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DESTINY LOGISTICS & INFRA LIMITED

(Erstwhile known as Destiny Logistic Limited)

Our Company was originally incorporated as "Destiny Logistic Limited" having its registered office at 375, Dakshindari Road, Kolkata – 700 048, West Bengal, India on July, 28, 2011 vide certificate of incorporation bearing CIN: U63090WB2011PLC165520 under the provisions of Companies Act, 1956 issued by the Registrar of Companies, West Bengal. Subsequently, the name of the company changed to "Destiny Logistics & Infra Limited" vide fresh certificate of incorporation dated September 07, 2021. The Company got listed on Emerge Platform of National Stock Exchange of India Limited w.e.f. October 13, 2021 and the CIN of the Company changed to L63090WB2011PLC165520.

Registered Office: 375, Dakshindari Road, Kolkata – 700 048, West Bengal, India; **Corporate Office:** Unit No. 708, 7th Floor, ECO Centre, Block-EM-4 Sector-V, Salt Lake Kolkata – 700091, West Bengal, India; **Contact Person:** Mr. Mustafa Rangwala, Company Secretary & Compliance Officer; **Tel No:** +91 9836000343; **E-Mail Id:** cs@destinyinfra.in; **Website:** www.destinyinfra.in; **CIN:** L63090WB2011PLC165520

OUR PROMOTERS: (I) MR. JUGAL KISHORE BHAGAT AND (II) MRS. REKHA BHAGAT

ISSUE OF UP TO 76,94,000 EQUITY SHARES OF FACE VALUE OF ₹10.00/- (RUPEES TEN ONLY) ("RIGHTS EQUITY SHARES") EACH AT A PRICE OF ₹10.00/- PER EQUITY SHARE ("ISSUE PRICE") FOR AN AMOUNT AGGREGATING UPTO ₹769.40/- LAKHS ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, JANUARY 27, 2023 ("THE ISSUE"). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED "TERMS OF THE ISSUE" BEGINNING ON PAGE 112 OF THE LETTER OF OFFER.

NOTICE TO ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY

ISSUE PROGRAMME

ISSUE OPENS ON:

Wednesday, February 08, 2023

LAST DATE FOR ON MARKET RENUNCIATION*:

Monday, February 13, 2023

ISSUE CLOSES ON*:

Friday, February 17, 2023

Pursuant to the January 22 – Rights Issue Circular, SEBI has introduced the concept of credit of Rights Entitlements into the demat accounts of the Eligible Equity Shareholders, which can be renounced by them by way of On Market Renunciation or Off Market renunciation. Further, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made only in dematerialized form.

*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounces on or prior to the Issue Closing Date.

#Our Board or a duly authorised committee thereof will have the right to extend the Issue Period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (thirty) days from the Issue Opening Date. Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

ASBA*

Simple, Safe, Smart way of Application-Make use of it!!!

*Application Supported by Blocked Amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, investors can avail the same. For further details check section on ASBA below.

PROCESS OF APPLICATION IN THIS ISSUE:

In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all investors desiring to make an Application in this issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounces, to make Applications in this issue on the basis of the Rights Entitlements credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see "Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders" on Page 115 of the Letter of Offer.

Investors can submit either the Application Form in physical mode to the Designated Branch of the SCBs or online/electronic Application through the website of the SCBs (if made available by such SCB) authorizing the SCB to block the Application Money in an ASBA Account maintained with the SCB. Application through ASBA facility in electronic mode will only be available with such SCBs who provide such facility.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCBs (if made available by such SCB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details see "Grounds for Technical Rejection" given on page 131 of the Letter of Offer. Our Company, the Lead Manager, the Registrar and the SCBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

MAKING OF AN APPLICATION THROUGH THE ASBA FACILITY:

An investor, wishing to participate in this issue through the ASBA facility, is required to have an ASBA enabled bank account with an SCB, prior to making the Application. Investors desiring to make an Application in this issue through ASBA process, may submit the Application Form in physical mode to the Designated Branch of the SCB or online/electronic Application through the website of the SCBs (if made available by such SCB) for authorizing such SCB to block Application Money payable on the Application in their respective ASBA Accounts. Investors should ensure that they have correctly submitted the Application Form and have provided an authorization to the SCB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application. For the list of banks which have been notified by SEBI to act as SCBs for the ASBA process, refer <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?do=recognised&fpr=yes&intmid=34>.

APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS ON PLAIN PAPER UNDER ASBA PROCESS:

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an application to subscribe to this issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCB for authorizing such SCB to block Application Money in the said bank account maintained with the same SCB. Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCB before the Issue Closing Date and should contain the following particulars:
 • Name of our Company, being "Destiny Logistics & Infra Limited";
 • Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
 • Registered Folio No. (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) [DP and Client ID No.];
 • Number of Equity Shares held as on Record Date;
 • Allotment option – only dematerialized form;
 • Number of Rights Equity Shares applied for;
 • Total number of Rights Equity Shares applied for;
 • Total amount payable at the rate of ₹10/- for Rights Equity Shares issued in one Rights Entitlement;
 • Details of the ASBA Account such as the account number, name, address and branch of the relevant SCB;
 • In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRD Account such as the account number, name, address, branch of the SCB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019;
 • Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this issue;
 • Authorisation to the Designated Branch of the SCB to block an amount equivalent to the Application Money in the ASBA Account;
 • Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCB); and
 • In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

"I/We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the "United States") except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/We understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/We understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/We understand that none of the Company, the Registrar, the Lead Managers or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Managers or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the issue under the securities laws of their jurisdiction. I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation 5 under the US Securities Act ("Regulation 5"), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (i) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation 5.

I/We acknowledge that the Company, the Lead Manager, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.
 I/We acknowledge that our Company, the Lead Manager and the Registrar shall not be responsible if the Applications are not uploaded by SCBs or funds are not blocked in the Investors' ASBA Accounts on or before the Issue Closing Date."

In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/destiny>.

APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Please note that in accordance with Regulation 77A of the SEBI (ICDR) Regulations read with the SEBI Rights Issue Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in this issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those resident Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

To update respective email addresses/ mobile numbers in the records maintained by the Registrar or our Company, Eligible Equity Shareholders should visit <https://rights.cameoindia.com/destiny>.

PROCEDURE FOR APPLICATION BY ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES IN PHYSICAL FORM

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this issue:

- The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hard delivery so as to reach to the Registrar not later than two Working Days prior to the Issue Closing Date.
- The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- The Eligible Equity Shareholders can access the Application Form from:
 - our Company at www.destinyinfra.in; the Registrar at <https://rights.cameoindia.com/destiny>; the Lead Manager at www.finsshoregroup.com; the Stock Exchange at www.nseindia.com;

Eligible Equity Shareholders can obtain the details of their respective Rights Entitlements from the website of the Registrar (<https://rights.cameoindia.com/destiny>) by entering their DP ID and Client ID or Folio Number (in case of Eligible Equity Shareholders holding Equity Shares in physical form) and PAN. The link for the same shall also be available on the website of our Company (www.destinyinfra.in). The Eligible Equity Shareholders shall, on or before the Issue Closing Date submit the Application Form to the Designated Branch of the SCB or online/electronic Application through the website of the SCBs (if made available by such SCB) for authorizing such SCB to block Application Money payable on the Application in their respective ASBA Accounts.

Further, such resident Eligible Equity Shareholder can:

- apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
- apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for additional Rights Equity Shares; or
- renounce its Rights Entitlements in full.

NO OFFER IN UNITED STATES

The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Letter of Offer, Abridged Letter of Offer and the Application Form ("Issue Materials"). Any representation to the contrary is a criminal offence in the United States. The Rights Entitlements or the Rights Shares of our Company have not been and will not be registered under United States Securities Act, 1933, as amended (the "Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	BANKER TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
FINSHORE MANAGEMENT SERVICES LIMITED Anandlok Building, Block-A, 2nd Floor, Room No. 207, 227 A.J.C Bose Road, Kolkata-700020, West Bengal Telephone: +91 33 22895101 / +91 33 4603 2561 Email ID: info@finsshoregroup.com Investor Grievance ID: investors@finsshoregroup.com Website: www.finsshoregroup.com Contact Person: Mr. S. Ramakrishna Iyengar SEBI Registration No: INM000012185 CIN: U74900WB2011PLC169377	CAMEO CORPORATE SERVICES LIMITED "Subramanian Building", #1, Club House Road, Chennai - 600 002, India Telephone: +91 44-4020700 / 0710 / 0706 / 0741 Email: priya@cameoindia.com Investor Grievance ID: investor@cameoindia.com Website: www.cameoindia.com Contact Person: Ms. K. Sreepriya SEBI Registration No: INR000003753 CIN: U67120TN1998PLC041613	ICICI BANK LIMITED Capital Market Division, 5th Floor, H T Parekh Marg, Churchgate, Mumbai – 400020 Telephone: 022- 68052182 Fax: 022- 22611138 E-mail: sagar.welekar@icicibank.com Website: www.icicibank.com SEBI Registration No: IN-BI00000004 Contact Person: Mr. Sagar Welekar	DESTINY LOGISTICS & INFRA LTD 375, Dakshindari Road, Kolkata – 700 048, West Bengal, India Telephone: +91 9836000343 E-Mail ID: cs@destinyinfra.in Website: www.destinyinfra.in Contact Person: Mr. Mustafa Rangwala CIN No: L63090WB2011PLC165520

Investors may contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre-issue/post-issue related matters such as non-receipt of letter of Allotment, non-credit of Allotted Rights Equity Shares in the respective beneficiary account or non-receipt of Refund Orders and such other matters.

Place: Kolkata, West Bengal
 Date: February 2, 2023

Destiny Logistics & Infra Limited is proposing, subject to applicable statutory and regulatory requirements, subject to receipt of requisite approvals, market conditions and other considerations, to undertake a rights issue of its Equity Shares and has in this regard filed the Letter of Offer dated January 20, 2023 with SEBI and the Stock Exchange. The LOF is available on the website of SEBI and NSE at www.sebi.gov.in, www.nseindia.com respectively, as well as on the website of Lead Manager to the Issue i.e. Finsshore Management Services Limited at www.finsshoregroup.com. Any potential investors should note that that investment in equity shares involves a degree of risk and for details relating to such risk, please see section titled "Risk Factors" beginning on page 17 of the LOF.

For Destiny Logistics & Infra Limited
 On behalf of Board of Directors

Sd/-

Rekha Bhagat
 Managing Director