



SIDCL/Sect./2016-17/1390

August 30, 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: 26027**

Dear Sir/Madam,

**Sub: Notice of 26<sup>th</sup> Annual General Meeting**


This has reference to our earlier communication dated 27<sup>th</sup> May 2016 intimating 23<sup>rd</sup> September 2016 as the date of the 26<sup>th</sup> Annual General Meeting (AGM) of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are sending herewith a copy of the Notice dated 13<sup>th</sup> August 2016 convening the 26<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 23<sup>rd</sup> September 2016 at 'India Power Convergence Centre', Plot No. X- 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata- 7000091 at 11:00 A.M. to transact the Ordinary and Special Businesses as set out in the said Notice.

This is for your kind information and 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.shresticorp.com, E-mail: investor.relations@shresticorp.com

### NOTICE

NOTICE is hereby given that the Twenty-sixth Annual General Meeting of the Members of Shristi Infrastructure Development Corporation Limited will be held on **Friday, the 23rd September 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:**

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements including Audited Consolidated Financial Statements for the Financial Year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year ended 31st March 2016.
3. To appoint a Director in place of Mr. Sunil Jha (holding DIN 00085667), who retires by rotation and being eligible, seeks re-appointment.
4. To ratify the appointment of M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata (Firm Registration No. 302034E) as approved by the Members at the twenty-fourth Annual General Meeting of the Company as Statutory Auditors of the Company, to hold office until the conclusion of twenty-seventh Annual General Meeting and to authorize the Board to fix their remuneration for the financial year ending on 31st March 2017.

#### SPECIAL BUSINESS:

5. 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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 [hereinafter referred as 'Listing Regulations'], the applicable provisions of the Companies Act 2013 read with the relevant Rules made thereunder and in accordance with the recommendation of the Audit Committee and in accordance with the Policy of the Company on Related Party Transactions and subject to such approval(s) as may be required, consent of the Members be and is hereby accorded to the transactions of the Company as mentioned in the statement to this notice with its Subsidiary Companies namely Shristi Hotel Private Limited and Shristi Udaipur Hotels & Resorts Private Limited and its Associate Company namely Suasth Health Care (India) Private Limited, being related parties on such terms and conditions as may be mutually agreed between the Company and the related parties including those terms which have come into effect by virtue of the order of Court of Law, for an aggregate amount exceeding the threshold limit of 10 (ten) percent of the annual consolidated turnover of the Company for each related party as aforesaid, however not exceeding the limit of ₹ 500 crores in aggregate for all three related parties taken together during a financial year.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) of the Company be and are 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."

#### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 21st September 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 Annual General Meeting.
3. A Statement pursuant to Section 102 of the Companies Act 2013 in respect of special business under item no. 5 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. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September 2016 to 23rd September 2016 (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
6. The Company has changed its Registrar and Share Transfer Agents from MCS Share Transfer Agent Limited to Karvy Computershare Private Limited w.e.f. 1st June 2016. The aforesaid change has been duly communicated to Stock Exchanges and published in newspapers for information of shareholders/general public. Members holding Shares in physical mode are requested to intimate changes in their address to Karvy Computershare Private Limited, Registrar and Share Transfer Agents (RTA) of the Company located at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500032. Members holding shares in electronic mode are requested to send the intimation for change of address to their respective Depository Participants. Any such changes effected by the Depository Participants will automatically reflect in the Company's subsequent records.
7. 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 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.
8. Electronic copy of the Notice of the Annual General Meeting (AGM) 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 AGM 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 Annual Report 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 6 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.

9. Members desirous of obtaining any information/clarification(s) concerning the accounts and operation of the Company or intending to raise any query, 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.
10. The Dividend, if declared at the meeting, shall be paid between 27th September 2016 to 19th October 2016 to the Company's shareholders whose names stand registered in the Company's register of members as beneficial owners as at closing of business hours as on 16th September 2016 as per the list provided by NSDL and CDSL in respect of shares held in electronic form and for Members, holding equity shares in physical form, whose names appear on the Company's Register of Members, at the close of business hours on 16th September 2016 after giving effect to all valid transfers in

physical form lodged on or before 16th September 2016 with the Company and/or its Registrar and Share Transfer Agents.

11. Dividends for the financial year ended 31st March 2009, which remain unpaid or unclaimed for a period of 7 (seven) years from the date of its transfer to the unpaid dividend account, will be transferred to the Investor Education and Protection Fund established by the Central Government on 25th October 2016. Members who have not encashed the dividend warrant(s), so far for the financial year ended 31st March 2009, or any subsequent financial years are requested to make their claim to the Company at its Registered Office or the RTA. It may please be noted that once the unclaimed dividend is transferred to the said Fund, as above, no claims shall lie against the Company or the aforesaid Fund in respect of such amount. The Company has also sent reminder letter to Members for unclaimed dividend. Further, pursuant to the provisions of the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with the Companies) Rules 2012, the details of unpaid and unclaimed amounts lying with the Company as on 23rd September 2015 (date of the last Annual General Meeting) have been uploaded on the website of the Company [www.shristicorp.com](http://www.shristicorp.com) and also on the website of the Ministry of Corporate Affairs.
12. Reserve Bank of India has initiated NECS for credit of dividend directly to the bank accounts of the Members. Members are requested to register their bank account details (Core Banking Solutions enabled account number, 9 digit MICR and 11 digit IFSC Code), in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the RTA.
13. 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.
14. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring their copies of the Annual report to the meeting.
15. 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.
16. The details of Directors seeking re-appointment, in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 are annexed hereto and forms a part of this Notice.
17. 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 AGM.
18. 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 26th AGM."

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 AGM: The Members, who have not cast their vote through remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM 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 AGM. If a Member casts votes by both modes then voting done through remote e-voting shall prevail and vote at the AGM 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 Tuesday, 20th September 2016 (9:00 A.M.) and end on Thursday,

22nd September 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., Friday, 16th September 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 share of the paid-up equity share capital of the Company as on the cut-off date of Friday, 16th September 2016.
- (v) In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, i.e. Friday, 16th September 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 AGM in a fair and transparent manner.
- 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.

Place: Kolkata

Dated: 13th August 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

## STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

Your Company is engaged in Infrastructure Construction, Infrastructure Development and Infrastructure Consultancy. Infrastructure Development was primarily carried out through its flagship wholly owned subsidiary Shristi Housing Development Limited having CIN U70200WB2007PLC113303 (hereinafter referred to as 'SHDL') and Subsidiaries/Special Purpose Vehicle/Joint Venture Companies and Associates of SHDL including subsidiary companies namely Shristi Hotel Private Limited having CIN U55101WB2004PTC098787 and Shristi Udaipur & Resorts Private Limited having CIN U55101WB2007PTC112974 and associate company namely Suasth Healthcare (India) Private Limited having CIN U85100WB2008PTC130971. In course of its operation, SHDL had extended interest free loans and/ or guarantees to its related parties, including Shristi Hotel Private Limited, Shristi Udaipur Hotels & Resorts Private Limited and Suasth Health Care (India) Private Limited, duly complying with the provisions of the Companies Act 2013. As per the Order dated 16th February 2016 passed by The Hon'ble High Court at Calcutta, SHDL, the wholly owned subsidiary of the Company along with its two subsidiaries got merged with the Company w.e.f. 31st March 2016 and consequently the loans extended by SHDL to its subsidiaries, associates, etc. have been transferred to the Company. Your Company being a listed entity, these related party transactions have to comply with the Listing Regulations. According to Regulation 23(4) of the Listing Regulations, all material related party transactions require approval of the shareholders through resolution. According to Regulation 23(8) of the aforesaid Regulations, all existing material related party contracts or arrangements entered into prior to the date of notification of the aforesaid regulations and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting subsequent to notification of these regulations. Further the aforesaid regulations defines material transactions as a transaction with a related party to be entered into individually or taken together with previous transactions during a financial year, exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company. Accordingly a transaction would be material if it along with the previous transaction exceeds during the financial year ten percent of the consolidated turnover of the Company as per the financial statements of the previous year. Section 186 of the Companies Act 2013 is not applicable to the Company for loans, guarantees and securities since it is engaged in providing infrastructure facilities. The Audit Committee of the Company has granted an omnibus approval and the same is also being placed for shareholders consideration. Regulation 23(4) of the aforesaid Regulations requires all related parties to abstain from voting in this resolution irrespective of fact whether that related party is a party to the instant transaction or not.

Shristi Hotel Private Limited is a subsidiary of the Company and is developing a 31 storied five star hotel at land measuring 3.5 acres at Rajarhat, Kolkata, which will be operated by Starwood Asia Pacific Hotels & Resorts Pte. Ltd. under the brand name Westin. Shristi Udaipur Hotels & Resorts Private Limited, a subsidiary of the Company, is also engaged in the development of a mixed use infrastructure project having entertainment zone, shopping mall, health & well being section at a land measuring 8.5 acres situated near Goverdhan Sagar Lake, Udaipur. Suasth Health Care (India) Private Limited, an associate of the Company, is setting a super specialty hospital and a centre for liver and multi-organ transplant facility at a land measuring 3.9 acres at Kalamboli, Navi Mumbai.

As stated above, post merger of SHDL, the Company has continued with the financial arrangements, as given in the related party disclosures of the audited accounts, on such terms and conditions as were mutually agreed between the Companies from time to time. Further, the projects undertaken by these companies are not yet completed and as per undertakings given to banks, parent company is to provide promoter's contribution including unsecured loan as quasi-equity for completing the projects. The terms and conditions of the sanction letter mandates that no interest should be charged by the promoter during the pendency of the term loan from the lenders. Both revenue and capital returns will accrue to the Company on completion of the said projects. Further, Company's objective of social infrastructure development will gain impetus with the completion of the aforesaid projects. However the monetary value of the contracts/ arrangements/ transactions/ agreements entered or to be entered into by the Company with the above mentioned related parties shall not exceed ₹ 500 Crores in aggregate during a financial year.

None of the Directors of the above mentioned related Companies hold any shares or any Directorship in your Company except Mr. Braja Behari Mahapatra (Independent Director) and Mr. Sunil Jha who are common Directors both in the Company and in Shristi Hotel Private Limited. Except Mr. Braja Behari Mahapatra and Mr. Sunil Jha, to the extent of being a common Director in both the Company and Shristi Hotel Private Limited, none of the Directors or Key Managerial Personnel of the Company are either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

In light of the above provisions of the Listing Regulations and the Companies Act 2013 and based on the recommendation of the Audit Committee, the Board of Directors have proposed the above resolution for the approval of Members of the Company by way of an Ordinary Resolution.

**INFORMATION OF DIRECTOR SEEKING RE-APPOINTMENT/ APPOINTMENT AT THE ANNUAL GENERAL MEETING**

Name of the Director	Mr. Sunil Jha
Date of Birth	10-07-1963
Date of Appointment	12-02-2014
Expertise in specific functional area	Has over 27 years of experience in corporate & financial management. He has been associated with Shristi since the last 14 years and has held various leadership positions in the Company. Under his stewardship, the Company has won various awards for its development projects.
Qualification	B.Com, A.C.A.
Shareholding in the Company	NIL
List of other public limited companies in which directorship held	<ol style="list-style-type: none"> <li>1. Bengal Shristi Infrastructure Development Limited</li> <li>2. Durgapur Cineplex Limited</li> <li>3. Durgapur City Centre Management Services</li> <li>4. Shristi Lifestyle &amp; Entertainment Limited</li> <li>5. Border Transport Infrastructure Development Limited</li> </ol>
Chairman / Member of the Committees of the Boards across all public companies of which he is a Director	
a) Audit Committee	Member: Bengal Shristi Infrastructure Development Limited
b) Stakeholder's Relationship Committee	Nil
c) Nomination & Remuneration Committee	Nil
<b>Chairman / Member of the Committees of the Board of Directors of the Company</b>	
a) Audit Committee	NIL
b) Stakeholder's Relationship Committee	NIL
c) Nomination & Remuneration Committee	NIL
Relationship with other directors	None
Number of Board Meetings attended during F.Y. 2015-16 [out of 5(five) held]	5 (five)

Place: Kolkata

Dated: 13th August 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**

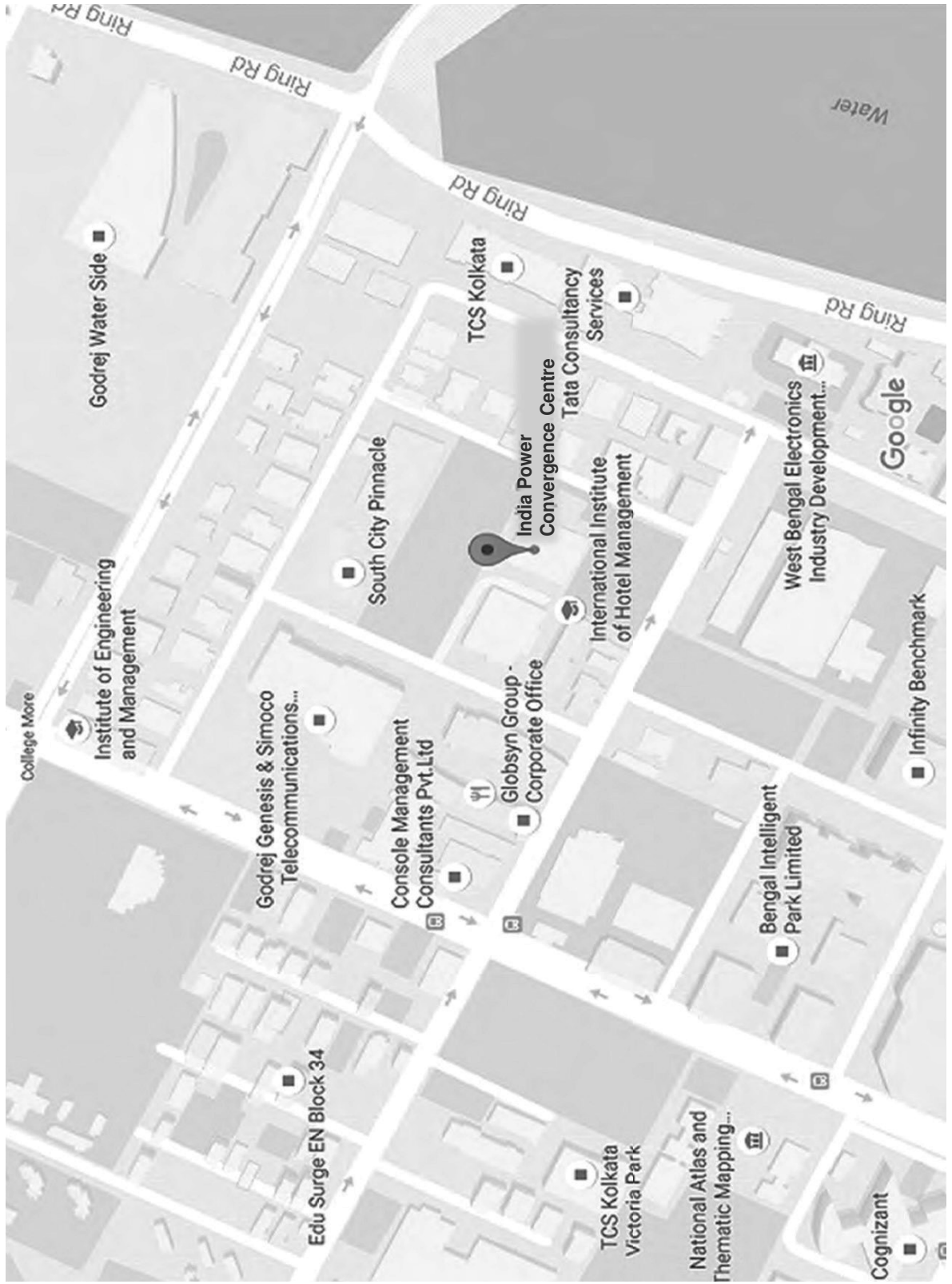
**Manoj Agarwal**  
Company Secretary



Route Map for venue of 26th Annual 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.shristicorp.com; Email: investor.relations@shristicorp.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 Twenty-Sixth Annual General Meeting of the Company, to be held on Friday, 23<sup>rd</sup> September 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
<b>Ordinary Business</b>			
1.	Adoption of Audited Financial Statements including Audited Consolidated Financial Statements for the financial year ended 31 <sup>st</sup> March 2016 and the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended 31 <sup>st</sup> March 2016.		
3.	Appointment of a Director in place of Mr. Sunil Jha (holding DIN 00085667), who retires by rotation and being eligible, seeks re-appointment.		
4.	Ratification of appointment of S. S. Kothari & Co., as Statutory Auditors and to authorize the Board to fix their remuneration for the financial year ending 31 <sup>st</sup> March 2017.		
<b>Special Business</b>			
5.	Approval of Related Party Transactions.		

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

Affix Revenue Stamp
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Signature of Shareholder: .....

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

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

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

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 Twenty-Sixth Annual General Meeting of the Company held on Friday, 23<sup>rd</sup> September 2016 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</b> <b>(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 20 <sup>th</sup> September 2016	Upto 5:00 p.m. (IST) on 22 <sup>nd</sup> September 2016

The cut-off date for the purpose of remote e-voting & voting at the Annual General Meeting is Friday, 16<sup>th</sup> September 2016.