



SIDCL/Sect./2016-17/1557

October 17, 2016

**BSE Limited**  
**Phiroze Jeejeebhoy Towers**  
**Dalal Street, Mumbai - 400 001**  
**Fax - (022) 2272 2041**  
**BSE Script code: 511411**

**The Secretary**  
**The Calcutta Stock Exchange Limited**  
**7, Lyons Range**  
**Kolkata - 700 001**  
**CSE Script code: 026027**

Dear Sir/Madam,


**Sub: Notice of Extra-Ordinary General Meeting**

This is to inform you that the Extra-Ordinary General Meeting of the Company is scheduled to be held on Thursday, the 10<sup>th</sup> November 2016 at 11:00 a.m. at 'India Power Convergence Centre', Plot No. X- 1, 2 & 3, Block- EP, Sector-V, Salt Lake City, Kolkata-700091, inter-alia, for seeking shareholders approval for issue of Non- Convertible Debentures on private placement basis.

Further as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, a copy of the Notice of the above mentioned Extra-Ordinary General Meeting is enclosed herewith for your record.

Thanking you,

**Yours faithfully,**  
**For Shristi Infrastructure Development Corporation Limited**

  
**Manoj Agarwal**  
**Company Secretary**

Encl: As Above

Shristi Infrastructure Development Corporation Ltd.

**Corporate Office** : D-2, 5th Floor, Southern Park , Saket Place, Saket, New Delhi - 110 017, India, T. : +91 11 6602 5600 F. : +91 11 6602 5818  
**Registered Office** : Plot No. X - 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, T. : +91 33 4020 2020/4015 4646 F. : +91 33 4020 2099  
E. : contact@shristicorp.com www.shristicorp.com CIN - L 65922WB1990PLC049541



## SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

CIN: L65922WB1990PLC049541

Registered Office: Plot No. X - 1, 2 & 3, Block - EP, Sector - V, Salt Lake City, Kolkata – 700091

Telephone No.: 033 40202020; Fax No.: 033 40202099

Website: www.shristicorp.com, E-mail: investor.relations@shristicorp.com

### NOTICE

NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Shristi Infrastructure Development Corporation Limited will be held on **Thursday, the 10th November 2016 at 11:00 a.m. at 'India Power Convergence Centre', Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091 to transact the following businesses:**

#### SPECIAL BUSINESS:

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

**“RESOLVED THAT** pursuant to Sections 42, 71 and all other applicable provisions, if any, of the Companies Act 2013 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) read with the relevant Rules made thereunder, as may be amended from time to time and the regulations, guidelines, amendments, if any, prescribed by the Securities and Exchange Board of India (SEBI) including SEBI (Issue and Listing of Debt Securities) Regulations 2008, the Articles of Association of the Company and subject to such other approvals, sanctions, etc. as may be required, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘Board’ which term shall be deemed to include any committee thereof which the Board had constituted, to exercise its powers including the powers conferred by this Resolution) for making offer(s)/invite to subscribe, issue and allot Secured/Unsecured Redeemable Non-Convertible Debentures (NCDs), bonds and/or other debt securities, etc. on private placement basis to any eligible investors, including residents and/or non-residents and/or qualified institutional buyers and/or financial institutions/banks and/or mutual funds and/or incorporated bodies and/or individuals and/or trustees or otherwise, for cash for an aggregate amount not exceeding ₹ 500 Crores (Rupees Five Hundred Crores only), in one or more tranches during the period of 1 (one) year from the date of this Resolution, on such terms and conditions including but not limited to, the class of investors to whom the securities are to be issued, time, securities to be offered and issued, number of the securities, issue price, interest rate, listing, etc. as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds or things, as may be necessary and expedient from time to time, to give effect to the above resolution and give such directions as it may in its sole discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee including Committee of Directors or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company.”

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

**“RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company by way of Postal Ballot on 12th September 2014 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘Board’ which term shall be deemed to include any committee thereof which the Board had constituted, to exercise its powers including the powers conferred by this Resolution) to borrow from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions, Government Bodies, firms, bodies corporate and other persons, whether in India or abroad, whether secured or unsecured, notwithstanding that money so borrowed together with the monies already borrowed by the Company may at any time exceed the aggregate of the paid-up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount borrowed and outstanding at any point of time (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed the sum of ₹ 1500 Crores (Rupees One Thousand Five Hundred Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which such monies are to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee including Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company.”

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

“**RESOLVED THAT** in supersession of the special resolution passed by the Members of the Company by way of Postal Ballot on 12th September 2014 and pursuant to Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act 2013 read with Rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, consent 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 which the Board had constituted, to exercise its powers including the powers conferred by this Resolution) to create charge, mortgage, hypothecate, pledge, security and/or other encumbrances, if any, in addition to the existing mortgage, hypothecate, pledge and/or charge already created in such form, manner and ranking and at such time(s) and on such terms as the Board deems fit, in the interest of the Company, on all or any of the movable and/or immovable, tangible or intangible properties of the Company, present and/or future and/or any other assets or properties, wherever situated, whether presently belonging to the Company or not, in favour of any persons including but not limited to, financial/investment institution(s) and their subsidiaries and bank(s), mutual fund(s), trusts, other bodies corporate (herein referred as ‘Lending Agencies’) and Trustees to the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, for securing the borrowing availed or to be availed by the Company and/or Company’s subsidiaries/ associates, by way of loans, securities (comprising fully/partly Convertible Debentures and/ or Non Convertible Debentures with or without detachable or non-detachable warrants or any other debt securities/instruments) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) alongwith interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company to the Trustees under the Trust Deed and/or Lending Agencies under the respective agreements/loan agreements/Debenture trust deed entered or to be entered into by the Company in respect of the said borrowing and the Board be and is hereby authorized to decide all the terms and conditions in relation to such creation of charge at the absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments, writings as may be required.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent, permitted by law, all or any of the powers herein conferred to any Committee including Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMPs) or any other Officer(s) of the Company.”

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (THE ‘MEETING’) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxies, in order to be valid and effective, should be received at the registered office of the Company not later than 48 hours before the commencement of the Meeting. No proxy form shall be considered as valid on its receipt after 11:00 a.m. on 8th November 2016.

Pursuant to the provisions of Section 105 of the Companies Act 2013 and Rules framed thereunder, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

Every Member entitled to vote at the Meeting can inspect the proxies lodged at the Company, at any time during the business hours of the Company, during the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the Meeting and ending on the conclusion of the Meeting. However, a prior notice of not less than 3 (three) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

2. Corporate members are requested to send at the Registered Office of the Company, a duly certified copy of the Board resolution pursuant to Section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Extra-Ordinary General Meeting.
3. A Statement pursuant to Section 102 of the Companies Act 2013 in respect of special business set out above to be transacted at the meeting is annexed hereto and forms a part of this Notice.
4. Route map of the venue of the Meeting (including prominent landmark) is also annexed hereto and forms a part of this Notice.
5. Members who holds shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to write to Karvy Computershare Private Limited, Registrar and Share Transfer Agents (RTA) of the Company at Karvy's Kolkata office located at Apeejay House, Block-B, 3rd Floor, 15 Park Street, Kolkata-700016 or at Karvy's Hyderabad office located at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, enclosing their Share Certificates to enable the Company to consolidate their holdings into a single folio. The share certificates will be returned to the Members after making requisite changes thereon.
6. Members holding Shares shares in electronic mode are requested to send the intimation for change of address/e-mail ID/bank mandate to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records. Members holding shares certificates in physical form are requested to advise any change of address/e-mail ID/bank mandate immediately to the RTA either by e-mail at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or by sending a communication at the address mentioned at Note 5 above.
7. Electronic copy of the Notice of the Extra-ordinary Ordinary General Meeting (EGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their email IDs, physical copies of the Notice of the EGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.

In order to receive faster communications and to enable the Company to serve the Members better and promote green initiatives, the Members who have not yet registered their email ID are requested to provide their e-mail addresses with their respective Depository Participants (DPs) or send an e-mail at [investor.relations@shristicorp.com](mailto:investor.relations@shristicorp.com) to get the Notice and other documents on such email address. Members holding shares in physical form are also requested to intimate their email addresses to the RTA either by email at [einward.ris@karvy.com](mailto:einward.ris@karvy.com) or by sending a communication at the address mentioned at Note 5 above. Members whose email IDs had undergone any change or whose IDs require any correction, may kindly update the same with the RTA or the DPs, as stated above.

8. Members desirous of obtaining any information/clarification(s) or intending to raise any query on the proposed agenda, are requested to forward the same at least seven days prior to the date of meeting to the Company Secretary at the Registered Office of the Company, so that the same may be attended appropriately.
9. Members holding shares in the physical form and desirous of making/changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13 and SH-14, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Karvy Computershare Private Limited, who will provide the form on request. In respect of shares held in electronic/demat form, the Members may please contact their respective Depository Participant.
10. As a measure of economy, copies of the Notice will not be distributed at the meeting. Members are requested to bring their copies of the Notice to the meeting.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Karvy Computershare Private Limited.

12. Relevant documents referred to in the accompanying Notice and statement are open for inspection by the Members at the Registered Office of the Company on all working days, between 2:00 p.m. to 4:00 p.m. upto the date of the meeting and will be available for inspection at the EGM.
13. Voting through electronic means (E-Voting)
  - I. E-voting: In compliance with the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
    - A. In case of Members receiving e-mail from Karvy:
      - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
      - (ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
      - (iii) After entering these details appropriately, click on "LOGIN".
      - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
      - (v) You need to login again with the new credentials.
      - (vi) On successful login, the system will prompt you to select the "EVEN" of Shristi Infrastructure Development Corporation Limited.
      - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
      - (viii) Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
      - (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
      - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
      - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- (xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email khaitan52@gmail.com or investor.relations@shristicorp.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Shristi Infrastructure Development Corporation Limited EGM."

B. In case of Members receiving physical copy of the Notice :

- (i) Initial password, alongwith User ID and e-Voting Event Number is provided in the Attendance Slip.
- (ii) Please follow all steps from Sl. No. (i) to Sl. No. (xii) given above to cast your vote by electronic means.

II. Voting at EGM:

The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue.

The facility for voting through Ballot Paper shall be made available at the Meeting and the members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting. A Member can opt only for a single mode of voting i.e. through remote e-voting or voting at the EGM. If a Member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

Other instructions:

- (i) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. S. V. Raju, Deputy General Manager (Unit: Shristi Infrastructure Development Corporation Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 - 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- (ii) If you are already registered with Karvy for e-voting then you can use your existing user ID and password for casting your vote.
- (iii) The remote e-voting period shall commence on Monday, 7th November 2016 (9:00 A.M.) and end on Wednesday, 9th November 2016 (5:00 P.M.). During this period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e., Thursday, 3rd November 2016, will be eligible to cast their votes electronically. The remote e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, it cannot be changed subsequently.
- (iv) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of i.e.Thursday, 3rd November 2016.
- (v) In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, i.e. Thursday, 3rd November 2016, he/she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399

Example for NSDL:

MYEPWD <SPACE> IN12345612345678

Example for CDSL:

MYEPWD <SPACE> 1402345612345678

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call Karvy’s toll free number 1800-3454-001.
  - iv. Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- III. The Company has appointed CS Deepak Kumar Khaitan, Practicing Company Secretary (FCS No.5615, CP No.5207) as the Scrutinizer to conduct the remote e-voting process and voting at the EGM in a fair and transparent manner and further he has also communicated his willingness to be appointed and will be available for the same purpose.
- IV. The Scrutinizer shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least 2(two) witnesses not in the employment of the Company. The Scrutinizer(s) shall submit a consolidated Scrutinizers’ Report of the total votes cast in favour or against, if any, not later than 3(three) days of conclusion of the meeting to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or any other person authorized by him in writing shall declare the results of the voting forthwith.
- V. The Results declared along with the Scrutinizers’ Report shall be placed on the Company’s website [www.shristicorp.com](http://www.shristicorp.com) and on the website of Karvy immediately after the results are declared by the Chairman or any other person authorized by him. The Company shall, simultaneously, forward the results to the concerned stock exchanges where its equity shares are listed.

#### **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

##### **Item No. 1**

In order to augment resources for the existing business of the Company and for refinancing/repayment of existing debt obligation, the Company may offer/invite subscription(s) for issue and allotment of Secured/unsecured Redeemable Non-Convertible Debentures (NCDs), bonds and/or other debt securities on private placement basis, for an amount not exceeding ₹ 500 Crores, in one or more tranches, during the period of 1 (one) year from the date of passing of the Special Resolution by the Members, subject to the overall borrowing limits of the Company

In terms of Section 42 of the Companies Act 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules 2014, a Company can make a private placement of non-convertible debt securities subject to prior approval of the Members by way of a Special Resolution. The Rules further provide that the said Special Resolution shall be passed only once in a year in respect of all offers/invitations on private placement basis for the non-convertible debt securities proposed to be issued during the year.

The Board of Directors, therefore, recommends the Resolution as set out in Item No. 1 of the accompanying notice to be passed as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out in Item No. 1.

##### **Item No. 2**

The Board of Directors of a Company shall not, except with the consent of the Company by Special Resolution borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company’s bankers in ordinary course of business), exceeding the aggregate of the paid up capital and its free reserve as per the provisions of Section 180(1)(c) of the Companies Act 2013 read with the relevant Rules made thereunder.

The Members by way of Postal Ballot on 12th September 2014 had authorized the Board to borrow and create mortgage/hypothecate/pledge or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company upto ₹ 1000 Crores. Considering the funds requirements for the business of the Company it is considered to increase the borrowing limit from existing ₹ 1000 Crores to ₹ 1500 Crores.

The Board of Directors, therefore, recommends the Resolution as set out in Item No. 2 of the accompanying notice to be passed as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out in Item No. 2.

**Item No. 3**

The Board of Directors of a Company shall not, except with the consent of the Company by Special Resolution secure its borrowing by mortgage/charge/ hypothecation and other encumbrances on any of the movable and/or immovable properties, both present and future and/or the whole or any part of the undertaking(s) of the Company as per the provisions of Section 180(1)(a) of the Companies Act 2013 read with the relevant Rules made thereunder (hereinafter referred as 'the Act').

The Members by way of Postal Ballot on 12th September 2014 had authorized the Board, inter alia, to create mortgage/ hypothecate and/or charge on all or any of the movable and/or immovable properties, both present and future or substantially the whole or any part of the undertaking(s) of the Company subject to the borrowing limits approved under Section 180(1) (c) of the Act.

The borrowings by a Company, in general, are required to be secured by mortgage or charge on all or any of the movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s). Hence it is considered to authorize the Board to create charge/mortgage upto the increased limits under Section 180(1)(c) of the Act, as proposed.

The Board of Directors, therefore, recommends the Resolution as set out in Item No. 3 of the accompanying notice to be passed as a Special Resolution by the Members.

None of the Directors and Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the Resolution as set out in Item No. 3.

Place: Kolkata

Dated: 6th October 2016

Registered Office:

Plot No. X-1, 2 & 3, Block-EP

Sector-V, Salt Lake City

Kolkata-700091

By Order of the Board of Directors  
For **Shristi Infrastructure Development Corporation Limited**

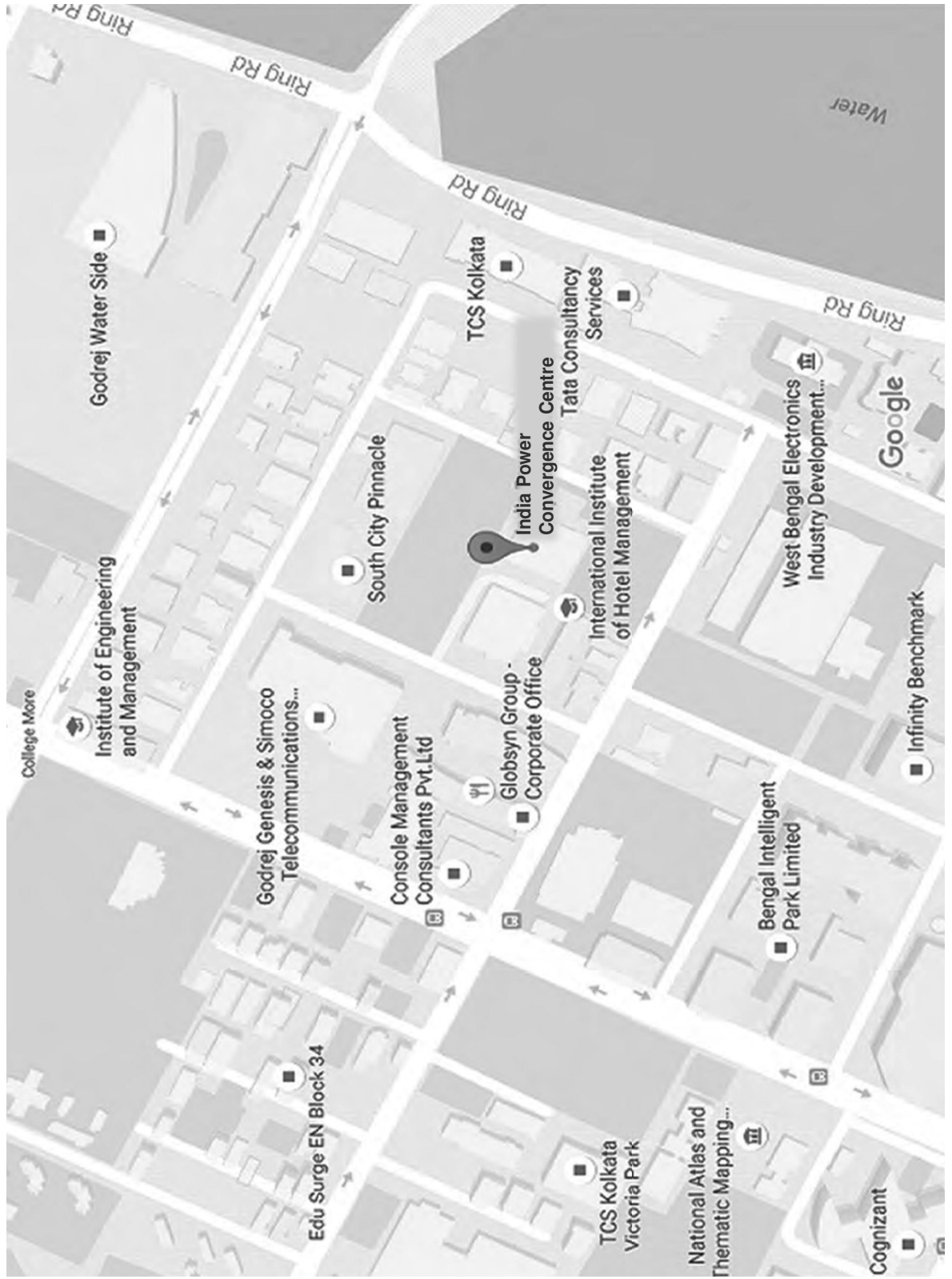
**Manoj Agarwal**  
Company Secretary



Route Map for venue of the Extra-Ordinary General Meeting

India Power Convergence Centre

Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091





**SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**

CIN: L65922WB1990PLC049541

Registered Office: Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091

Telephone No.: 033 40202020; Fax No. 033 40202099

Website: www.shresticorp.com, Email: investor.relations@shresticorp.com

**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 :	L65922WB1990PLC049541		
Name of the Company :	Shristi Infrastructure Development Corporation Limited		
Registered Office :	Plot No. X-1, 2 & 3, Block -EP, Sector -V, Salt Lake City, Kolkata -700091		
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		
	Email id	Signature	
	or failing him		
2.	Name		
	Address		
	Email id	Signature	
	or failing him		
3.	Name		
	Address		
	Email id	Signature	

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday, 10th November 2016 at 11:00 a.m. at the "India Power Convergence Centre", Plot No. X - 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Resolution No.	Resolution	Vote (Optional) (See Note No.4)	
		For	Against
1.	Issuance of Non-Convertible Debt Securities upto ₹ 500 Crores on private placement basis		
2.	Authority to Board of Directors to borrow upto ₹ 1500 Crores under Section 180(1)(c) of the Companies Act, 2013		
3.	Authority to Board of Directors for creation of charges/mortgages under Section 180(1)(a) of the Companies Act, 2013		

Signed this ..... day of ..... 2016.

Signature of Shareholder: .....

Signature of 1st Proxy holder: .....

Signature of 2nd Proxy holder: .....

Signature of 3rd Proxy holder: .....

Affix Revenue Stamp
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**Note:**

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. If appointed for more than fifty Members, the Proxy shall choose any fifty Members and confirm the same to the Company before the commencement of specified period for inspection. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.
3. Any alteration or correction made to this Proxy form must be initialled by the signatory/signatories.
4. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked "For". If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked "Against". If no direction is given, your Proxy may vote or abstain as he/she thinks fit.



**SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED**

CIN: L65922WB1990PLC049541

Registered office: Plot No. X-1, 2 & 3, Block -EP, Sector -V, Salt Lake City, Kolkata -700091

Telephone No.: 033 40202020; Fax No. 033 40202099

Website: www.shristicorp.com, Email: investor.relations@shristicorp.com

**ATTENDANCE SLIP**

*(To be presented at the Registration Counter)*

Serial No:

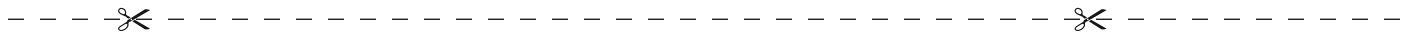
Regd. Folio/DP ID No. & Client ID	
Name and Address of the Shareholder	
Joint Holder(s)	
Number of Shares held	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Thursday, 10th November 2016 at 11:00 a.m. at the "India Power Convergence Centre", Plot No. X - 1, 2 & 3, Block - EP, Sector - V, Salt Lake City, Kolkata - 700091.

Full Name of Member/Proxy \_\_\_\_\_  
(IN BLOCK LETTERS)

\_\_\_\_\_  
Signature of the Member/Proxy

Note: Please cut here and bring the above Attendance Slip to the Meeting.



**ELECTRONIC VOTING PARTICULARS**

<b>EVEN (Electronic Voting Event Number)</b>	<b>User ID</b>	<b>Password</b>

The remote e-voting facility will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
From 9:00 a.m. (IST) on 7th November 2016	Upto 5:00 p.m. (IST) on 9th November 2016

The cut-off date for the purpose of remote e-voting & voting at the Extra-Ordinary General Meeting is Thursday, 3rd November 2016.