

NOTICE

NOTICE is hereby given that the 02nd Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (hereinafter referred to as the "**Company**") in the financial year 2023-24 will be held on Tuesday, the 07th day of November 2023, at 04:30 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 the increase in remuneration of Mr. Amit Kumar (DIN: 01928813), whole-time director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, if any, and based on the recommendation and approval of the nomination and remuneration committee and the board of directors of the Company, the consent and approval of the members of the Company be and is hereby accorded for increasing the remuneration of Mr. Amit Kumar (DIN: 01928813), whole-time director of the Company, up to an amount of Rs. 17.50 million per annum excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013, with effect from April 01, 2023."

"**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, Mr. Amit Kumar be and is hereby entitled to receive up to the limit as approved by the members herein above, as minimum remuneration."

"**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."

"**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."

2. **To approve the increase in remuneration of Mr. Sanjay Mawar (DIN: 00303822), whole-time director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 197 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, if any, and based on the recommendation and approval of the nomination and remuneration committee and the board of directors of the Company, the consent and approval of the members of the Company be and is hereby accorded for increasing the remuneration of Mr. Sanjay Mawar (DIN: 00303822), whole-time director of the Company, up to an amount of Rs. 17.50 million per annum excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013, with effect from April 01, 2023."

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 in the event of loss or inadequacy of profits in any financial year, Mr. Sanjay Mawar be and is hereby entitled to receive up to the limit as approved by the members herein above, as minimum remuneration."

"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."

"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."

3. To approve the increase in remuneration of Mr. Rajnish Kumar (DIN: 01507736), whole-time director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 and the rules and regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable laws, if any, and based on the recommendation and approval of the nomination and remuneration committee and the board of directors of the Company, the consent and approval of the members of the Company be and is hereby accorded for increasing the remuneration of Mr. Rajnish Kumar (DIN: 01507736), whole-time director of the Company, up to an amount of Rs. 17.50 million per annum excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013, with effect from April 01, 2023."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, Mr. Rajnish Kumar be and is hereby entitled to receive up to the limit as approved by the members herein above, as minimum remuneration."

"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."

"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




(Phool Kumar Mishra)
Company Secretary

ICSI Membership No. A11723

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

Place : New Delhi
Date : 07.11.2023

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**



**(Phool Kumar Mishra)
Company Secretary**

ICSI Membership No. A11723

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

**Place : New Delhi
Date : 07.11.2023**

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

Item No. 1-3:

Mr. Amit Kumar (DIN: 01928813), Mr. Sanjay Mawar (DIN:00303822) and Mr. Rajnish Kumar (DIN: 01507736), whole-time directors of the company, have knowledge, expertise, experience, and competence in the sector in which the Company operates and possess management and leadership skills by virtue of which they have been effectively managing the Company's business operations and taking the Company to new heights. They are also driving the business development, operations, and strategies for growth in the market share 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 members of the Company), to increase their remuneration from Rs. 12 million per annum (excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013 ("Act") to Rs. 17.50 million per annum (excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Act), with effect from April 01, 2023.

The statement containing additional information as required under Schedule V to the Act 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	Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
		Total income	Rs. 760.30 million	Rs. 148.49 million
		Profit after tax	Rs.(44.38) million	Rs. (60.94) million
(5)	Foreign investments or collaborations, if any	None		

II.	Information:	Mr. Amit Kumar	Mr. Sanjay Mawar	Mr. Rajnish Kumar
(1)	Background details	<p>He is a promoter and whole-time director of the Company.</p> <p>He holds a bachelor's degree in arts (honours) University of Delhi.</p> <p>He has over 30 years of experience in government, railways and logistics sector, including over 14 years of experience as an entrepreneur.</p>	<p>He is a promoter and whole-time director the Company.</p> <p>He holds a bachelor's degree in arts (honours) from University of Delhi. He also holds a bachelor's degree in law from Faculty of Law, University of Delhi.</p> <p>He has over 27 years of experience in law and administration, including over 15 years of experience as an entrepreneur.</p>	<p>He is a promoter and whole-time director the Company.</p> <p>He holds a master's degree in psychology from University of Delhi. He belongs to the 1991 batch of civil servants (IRTS).</p>

II.	Information:	Mr. Amit Kumar	Mr. Sanjay Mawar	Mr. Rajnish Kumar
		Previously, he was associated with the Indian Railway Traffic Service ("IRTS").	He has also been a member of the Supreme Court Bar Association since April 19, 2005.	He has over 30 years of experience with Indian Railways, CONCOR and the Company.
(2)	Past remuneration	Upto Rs. 120 lakhs per annum excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013	Upto Rs. 120 lakhs per annum excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013	Upto Rs. 120 lakhs per annum excluding the perquisites as mentioned under Section IV of Part II of Schedule V of the Companies Act, 2013
(3)	Recognition or awards	-	-	-
(4)	Job profile and his suitability	Mr. Sanjay Mawar looks after the legal and contractual aspects of the business.	Mr. Rajnish Kumar looks after business strategy.	Mr. Amit Kumar looks after business strategy.
(5)	Remuneration proposed	As mentioned above	As mentioned above	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	The remuneration proposed to be paid is commensurate	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.	He is a shareholder of the Company and drawing remuneration as whole time director. He does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other directors of the Company	He is a shareholder of the Company and drawing remuneration as whole time director. He does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other directors of the Company	He is a shareholder of the Company and drawing remuneration as whole time director. He does not have any other pecuniary relationship directly or indirectly with the Company or with the managerial personnel or other directors of the Company

III.	Other information:	
(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. 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	

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 has not issued any non-convertible debentures.

Pursuant to the provisions of Sections 197 read with Schedule V of the Act, the approval of the members is required for increasing the remuneration of the whole –time directors of the Company. Accordingly, the board of directors recommends the special resolutions set out at item no. 1-3 of the notice for the approval of the members.

The relevant documents related to the proposed resolutions at item no. 1 to 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

Except Mr. Amit Kumar, Mr. Sanjay Mawar and Mr. Rajnish Kumar, being whole-time directors whose remuneration are proposed to be increased, none of the directors, key managerial personnel of the Company, and/or their relatives is concerned or interested, financially or otherwise, in the resolutions mentioned at item no. 1-3 of the notice.

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




(Phool Kumar Mishra)
Company Secretary

ICSI Membership No. A11723

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

Place : New Delhi
Date : 07.11.2023

CONSENT OF MEMBERS FOR SHORTER NOTICE

Dated: _____

To
The Board of Director
Pristine Logistics & Infraprojects 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, hold the 02nd Extra Ordinary General Meeting of the members of the Company in the financial year 2023-24 on Tuesday, the 07th day of November 2023, 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
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
2. Name : _____
Address : _____
E-mail Id : _____
Signature : _____, or failing him
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 02nd Extra Ordinary General Meeting of the members of the Company in the financial year 2023-24 on Tuesday, the 07th day of November 2023, at 04:30 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 resolutions as indicated below:

Resolution No.

1. To approve the increase in remuneration of Mr. Amit Kumar (DIN: 01928813), whole-time director of the company;
2. To approve the increase in remuneration of Mr. Sanjay Mawar (DIN: 00303822), whole-time director of the company; and
3. To approve the increase in remuneration of Mr. Rajnish Kumar (DIN: 01507736), whole-time director of the company

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 : 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 the increase in remuneration of Mr. Amit Kumar (DIN: 01928813), whole-time director of the Company			
2	To approve the increase in remuneration of Mr. Sanjay Mawar (DIN: 00303822), whole-time director of the Company			
3	To approve the increase in remuneration of Mr. Rajnish Kumar (DIN: 01507736), whole-time 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 02nd Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** in the financial year 2023-24 held on Tuesday, the 07th day of November 2023, at 04:30 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

