

**NOTICE**

**NOTICE** is hereby given that the 02<sup>nd</sup> Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** (hereinafter referred to as the "**Company**") in the financial year 2025-26 will be held on Friday, the 18<sup>th</sup> day of April 2025, 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 capital expenditure for purchasing commercial space in Gurgaon**

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

**"RESOLVED THAT** in partial modification of the resolution passed by the shareholders at the 03<sup>rd</sup> Extra Ordinary General Meeting in the financial year 2024-25 held on February 25, 2025, relating to the capital expenditure for purchasing commercial space in Gurgaon and pursuant to the applicable provisions, if any, of the Companies Act, 2013 and in accordance with the memorandum and articles of association of the Company, the members hereby approves the capital expenditure aggregating up to an amount of Rs. 23,80,00,000/- (Rupees twenty-three crore eighty lakh only) for purchasing 17,000 square feet (approximately) of commercial space in Neo Square, Sector 109, Dwarka Expressway, Gurgaon.

**RESOLVED FURTHER THAT** the board of directors of the Company be and is hereby authorized to negotiate and finalise the terms, conditions and other aspects of the capital expenditure on behalf of the Company and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, if any, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all agreements, deeds, contracts, applications, documents, undertakings, papers and/or 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 the above resolution.

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

**2. To approve availing of credit facilities from HDFC Bank Limited and creation of encumbrance thereon**

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 members be and is hereby accorded to the board of directors of the Company ("**Board**"):

- a) to avail rupee term loan facility up to an amount of Rs. 22,00,00,000/- (Rupees twenty-two crore only) ("**Facility**") from HDFC Bank Limited ("**Bank**"), in accordance with the terms of the requisite transaction documents to be entered between the Company and the Bank, as amended, modified, supplemented and restated from time to time.
- b) to secure the payment/repayment of all amounts payable by the Company as per the terms of the Facility.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate and finalise the terms and conditions of the Facility including the securities to be provided on behalf of the Company, and to take such other

## **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

steps as may be 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 the agreements, deeds, applications, documents and/or other 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 the above resolution.

**RESOLVED FURTHER THAT** the certified true copy 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



A handwritten signature in blue ink, appearing to be "R. Sai Krishnan".

R. Sai Krishnan  
(Company Secretary)

ICSI Membership No. – A28212

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

Place: New Delhi  
Date: 18.04.2025

**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 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 the easy location of the venue of the extra ordinary general meeting.

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



**R. Sai Krishnan  
(Company Secretary)**

**ICSI Membership No. – A28212  
Address – 3<sup>rd</sup> Floor, Wing-B, Commercial  
Plaza, Radisson Hotel Delhi, NH-8,  
Mahipalpur, New Delhi-110037**

**Place: New Delhi  
Date: 18.04.2025**

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

**Item no. 1 and 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:

- (i) 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);
- (ii) 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 as series of transactions;
- (iii) transferring, encumbering or otherwise disposing off any assets of the Company or its subsidiaries 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.
- (iv) 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 shareholders of the Company, at their 03<sup>rd</sup> Extra Ordinary General Meeting in the financial year 2024-25 held on February 25, 2025, had approved the capital expenditure up to an amount of Rs. 8,40,00,000/- (Rupees eight crore forty lakh only) for purchasing 6000 square feet (approximately) of commercial space in Neo Square, Sector 109, Dwarka Expressway, Gurgaon.

The Company is now desiring to purchase 17,000 square feet (approximately) of commercial space instead of 6000 square feet (approximately) in Neo Square, Sector 109, Dwarka Expressway, Gurgaon. Consequently, the aggregate amount of capital expenditure to be incurred by the Company for purchasing the said commercial space will be up to an amount of Rs. 23,80,00,000/- (Rupees twenty-three crore eighty lakh only).

Further, to finance the purchase of said commercial space, the Company is proposing to avail rupee term loan facility up to an amount of Rs. 22,00,00,000/- (Rupees twenty-two crore only) (referred to as the "Facility") from HDFC Bank Limited ("Bank"), by entering requisite transaction documents with the Bank. One of the conditions of the Bank for granting the Facility to the Company is that the Company shall mortgage the said commercial space in the favor of the Bank as a security.

Accordingly, the board recommends the resolutions set out in the notice at item no. 1 and 2 for the approval of the shareholders as an ordinary resolutions.

The relevant documents related to the proposed resolutions at item no.1 and 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 resolutions set out in item no. 1 and 2.

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





**R. Sai Krishnan  
(Company Secretary)**

**ICSI Membership No. – A28212**

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

**Place: New Delhi  
Date: 18.04.2025**

**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 Rs. 10/- each in the Company hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 02<sup>nd</sup> Extra Ordinary General Meeting of the members of the Company in the financial year 2025-26 on Friday, the 18<sup>th</sup> day of April 2025, at 04:00 p.m. at 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
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 02<sup>nd</sup> Extra Ordinary General Meeting of the members of the Company in the financial year 2025-26, to be held on Friday, the 18<sup>th</sup> day of April, 2025, 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 resolutions as indicated below:

**Resolution No.**

1. *To approve capital expenditure for purchasing commercial space in Gurgaon;*
2. *To approve availing of credit facilities from HDFC Bank Limited and creation of encumbrance thereon*

Signed this ..... day of ....., 2025

**Signature of shareholder**  
**Signature of Proxy holder(s)**

<b>Affix Revenue Stamp</b>
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**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 capital expenditure for purchasing commercial space in Gurgaon			
2.	To approve availing of credit facilities from HDFC Bank Limited and creation of encumbrance thereon			

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 filled 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 02<sup>nd</sup> Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** in the financial year 2025-26 held on Friday, the 18<sup>th</sup> day of April 2025, 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

