

SIDCL/Sect./2017-18/1140

October 27, 2017

BSE Limited  
PJ Towers  
Dalal Street, Mumbai - 400 001  
BSE Script code: 511411

The Calcutta Stock Exchange Limited  
7, Lyons Range  
Kolkata - 700001  
CSE Script code: 026027

Dear Sir / Madam,

**Sub: Voting Results of the National Company Law Tribunal ("NCLT") convened meeting of the equity shareholders of Shristi Infrastructure Development Corporation Limited ("the Company") held on 25<sup>th</sup> October, 2017 under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017 ("SEBI Circular")**

Pursuant to the Order dated 6<sup>th</sup> September, 2017, passed by the Hon'ble NCLT, Kolkata Bench, a meeting of equity shareholders of the Company was held on Wednesday, 25<sup>th</sup> October, 2017 at 12 Noon at 'India Power Convergence Centre', Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata - 700091 for approving the Scheme of Arrangement between the Company, East Kolkata Infrastructure Development Private Limited and Vipani Hotels & Resorts Private Limited and their respective shareholders.

Accordingly, please find enclosed herewith the Voting results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as **Annexure-I** and the Consolidated Scrutinizer's Report on the result of voting as **Annexure-II**.

The result alongwith Scrutinizer's report has been disseminated on the website of the Company and on website of Karvy Computershare Private Limited and is also displayed at the Company's registered office.

Thanking you,

**For Shristi Infrastructure Development Corporation Limited**



**Manoj Agarwal**  
**VP (Corporate Affairs) & Company Secretary**

Encl: As above

Shristi Infrastructure Development Corporation Ltd.

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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										
Company Name	SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED									
Date of the AGM (NCLT Convened Meeting)	25th October 2017									
Total number of shareholders on record date	11371									
No. of shareholders present in the meeting either in										
Promoters and Promoter Group:	2									
Public:	231									
No. of Shareholders attended the meeting through Video										
Promoters and Promoter Group:	0									
Public:	0									
Under Section 230(1) read with section 232(1) of the Companies Act 2013										
Resolution required: (Ordinary/ Special)	No, Except for their shareholding in the Company									
Whether promoter/ promoter group are interested in the agenda/resolution?	No, Except for their shareholding in the Company									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting		16,538,319	99.40	16,538,319	-	100.00	-	-	-
	Poll	16,638,919	-	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-	-
Public- Institutions	E-Voting	20	-	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-	-	-
Public- Non Institutions	E-Voting		4,746,488	85.36	4,746,488	-	100.00	-	-	-
	Poll	5,561,061	553	-	553	-	-	-	-	-
	Postal Ballot		96	-	96	-	-	-	-	-
<b>Total</b>		<b>22,200,000</b>	<b>21,285,456</b>	<b>95.88</b>	<b>21,285,456</b>	<b>-</b>	<b>100.00</b>	<b>-</b>	<b>-</b>	<b>-</b>



**NITU PODDAR**

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PAN No - BVZPP7389A  
ACS No - A37398 | PCS No. 15113

Before the National Company Law Tribunal

Kolkata Bench  
Company Application No. 353

In the matter of  
The Companies Act, 2013

AND

In the matter of:  
An Application under section 230(1) read with  
232(1) of the said Act

AND

In the matter of :

1. Shristi Infrastructure Development Corporation  
Limited
2. East Kolkata Infrastructure Development Private  
Limited
3. Vipani Hotels & Resorts Private Limited

**CONSOLIDATED SCRUTINIZER'S REPORT**

*[Pursuant to Section 230(1) and 232(1) of the Companies Act, 2013 read with Sections 108 and 110 of the said Act, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Companies (Management and Administration) Rules, 2014]*

*NP*

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Date: 27.10.2017

To,  
Shri Anuj Singh  
The Chairperson,  
Meeting of Equity Shareholders of Shristi Infrastructure Development Corporation Limited

Dear Sir,

**Re: Consolidated Report of Scrutinizer on the result of voting by way of remote e-voting, postal ballot and poll conducted at the venue in connection with Resolution detailed in the Notice dated 21<sup>st</sup> September, 2017, convening the meeting of the Equity Shareholders of Shristi Infrastructure Development Corporation Limited (hereinafter referred to as “Company”) held at “India Power Convergence Centre” Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City Kolkata-700 091, on Wednesday, 25<sup>th</sup> October 2017 at 12:00 Noon pursuant to the directions issued by the Hon’ble National Company Law Tribunal, Kolkata Bench (“NCLT”) vide order dated 6<sup>th</sup> September, 2017, in Company Application No. 353 of 2017.**

I, Nitu Poddar, Associate at Vinod Kothari & Company, appointed as the Scrutinizer for the meeting of equity shareholders of Shristi Infrastructure Development Corporation Limited (“the Company”) by the Hon’ble National Company Law Tribunal, Kolkata Bench (‘NCLT’/‘Tribunal’), *vide* order dated the 6<sup>th</sup> September, 2017 for ascertaining the result of the voting by the Equity Shareholders of Shristi Infrastructure Development Corporation Limited by postal ballot, remote e-voting and by poll at the meeting held at “India Power Convergence Centre” Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City Kolkata-700 091 on Wednesday, 25<sup>th</sup> October 2017 at 12:00 P.M. on the below mentioned resolution, do hereby submit my report as under:

Compliances with the provisions of the Companies Act, 2013 and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and NCLT Order dated 6<sup>th</sup> September, 2017 relating to voting through Postal Ballot, remote e-voting and voting through Poll Paper at the Venue by the Members of the Company on the Resolution contained in the Notice dated 21<sup>st</sup> September, 2017, are the responsibility of the Management of the Company. My responsibility as Scrutinizer is to ensure that voting process, in all modes, is conducted in a fair and transparent



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manner and to make a Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the said Resolution, based on reports generated from e-voting system provided by 'Karvy Computershare Private Limited', RTA of the Company, for remote e-voting and the Postal Ballots, Poll Papers and other records.

I submit my report as under:

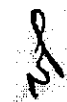
1. The Company has appointed Karvy Computershare Private Limited to provide and facilitate remote e-voting by the members of the Company to cast their votes through a secured electronic mode on the Resolution contained in the Notice dated 21<sup>st</sup> September, 2017, of the said NCLT convened meeting.
2. In terms of the NCLT order dated 6<sup>th</sup> September, 2017, the Company had completed the dispatch of Notice along with Postal Ballot Form, on 22<sup>nd</sup> September, 2017, to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 15<sup>th</sup> September, 2017. The self-addressed postage prepaid envelopes in relation to voting by postal Ballot, were also sent along with the Notices dispatched through Post. The Notice and the Postal Ballot Form were also placed on the Company's website [www.shristicorp.com](http://www.shristicorp.com). By the said order 18<sup>th</sup> October, 2017 was fixed as the cut off date for ascertaining the value of the votes of the shareholders.
3. The remote e-voting period remained opened from 9:00 AM on Sunday, 22<sup>nd</sup> October, 2017 till 5:00 PM on Tuesday, 24<sup>th</sup> October, 2017. The physical Postal Ballot Forms were addressed to the Scrutinizer to reach, not later than 5:00 PM on Sunday, 22<sup>nd</sup> October, 2017.
4. The requisite advertisements in terms of the said order of NCLT were published in the "Business Standard" (in English language) and in "Aajkal" (in Bengali language), in their respective issues dated 24<sup>th</sup> September 2017.
5. The total number of sealed envelopes containing votes cast by Postal Ballot received up to 5:00 PM. on Monday, 22<sup>nd</sup> October, 2017, i.e., the last date and time fixed by the Company for receipt of the Postal Ballot and opened in front of me, were 14 (Fourteen) containing



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- 14(Fourteen) Postal Ballot Forms. These Postal Ballot Forms were considered for my scrutiny.
6. The Company has also provided the facility of voting through Poll Paper at the venue of the meeting to Members who have not cast their vote by remote e-voting facility or Postal Ballot. 1 (One) empty Ballot Box was locked and sealed by me in the presence of members and proxies at the Venue.
  7. The locked ballot box was subsequently opened by me in the presence of two witnesses (1) Ms. Smriti Wadehra and (2) Ms. Barsha Dikshit and the representatives from M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agents of the Company and the total number of Poll Papers taken out from the Ballot Box were 83(Eighty Three), which were considered for my scrutiny.
  8. The Postal Ballot and Poll Papers were diligently scrutinized and were reconciled with the records maintained by M/s. Karvy Computershare Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations lodged with the Company.
  9. I have been informed that the Company has received 6 (Six) Proxy Form from its shareholders.
  10. The votes cast by the members through remote e-voting system provided by Karvy Computershare Private Limited were unblocked on Wednesday, 25<sup>th</sup> October, 2017 at 12.50 P.M.
  11. Postal Ballot in respect of 1 (One) member, holding 1 (One) equity shares in aggregate, was treated as invalid because it was not received on time.
  12. I have relied on information provided by M/s. Karvy Computershare Private Limited, the Registrar & Share Transfer Agents of the Company, in relation to shareholders details including details regarding number of shares held and their respective signatures.



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Based on the details containing list of Members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of Karvy Computershare Private Limited, and the votes cast by the members through Postal Ballot and Poll Papers distributed at the meeting, the results of the voting on the following Resolution, is given below:

## Resolution:

*“RESOLVED THAT the Scheme of Arrangement between Shristi Infrastructure Development Corporation Limited, East Kolkata Infrastructure Development Private Limited and Vipani Hotels & Resorts Private Limited, and their respective shareholders presented in Company Application (CAA) No.353/KB/2017 filed jointly by the said companies before the Hon'ble National Company Law Tribunal, Kolkata Bench (“Tribunal”) be and is hereby approved.”*

Mode of Voting	In Favour		Against		Invalid	Total Invalid Votes
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Invalid Votes Cast
Remote e-voting	11	21284807	0	0	0	0
Postal Ballot	14	96	0	0	1	1
Poll at Venue	81	553	0	0	2	6
<b>Total</b>	106	21285456	0	0	3	7

*The Resolution was thus passed unanimously by the members through Remote e voting/ postal ballot and poll at the venue.*

13. The votes cast by the Equity Shareholders of the Company as stated in the table above, includes votes cast by the public shareholders of the Company as follows:-

*NS*

# NITU PODDAR

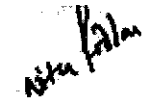
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Mode of Voting	In Favour		Against		Invalid	Total Invalid Votes
	No. of Members	No. of Votes Cast	No. of Members	No. of Votes Cast	No. of Members	No. of Invalid Votes Cast
Remote e-voting	10	4746488	0	0	0	0
Postal Ballot	14	96	0	0	1	1
Poll at Venue	81	553	0	0	2	6
<b>Total</b>	<b>105</b>	<b>4747137</b>	<b>0</b>	<b>0</b>	<b>3</b>	<b>7</b>

The resolution adopted thus also had the unanimous assent of the public shareholders, as above in terms of paragraph I(A)9(a) of Annexure-I of SEBI Circular dated 10<sup>th</sup> March 2017.

14. All relevant documents, records and papers relating to e-voting, postal ballot and poll papers were handed over to the Chairperson of the meeting.

Yours faithfully



Nitu Poddar  
Scrutinizer

Place: Kolkata  
Date: 27.10.2017



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## REPORT AS PER REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To  
Shri Anuj Singh  
The Chairperson  
Meeting of Equity Shareholders of Shristi Infrastructure Development Corporation Limited

Dear Sir,

In accordance with the Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed the results of the voting on the following resolution put to the Equity Shareholders of Shristi Infrastructure Development Corporation Limited for their approval in terms of the notice dated 21st September, 2017 of the meeting of such shareholders held on Wednesday, 25th October 2017:

**Resolution:** “RESOLVED THAT the Scheme of Arrangement between Shristi Infrastructure Development Corporation Limited, East Kolkata Infrastructure Development Private Limited and Vipani Hotels & Resorts Private Limited, and their respective shareholders presented in Company Application (CAA) No.353/KB/2017 filed jointly by the said companies before the Hon’ble National Company Law Tribunal, Kolkata Bench (“Tribunal”) be and is hereby approved.”

Resolution required:			Under Section 230(1) read with Section 232(1) of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda /resolution?			No, except for their shareholding in the Company					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	16638919	16538319	99.40	16538319	0	100	0
	Poll		0		0	0	0	
	Postal Ballot		0		0	0	0	
	Total		16538319		16538319	0	0	0
Public-Institutions	E-Voting	20	0	0	0	0	0	0
	Poll		0		0	0	0	

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	Postal Ballot		0		0	0	0	0
	Total		0		0	0	0	0
Public-Non Institutions	E-Voting	5561061	4746488	85.36	4746488	0	100	0
	Poll		553		553	0		0
	Postal Ballot		96		96	0		0
	Total		4747137		4747137	Nil		
Total		22200000	21285456	85.36	21285456	Nil	100.00	0

Yours faithfully



Nitu Poddar  
Scrutinizer

Place: Kolkata

Date: 27.10.2017