

NOTICE

NOTICE is hereby given that the 01st Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (hereinafter referred to as the "**Company**") in the financial year 2024-25 will be held on Tuesday, the 24th day of December 2024, at 01:30 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 for availing loan by Kanpur Logistics Park Private Limited

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, the consent and approval of the shareholders of the Company be and is hereby 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. 100,00,00,000/- (Rupees One Hundred crore only) ("**Facility**") to be availed from Aditya Birla Finance Limited and such other lenders as may be agreed, by Kanpur 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), Aditya Birla Finance Limited (as the Mandated Lead Arranger) and Aditya Birla Finance Limited (as the Facility Agent) (as amended, modified, supplemented and amended 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 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 above resolution."

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

2. To approve creation of encumbrance and issuance of corporate guarantee for loans availed by Pristine Mega Logistics Park Private Limited

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, the consent and approval of the shareholders of the Company be and is hereby accorded to the board of directors of the Company ("**Board**") to incur the obligations in

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

connection with the rupee term loan facility aggregating up to Rs. 51,00,00,000/- (Rupees Fifty Crore only) ("TL Facility") from HDFC Bank Limited and Working capital facility aggregating up to Rs. 82,00,00,000/- (Rupees Eighty crore only) ("WC Facility") to be availed from HDFC Bank Limited, Yes Bank and IndusInd Bank Limited or 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 and Lender (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 consent and approval of shareholders of the Company is hereby accorded to the Board to negotiate and finalize the terms and conditions of the obligations including providing guarantees and creation of security by way of pledge, 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 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 above resolution."

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

3. Authorization for realignment of security

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, if any, of the Companies Act, 2013 and rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the memorandum and articles of association of the Company, the consent and approval of the members be and is hereby accorded for creating/realigning the Existing Security with respect to all the credit facilities availed from ABFL and TCL ("Lenders"), over the Mortgaged Properties as follows:

(a) For WC Facilities:

A second ranking pari passu ranking charge (ranking pari passu inter se between WC Facilities) by way of mortgage over the immovable properties of the Company, located at village Chawa, village Bhorla and village Harbanspura (admeasuring approximately 11 acres) ("Mortgaged Properties") in favour of the Common Security Trustee under the memorandum of entry recording the deposit of title deeds to be executed by the Common Security Trustee ("MOE") and declaration of mortgage to be executed by the Company and HoldCo (collectively "Mortgage Documents");

(b) TL Facilities


A first ranking pari passu ranking charge (ranking pari passu inter se between TL Facilities) by way of mortgage on the Mortgaged Properties by the Company in favour of the Common Security Trustee under the Mortgage Documents.

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with aforesaid revision in the term loan and working capital facilities or creation of security interest."

"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




(Nandan Chopra)
Chief Financial Officer
Address – 3rd Floor, Wing-B, Commercial
Plaza, Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037

Place: New Delhi
Date: 24.12.2024

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 its representative to attend and vote on its 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**



**(Nandan Chopra)
Chief Financial Officer**

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

**Place: New Delhi
Date: 24.12.2024**

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. 100,00,00,000 (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.

Kanpur 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.100,00,00,000 (Rupees One Hundred 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:

- (1) a first ranking exclusive charge by way of pledge over the shares of the Borrower held by the Company constituting 100% (*one hundred per cent*) of the issued and paid-up equity and preference share capital of the Borrower (on a fully diluted basis) ("**Pledged Securities**");
- (2) an unconditional and irrevocable corporate guarantee executed in favour of the Security Trustee, in relation to the Facility (the "**Corporate Guarantee**"); and
- (3) an undertaking from the Company in favour of the Security Trustee for the benefit of the Lenders in relation to, *inter alia*, subordination of the subordinated debt under the Facility (the "**Sponsor Undertaking**"),

and any other security and/or undertaking as may be required by the Lenders in relation to the Facility, from time to time.

The Facility to be availed by the Borrower will be utilized for, *inter alia* Capex for gati shakti terminals, reimbursement of capex done in the past 12 months, inter-corporate deposits into group companies, working capital requirements of the borrower. 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 December 24, 2024, 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.

Accordingly, the board recommends the resolution set out at item no. 1 of the accompanying notice for the approval of the shareholders as an 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 except being associated with the Borrower as directors.

Item No. 2 & 3:

As per Article 114.15.2 read with Article 115.3 of the articles of association of the Company, any transaction for, *inter alia*:

- (i) Incurring any additional indebtedness in excess of Rs. 5,00,00,000 (Rupees five crore only) from the approved business plan;
- (ii) Incurring any capital expenditure, in a single transaction or a series of connected transactions, in excess of Rs. 1,00,00,000 (Rupees one crore only);
- (iii) Making any investment in or acquiring any other businesses or companies or undertakings or assets in value exceeding INR 5,00,00,000 (Rupees five crore only), in a single transaction or as series of transactions;
- (iv) Transferring, Encumbering (as defined in the articles of association of the Company) or otherwise disposing off any assets 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;
- (v) Any commitment or agreement to do any of the foregoing,

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.

The board of directors of the Pristine Mega Logistics Park Private Limited ("**Borrower**") at its meeting held on December 18, 2024, proposed amendments, revision and consolidation of the existing security trustee agreements entered between the Company, Aditya Birla Finance Limited (ABFL), Tata Capital Limited (TCL) and the Catalyst Trusteeship Limited. The proposal is to streamline and consolidate security arrangements for the aforementioned facilities and appoint Catalyst Trusteeship Limited to act as the **Common Security Trustee** for ABFL and TCL. This will be achieved by amending, restating, and consolidating the existing Security Trustee Agreements and executing an amended and restated common security trustee agreement.

Further, the board of directors of the Borrower proposing to revise the existing credit facility limits availed by the Company from various banks and pursuant to the sanction letters from the respective banks, the following changes in the amounts have been agreed:

Amount in Rs. Crores

Name of the Bank	Nature of facility			
	Term loan (" TL Facilities 1 ")		Working capital (" WC Facilities ")	
	Existing	Proposed	Existing	Proposed
HDFC Bank	25.00	76.00	90.00	100.00
Yes Bank	50.00	20	48.00	90.00
IndusInd Bank	-	-	60.00	90.00
Total	75.00	96.00	198.00	280.00

Revision and modification of the security structure in relation to the TL Facilities 1, WC Facilities and other credit facilities availed by the Company from ABFL and TCL ("**TL Facilities 2**"), are outlined below (TL Facilities 1 and TL Facilities 2 shall collectively be referred to as "**TL Facilities**"):

(a) **For WC Facilities:**

A second ranking pari passu ranking charge (ranking pari passu inter se between WC Facilities) by way of mortgage over the immovable properties of the Company, located at village Chawa, village Bhorla and village Harbanspura (admeasuring approximately 11 acres) ("**Mortgaged Properties**") in favour of the Common Security Trustee under

the Mortgage Documents;

(b) TL Facilities

A first ranking pari passu ranking charge (ranking pari passu inter se between TL Facilities) by way of mortgage on the Mortgaged Properties by the Company in favour of the Common Security Trustee under the Mortgage Documents.

Accordingly, the board recommends the resolution set out at item no. 2 and 3 of the accompanying notice for the approval of the shareholders as an ordinary resolution.

The relevant documents related to the proposed resolution at item no. 2 and 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 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. 2 and 3 except being associated with the Borrower as directors.

**By order of the Board of Directors
For Pristine Logistics & Infraprojects Limited**



**(Nandan Chopra)
Chief Financial Officer
Address – 3rd Floor, Wing-B, Commercial
Plaza, Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037**

**Place: New Delhi
Date: 24.12.2024**

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 01st Extra Ordinary General Meeting of the members of the Company in the financial year 2024-25 on Tuesday, the 24th day of December 2024, at 01:30 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
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 01st Extra Ordinary General Meeting of the members of the Company in the financial year 2024-25, to be held on Tuesday , the 24th day of December 2024, at 01:30 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 for availing loan by Kanpur Logistics Park Private Limited;
2. To approve creation of encumbrance and issuance of corporate guarantee for loans availed by Pristine Mega Logistics Park Private Limited, and
3. Authorization for realignment of security

Signed this day of, 2024

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 for availing loan by Kanpur Logistics Park Private Limited			
2	To approve creation of encumbrance and issuance of corporate guarantee for loans availed by Pristine Mega Logistics Park Private Limited			
3	Authorization for realignment of security			

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 01st Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** in the financial year 2024-25 held on Tuesday, the 24th day of December 2024, at 01:30 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

