

NOTICE

NOTICE is hereby given that the 01st 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 2022-23 will be held on Monday, the 09th day of May, 2022, at 04:00 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:

Item No. 1:

To adopt new set of articles of association 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 14 and other applicable provisions of the Companies Act, 2013, as amended, and subject to the applicable provisions of any other applicable law, the consent and approval of the members, be and is hereby accorded for substitution of the existing set of articles of association of the Company with the new set of articles of association of the Company, as placed before the members, and the same be approved and adopted as the new articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company."

"RESOLVED FURTHER THAT any of the directors and/or the company secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana at Delhi and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any of the directors and/ or the company secretary, be forwarded to concerned authorities for necessary actions."

Item No. 2

To approve the appointment of Ms. Anuradha Mukhedkar (DIN: 09564768) as an 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, 152, 160 read with Schedule IV, and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "**Companies Act**") and other applicable law and pursuant to the provisions of the articles of association of the Company, Ms. Anuradha Mukhedkar (DIN: 09564768), who has submitted a declaration in writing that she meets the criteria for independence as provided under the Companies Act and who has been appointed as an additional independent director in terms of the provisions of Section 161 of the Companies Act, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose her as a candidate for the office of independent director and whose appointment has been recommended by the board of directors, be and is hereby appointed as an independent director of the Company for a period of three consecutive years with effect from April 11, 2022 and shall be paid entitlements and reimbursements allowed under the Companies Act for attending the meetings of the board and the committees (including adjourned meetings)."

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 Web : www.pristinelogistics.com

“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 including filing of necessary forms with the Registrar of Companies, National Capital Territory of Delhi and Haryana, located at Delhi.”

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

Place : New Delhi
Date : 09.05.2022

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 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 authorizing their representative to attend and vote on their 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 – 3rd Floor, Wing-B, Commercial
Plaza, Radisson Hotel Delhi, NH-8,
Mahipalpur, New Delhi-110037

Place : New Delhi
Date : 09.05.2022

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

Item No. 1:

In view of the amendment to the shareholders' agreement dated March 28, 2018 entered by and between the Company, promoters, other shareholders of the Company and India Infrastructure Fund II, the Company has to ensure that the articles of association of the Company is in conformity with the aforesaid amendment to the shareholders' agreement.

Therefore, the board of directors of the Company proposes to adopt a new set of articles of association of the Company, which shall comprise of two parts, Part A and Part B. Unless the context otherwise requires, the both parts shall co-exist with each other until such time as may be agreed, subject to the provisions contained therein. Part B of the new articles of association shall automatically terminate (except certain articles which will survive the termination, as identified therein) and cease to have any force and effect and shall fall away without any further action by any person on the commencement of listing and trading of the equity shares of the Company on the stock exchanges pursuant to the proposed initial public offering of its equity shares.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in articles of association of the Company requires approval of the members of the Company by way of a special resolution. Accordingly, the board recommends the resolution set out at Item No. 1 of the Notice for the approval of the members as a special resolution.

The copies of the existing and the proposed altered articles of association of the Company and other relevant documents related to the proposed resolution in Item No. 1 will be available for inspection by the members at the registered office of the Company during 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 resolutions set out in Item No. 1.

Item No. 2

Pursuant to Section 161 of the Companies Act, 2013 ("**Companies Act**"), the board of directors has appointed Ms. Anuradha Mukhedkar (DIN: 09564768) as an additional independent director of the Company on April 11, 2022, for a period of 3 (three) consecutive years.

In terms of Section 160 of the Companies Act, the Company has received a notice in writing from a member signifying his intention to propose Ms. Anuradha Mukhedkar as an independent director of the company. The board also recommends her appointment as an independent director of the company.

The brief profile of Ms. Anuradha Mukhedkar is set out herein below-

Particulars	Ms. Anuradha Mukhedkar
Director Identification Number	09564768
Age	60 years
Qualification	Bachelor's degree in arts from Osmania University, Hyderabad and master's degree in arts from the University of Hyderabad.
Experience	She joined the civil services in 1985 and was associated with the Indian Railway Accounts Service, West Central Railway, Jabalpur and Centre for Railway Information Systems as its director (finance) and managing director.

Terms and conditions for appointment along with the details of remuneration sought to be paid	Term: To hold the office for a period of 3(three) consecutive years Remuneration: Entitlements and reimbursements allowed under the Companies Act for attending the meetings of the board and the committees (including adjourned meetings)
Remuneration last drawn	Not Applicable
Date of first appointment on the board	April 11, 2022
Shareholding in the company	None
Relationship with other directors, other key managerial personnel of the company	None
Number of meetings of the board attended during the year	Not Applicable
Other directorships, membership/ chairmanship of committees of other Boards	None

Ms. Anuradha Mukhedkar has given a declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act.

The board forms an opinion that Ms. Anuradha Mukhedkar fulfils all the conditions specified under the Companies Act and the rules made thereunder for her appointment as an independent director and the proposed appointment is independent of the management.

Pursuant to the provisions of Section 149, 152, read with Schedule IV of the Companies Act, the approval of members is required for her appointment as an independent director. Accordingly, the board recommends the Ordinary Resolution as set out at Item No. 2 of the Notice for the approval of the members.

The relevant documents related to the proposed resolution at Item No. 2 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 (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. 2.

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



[Signature]

(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 : 09.05.2022

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 INR 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 2022-23 on Monday, the 09th day of May, 2022, 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 : 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 2022-23, to be held on Monday, the 09th day of May, 2022, at 04:00 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 are indicated below:

Resolution No.

1. To adopt new set of articles of association of the Company;
2. To approve the appointment of Ms. Anuradha Mukhedkar (DIN: 09564768) as an 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
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 adopt new set of articles of association of the Company			
2	To approve the appointment of Ms. Anuradha Mukhedkar (DIN: 09564768) as an independent director of the Company			

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** (formerly known as Pristine Logistics & Infraprojects Private Limited) in the financial year 2022-23 held on Monday, the 09th day of May, 2022, at 04:00 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

