



NOTICE

NOTICE is hereby given that the 03rd 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 Wednesday, the 07th day of May 2025, at 03:30 p.m. at 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 increase the security creation limit 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 the provisions of Section 180(1)(a) of the Companies Act, 2013 (the "**Act**") and other applicable provisions of the Act, if any, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in accordance with the memorandum and articles of association of the Company, the consent and approval 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 substantially the whole of the undertaking(s) of the Company of every nature and kind whatsoever;
- ii) create mortgages/charges/hypothecations /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, and/or create a floating charge in all or any movable or immovable properties of the Company and the whole or substantially the whole of the undertaking(s) of the Company,

in favor 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 (collectively, the "**Lenders**") or trustees on behalf of the Lenders, to secure any borrowings, debentures, financial assistance or financial indebtedness which the Company, its affiliate/associate company/ group company and/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 (collectively, 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 Lenders in respect of the Financial Indebtedness, on such terms and conditions as may be agreed, provided that the Financial Indebtedness secured by the Company shall be up to an aggregate limit of Rs. 1500 crores (Rupees one thousand and five hundred crores only).

RESOLVED FURTHER THAT the Board be and is hereby empowered and authorized to arrange or fix terms and conditions for creation of mortgages/charges /hypothecations /pledge and/or other encumbrances on all assets offered as security or sale, transfer or otherwise disposal of such assets, howsoever as they may deem fit, and also to negotiate, modify, sign and execute all such agreements, deeds and/or other documents as may be necessary, expedient and incidental thereto.

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 the Board be and is hereby authorised to do all such acts, matters, deeds and things as may be necessary, ancillary, incidental or expedient for giving effect to the above resolution.”

2. **To consider and approve creation of encumbrance with respect to financial assistance to be availed by Sical Logistics 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 members of the Company be and is hereby accorded to the Board of Directors of the Company (**“Board”**) for providing security by way of pledging the equity shares of Sical Infra Assets Limited (**“SIAL”**) held by the Company, constituting 46.40% of the issued and paid-up share capital of SIAL in connection with the financial assistance up to an amount of Rs. 250,00,00,000/- (Rupees two hundred fifty crore only) (**“Facility”**) to be availed by Sical Logistics Limited (**“Borrower”**) from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the **“Lenders”**), in accordance with the terms of the requisite finance documents to be entered between the Borrower and the Lenders, as amended, modified, supplemented and restated from time to time, for securing repayment of all amounts payable by the Borrower as per the terms of the Facility.

RESOLVED FURTHER THAT the consent and approval of members of the Company be and is hereby accorded to the Board to negotiate and finalize the terms and conditions of the security to be provided on the 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 securities pledge agreement and declarations and execute all agreements, 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 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**





(R. Sai Krishnan)

Company Secretary

ICSI Membership No. – A28212

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

Place: New Delhi.

Date: May 06, 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 with 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 business hours 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 filled 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**



(R. Sai Krishnan)

Company Secretary

ICSI Membership No. – A28212

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

**Place: New Delhi
Date: May 06, 2025**

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

Item No. 1:

In terms of the provisions of Section 180(1)(a) of the Companies Act, 2013, the board of directors of a company shall exercise the power of sell, lease and/or otherwise dispose of, or to create mortgages, charges, hypothecations, pledges, liens and/or any other encumbrances on all or any of the immovable or movable assets (both tangible and intangible) of the company, both present and future, including the whole or substantially the whole of the undertaking(s) of the company, only with the prior consent of the members of the company.

In view of the above, the members of the Company vide special resolution dated January 15, 2015, had fixed an amount of Rs. 1000 crore as the security creation limit of the Company under Section 180(1)(a) of the Companies Act, 2013.

As the management is planning to provide more securities in respect of loans to be availed by the subsidiary and other group companies. It is anticipated that the said limit requirement of the Company may increase in near future, therefore, approval of the members is required to increase the security creation limit of the Company from Rs. 1000 crore to Rs. 1500 crore under Section 180(1)(a) of the Companies Act, 2013.

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 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.

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*, transferring, encumbering 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.

Sical Logistics Limited ("**Sical**"), step down subsidiary of the Company is availing a rupee term loan up to an amount of Rs. 250,00,00,000/- (Rupees two fifty crore only) (the "**Facility**") from Aditya Birla Capital Limited and such other lenders as may be agreed (collectively, the "**Lenders**"). One of the terms of the Facility is that the Company shall provide the security by way of pledging the equity shares of Sical Infra Assets Limited ("**SIAL**") held by the Company, constituting 46.40% of the issued and paid-up share capital of SIAL, as a security for the Facility.

The Board has at its meeting held on May 06, 2025, subject to the approval of the members, granted its approval for providing the above-mentioned security in favour of the Lenders.

Accordingly, the Board recommends the resolution set out in the notice at item no. 2 for the approval of the members as an ordinary resolution.

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, 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. 2 except being associated with Sical as directors.

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



(R. Sai Krishnan)
Company Secretary

ICSI Membership No. – A28212

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

Place: New Delhi
Date: May 06, 2025

CONSENT OF MEMBERS FOR SHORTER NOTICE

Dated: _____

To
The Board of Directors
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. 10/- each in the Company hereby give my/our consent, pursuant to Section 101(1) of the Companies Act, 2013, to hold the 03rd Extra Ordinary General Meeting of the members of the Company in the financial year 2025-26 on Wednesday, the 07th day of May 2025, at 03:30 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 : 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 03rd Extra Ordinary General Meeting of the members of the Company in the financial year 2025-26, to be held on Wednesday, the 07th day of May, 2025, at 03:30 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 increase the security creation limit of the Company under Section 180(1)(a) of the Companies Act, 2013
2. To consider and approve creation of encumbrance with respect to financial assistance to be availed by Sical Logistics Limited

Signed this day of, 2025

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 increase the security creation limit of the Company under Section 180(1)(a) of the Companies Act, 2013			
2.	To consider and approve creation of encumbrance with respect to financial assistance to be availed by Sical Logistics Limited			

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 03rd Extra Ordinary General Meeting of the members of **PRISTINE LOGISTICS & INFRAPROJECTS LIMITED** in the financial year 2025-26 held on Wednesday, the 07th day of May 2025, at 03:30 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

