.

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	(Amount in millions of ₹)		
		Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
		Total income	148.49	201.11
		Profit after tax	(60.94)	94.77
(5)	Foreign investments or collaborations, if any	Not Applicable		
II	Information about the appointee :			
(1)	Background details	Ms. Anuradha Mukkhedkar joined the civil services in 1985 and was associated with the Indian Railway Accounts Service, West Central Railway, Jabalpur and the Centre for Railway Information Systems as its director (finance) and managing director.		
(2)	Past remuneration	Entitlements and reimbursements allowed under the Companies Act, 2013 for		

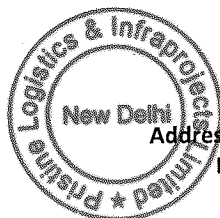
		attending the meetings of the board and the committees (including adjourned meetings)
(3)	Recognition or awards	-
(4)	Job profile and his suitability	She plays a crucial role in terms of bringing objectivity into the functioning of the board and improving its effectiveness.
(5)	Remuneration proposed	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)	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, she does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or directors of the Company.
III	<b>Other information:</b>	
(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 will improve. The Company is also in the process of setting up new projects which will start contributing to its profits in near future. Overall, the Company is expecting to generate adequate profits in future.
(2)	Steps taken or proposed to be taken for improvement	
(3)	Expected increase in productivity and profits in measurable terms	


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 ordinary resolution as set out in the notice at the item no. 3 for the approval of members.

The relevant documents related to the proposed resolution at item no. 3 will be available for inspection by the members at the registered office of the Company during the business hours till the conclusion of the annual general meeting.

None of the directors (except Ms. Anuradha Mukhedkar), 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. 3.

**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 – 3<sup>rd</sup> Floor, Wing-B, Commercial**  
**Plaza, Radisson Hotel Delhi, NH-8,**  
**Mahipalpur New Delhi -110037**

Place : New Delhi  
Date : 12.09.2022

**Annexure A**

**Details of director seeking re-appointment at the 14<sup>th</sup> Annual General Meeting of the company**  
*(Pursuant to the applicable secretarial standard)*

<b>Name of the director</b>	Sanjay Mawar
<b>Director Identification Number (DIN)</b>	00303822
<b>Age</b>	53 years
<b>Qualification</b>	He holds a bachelor's degree in arts (honours) from the University of Delhi. He also holds a bachelor's degree in law from Faculty of Law, University of Delhi.
<b>Experience</b>	He has over 26 years of experience in law and administration, including over 14 years of experience as an entrepreneur.
<b>Terms and conditions of re-appointment along with details of remuneration sought to be paid and the last drawn by him, if applicable</b>	<p>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.</p> <p>The members in the extra ordinary general meeting held on March 22, 2022 had approved the remuneration of Mr. Sanjay Mawar i.e., up to 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, 2013 subject to maximum remuneration as specified in Part II Section II of Schedule V to the Companies Act, 2013</p>
<b>Date of first appointment on the board</b>	May 14, 2008
<b>Shareholding in the Company</b>	53,89,776 equity shares having face value of Rs. 5/- each
<b>Relationship with other directors, managers and other key managerial personnel of the Company</b>	Not related to any director/key managerial personnel of the company
<b>Number of board meeting attended during the year under review</b>	7 (seven)
<b>Directorship held in other companies</b>	<ol style="list-style-type: none"><li>1. Kanpur Logistics Park Private Limited</li><li>2. Indomatrix Logistics Private Limited</li><li>3. Pristine Magadh Infrastructure Private Limited</li><li>4. Techlog Support Services Private Limited</li><li>5. Pristine Hindustan Infraprojects Private Limited</li><li>6. Self Care Infrastructure and Developers Private Limited</li></ol>
<b>Membership/ Chairmanship of committees of other boards</b>	<ol style="list-style-type: none"><li>1. Member of audit committee of Pristine Magadh Infrastructure Private Limited</li><li>2. Member of corporate social responsibility committee of Kanpur Logistics Park Private Limited</li></ol>

**CONSENT OF MEMBERS FOR SHORTER NOTICE**

Dated: \_\_\_\_\_

To  
The Board of Directors  
Pristine Logistics & Infraprojects Limited  
(formerly known as Pristine Logistics & Infraprojects Private Limited)  
3<sup>rd</sup> 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 14<sup>th</sup> Annual General Meeting of the Company on Tuesday, the  
27<sup>th</sup> day of September 2022, at 04:30 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  
(formerly known as Pristine Logistics & Infraprojects Private Limited)  
Registered office : 3<sup>rd</sup> 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
2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him
3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_  
E-mail Id : \_\_\_\_\_  
Signature : \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 14<sup>th</sup> Annual General Meeting of the Company, to be held on Tuesday, the 27<sup>th</sup> day of September 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2022, together with the reports of the board of directors and auditor thereon;
2. To appoint a director in place of Mr. Sanjay Mawar (DIN: 00303822) who, retires by rotation and being eligible, offers himself for re-appointment; and
3. To fix the remuneration of Ms. Anuradha Mukhedkar (DIN: 09564768), 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  
(formerly known as Pristine Logistics & Infraprojects Private Limited)  
Registered Office : 3<sup>rd</sup> 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 receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2022, together with the reports of the board of directors and auditor thereon.			
2.	To appoint a director in place of Mr. Sanjay Mawar (DIN: 00303822) who, retires by rotation and being eligible, offers himself for re-appointment.			
3.	To fix the remuneration of Ms. Anuradha Mukhedkar (DIN: 09564768), independent director of the Company			

Place :  
Date :

(Signature of the shareholder)

**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 **14<sup>th</sup> Annual General Meeting** of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (formerly known as Pristine Logistics & Infraprojects Private Limited) held on Tuesday, the 27<sup>th</sup> day of September 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.

\_\_\_\_\_

Member's Signature

\_\_\_\_\_

Proxy's Signature

# PRISTINE GROUP - ROUTE MAP

