

**NOTICE**

**NOTICE** is hereby given that the 01<sup>st</sup> 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 2023-24 will be held on Friday, the 23<sup>rd</sup> day of June 2023, at 05:00 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:

**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, 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. 50,00,00,000/- (Rupees fifty crore only) ("**Facility**") to be availed from Aditya Birla Finance Limited and 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, Aditya Birla Finance Limited (as the Original Lender) and Aditya Birla Finance Limited (as the Facility Agent), 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 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 invest in the equity shares of Sical Infra Assets 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**") for investing in Sical Infra Assets Limited ("**SIAL**") by way of acquisition of 2,47,32,286 equity shares of Rs. 10/- each of SIAL from Old Lane Mauritius IV Limited at a consideration of Rs. 35,00,00,000/- (Rupees thirty five crore only)."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to sign, execute, deliver and perform the share purchase agreement and/or any other documents as may be required, on behalf of the Company, and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to 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@pristine logistics.com Web : www.pristinelogistics.com

**"RESOLVED FURTHER THAT** the certified true copies of 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 – 3<sup>rd</sup> Floor, Wing-B, Commercial  
Plaza, Radisson Hotel Delhi, NH-8,  
Mahipalpur, New Delhi-110037**

**Place: New Delhi**

**Date: 23.06.2023**

**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  
(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: 23.06.2023**

**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 rupee term loan facility for an aggregate amount of up to Rs.50,00,00,000 (Rupees fifty 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:

- (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* 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 percent) of the issued and paid up share capital of the Borrower (on a fully diluted basis);
- (c) a first ranking *pari passu* charge and exclusive charge by way of hypothecation over all unsecured / subordinated loans, non-convertible debentures, optionally convertible debentures, compulsorily convertible preference shares, and all similar instruments, if any, extended by the Company to the Borrower; and
- (d) an unconditional and irrevocable corporate guarantee executed in favour of the Security Trustee, for the purpose of guaranteeing the fulfilment of the obligations of the Borrower as per the terms of Facility Agreement, to the satisfaction of the Facility Agent.

The Facility to be availed by the Borrower will be utilised for, *inter alia*, incurring additional capital expenditure including reimbursement of past capital expenditure incurred by the Borrower in relation to the project being operated by the Borrower in Ludhiana, Punjab and repaying the sponsor loan availed by 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 June 23, 2023, 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:**

As per Article 114.15.2 read with Article 115.3 of the articles of association of the Company, any transaction for, *inter alia*, making any investment in or acquiring any other businesses or companies or undertakings or assets in value exceeding Rs. 5,00,00,000 (Rupees five 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.

The Company is proposing to invest in its step down subsidiary company namely Sical Infra Assets Limited ("SIAL") by acquiring 2,47,32,286 equity shares of Rs. 10/- each representing 46.40 % of the paid up share capital of SIAL at a consideration of Rs. 35 crore from its existing shareholder i.e., Old Lane Mauritius IV Limited.

The board has at its meeting held on June 23, 2023, subject to the approval of the shareholders, granted its approval for investing in SIAL. Accordingly, the board recommends the resolution set out at item no. 2 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 will be available for inspection by the shareholders 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 except being associated with SIAL as directors.

**By order of the Board of Directors**  
**For Pristine Logistics & Infraprojects Limited**  
(formerly known as Pristine Logistics & Infraprojects Private Limited)



A handwritten signature in blue ink, appearing to read "Phool Kumar Mishra".

**(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: 23.06.2023**

**CONSENT OF MEMBERS FOR SHORTER NOTICE**

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

To  
The Board of Directors  
Pristine Logistics & Infraprojects Limited  
(formerly known as Pristine Logistics & Infraprojects Private Limited)  
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 01<sup>st</sup> Extra Ordinary General Meeting of the members of the Company in the financial year 2023-24 on Friday, the 23<sup>rd</sup> day of June 2023, at 05:00 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 : 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/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 01<sup>st</sup> Extra Ordinary General Meeting of the members of the Company in the financial year 2023-24, to be held on Friday, the 23<sup>rd</sup> day of June 2023, at 05:00 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 resolution as indicated below:

**Resolution No.**

1. To approve creation of encumbrance and issuance of corporate guarantee; and
2. To invest in the equity shares of Sical Infra Assets Limited

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 : 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 approve creation of encumbrance and issuance of corporate guarantee			
2	To invest in the equity shares of Sical Infra Assets Limited			

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 01<sup>st</sup> Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (formerly known as Pristine Logistics & Infraprojects Private Limited) in the financial year 2023-24 held on Friday, the 23<sup>rd</sup> day of June 2023, at 05:00 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

