

**NOTICE**

**NOTICE** is hereby given that the 04<sup>th</sup> 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 Thursday, the 21<sup>st</sup> day of March 2024, at 04:00 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 charges, mortgages, hypothecations on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013**

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

**"RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions and rules if any, of the Companies Act, 2013 and the articles of associations and memorandum of association of the Company, as amended from time to time and in supersession of earlier resolutions passed by the members in this regard, the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (hereinafter referred to as "**Board**" which term shall be deemed to include any committee thereof) to (i) sell, transfer, or dispose of, all or any part of the immovable and / or movable properties, current and / or fixed assets, tangible or intangible assets, book debts and / or claims of the Company (together with all other assets, rights, and/ or interest thereon) wheresoever situated, present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or (ii) create such mortgages / charges / hypothecation / pledge and / or other encumbrances, in addition to the existing mortgages / charges / hypothecations / pledge and / or other encumbrances, if any created by the Company, on all or any part of the immovable and / or movable properties, current and/ or fixed assets, tangible or intangible assets, book debts and/ or claims of the Company (together with all other assets, rights, and/ or interest thereon) wheresoever situated, present and future and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking or undertakings of the Company to or in favour of Indian and/ or foreign bank(s) and/ or financial institution(s) and/ or any other lending institution(s) and/ or debenture holders and/ or any other lenders and / or such other persons, if any, (together, the "**Lenders**") or trustees on behalf of the Lender(s), to secure any borrowings, debentures, financial assistance or financial indebtedness which the Company, its affiliate/ associate company/ group company or any third party has borrowed, issued or availed or proposes to borrow or avail by way of term loans, debentures, cash credit, overdrafts, discounting of bills, buyer's credit or such other financial instruments permitted to be used from time to time together with interest, cost, charges and other incidental expenses (together, the "**Financial Indebtedness**") in terms of the financing documents, or any other documents or agreement(s) entered / to be entered into between the Company, its affiliate/ associate company/ group company and/ or third party and any Lender(s) in respect of the Financial Indebtedness, on such terms and conditions as may be agreed between the Company, third party and any Lender(s), provided that the aggregate amount of Financial Indebtedness secured by the Company shall not exceed INR 1000 crore and the Board be and is hereby empowered and authorized to arrange or fix terms and conditions for creation of such pledge, mortgage, charge and/or hypothecation on all properties offered as security or sale, transfer or otherwise disposal of such properties, howsoever as they may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose."

**"RESOLVED FURTHER THAT** pursuant to the applicable provisions and rules if any, of the Companies Act, 2013, as amended from time to time and the articles of associations and memorandum of association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of the Company to provide securities for securing the obligations of Pristine Mega Logistics Park Private Limited ("**Issuer**"), a subsidiary company of the Company, in relation to up to 55,000 senior, rated, redeemable, non-convertible debentures with nominal value

## **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@pristinelogistics.com](mailto:coml@pristinelogistics.com) Web : [www.pristinelogistics.com](http://www.pristinelogistics.com)

of INR 100,000 each, aggregating to not more than INR 5,500,000,000 (the "Debentures") in one or more tranches, proposed to be issued and may subsequently be listed by the Issuer and the Board be and is hereby empowered and authorized to arrange or fix terms and conditions for such securities, howsoever as they may deem fit, as also to execute all such deeds and documents as may be necessary, usual or expedient for this purpose."

**"RESOLVED FURTHER THAT** the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and to discuss, negotiate, modify, sign and execute all such deeds, documents and instruments as may be necessary, expedient and as are incidental thereto or as may be deemed necessary or desirable to settle any question or difficulty that may arise and as may be necessary and desirable to give effect to this resolution, including filing of necessary forms and taking such other steps as may be necessary."

By order of the Board of Directors  
For Pristine Logistics & Infraprojects 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: 20.03.2024

**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**



**(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: 20.03.2024**

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

### Item No. 1:

The Company is the parent company of Pristine Mega Logistics Park Private Limited ("**Issuer**"). The Issuer is planning to issue and allot up to 55,000 senior, rated, redeemable, non-convertible debentures with nominal value of INR 100,000 each, aggregating to not more than INR 5,500,000,000 (the "**Debentures**"), in one or more tranches, on a private placement basis, in dematerialized form in relation to the issuance of the Debentures to be issued by the Issuer in terms of the debenture trust deed ("**Debenture Trust Deed**") to be entered into between the Issuer, Kanpur Logistics Park Private Limited ("**KLPPL**") and Catalyst Trusteeship Limited as the debenture trustee ("**Debenture Trustee**").

In connection with the issuance of the Debentures, the Company is required to provide a first ranking *pari passu* security over all receivables of the Company under and in respect of any financial indebtedness extended/to be extended to the Issuer by the Company ("**Hypothecated Assets (Other)**"), by way of hypothecation in accordance with a deed of hypothecation to be executed between the Company and the Debenture Trustee ("**Deed of Hypothecation (Other)**").

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 INR 1,00,00,000 (Indian 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.

Also, in terms of the Section 180 (1)(a) of the Companies Act, 2013, the board of directors of a company shall exercise the power of creation of mortgages, pledge, charges, liens, hypothecations and/or any other encumbrances, sell, lease and/or otherwise dispose of all or any of the immovable or movable assets (both tangible and intangible) of the company, with the consent of the shareholders of the company.

At the extra ordinary general meeting of the Company held on January 15, 2015, the shareholders of the Company had given their approval under Section 180 (1)(a) of the Companies Act, 2013, for an amount of INR 1000 crore. However, for aligning such approval with the current requirements of the Company i.e., to provide security for securing the obligation of the Issuer, in relation to the issuance of Debentures proposed to be issued by the Issuer, the approval of the shareholders of the Company is sought.

Further, the board has at its meeting held on January 24, 2024, subject to the approval of the shareholders, granted its approval for providing the above-mentioned security. Accordingly, the board recommends the resolution set out at item no. 1 of the notice for the approval of the shareholders as a special resolution.

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

By order of the Board of Directors  
For Pristine Logistics & Infra Projects 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: 20.03.2024

CONSENT OF MEMBERS FOR SHORTER NOTICE

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

To  
The Board of Directors  
Pristine Logistics & Infraprojects 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 INR 5/- each in the Company hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 04<sup>th</sup> Extra Ordinary General Meeting of the members of the Company in the financial year 2023-24 on Thursday, the 21<sup>st</sup> day of March 2024, at 04:00 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 04<sup>th</sup> Extra Ordinary General Meeting of the members of the Company in the financial year 2023-24, to be held on Thursday, the 21<sup>st</sup> day of March 2024, at 04:00 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 charges, mortgages, hypothecations on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013

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 : 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 charges, mortgages, hypothecations on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013			

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 04<sup>th</sup> Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** in the financial year 2023-24 held on Thursday, the 21<sup>st</sup> day of March 2024, at 04:00 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

