

SIDCL/Sect./2017-18/853

August 29, 2017

BSE Limited  
P. J. Towers,  
Dalal Street, Mumbai - 400001  
BSE Scrip Code: 511411

The Calcutta Stock Exchange Limited  
7, Lyons Range,  
Kolkata - 700001  
CSE Scrip Code: 026027

Dear Sir/Madam,

**Sub: Notice of 27<sup>th</sup> Annual General Meeting**

This has reference to our earlier communication dated 22<sup>nd</sup> August 2017 intimating 22<sup>nd</sup> September 2017 as the date of the 27<sup>th</sup> Annual General Meeting (AGM) of the Company.

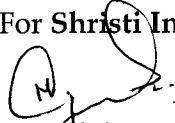
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we are sending herewith a copy of the Notice dated 1<sup>st</sup> July 2017 convening the 27<sup>th</sup> Annual General Meeting of the Company to be held on Friday, 22<sup>nd</sup> September 2017 at '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.



## 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 Twenty-Seventh Annual General Meeting of the Members of Shristi Infrastructure Development Corporation Limited will be held on **Friday, the 22nd September 2017 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 2017 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 2017.
3. To appoint a Director in place of Mr. Sunil Jha (DIN:00085667), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration and in this regard 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 Sections 139, 141 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, M/s. G. P. Agrawal & Co., Chartered Accountants (ICAI Registration Number 302082E), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata (ICAI Registration Number 302034E), the retiring Auditors of the Company whose tenure expires at this Annual General Meeting, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment at every Annual General Meeting and that the Board of Directors be and are hereby authorized to fix remuneration on the basis of recommendation of the Audit Committee in consultation with the Auditors of the Company."

#### SPECIAL BUSINESS:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act 2013 ('Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Articles of Association of the Company, recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors, consent of the Company be and is hereby accorded to the re-appointment of Mr. Sunil Jha (DIN:00085667) as Managing Director of the Company, for a period of 3 years with effect from 4th March 2017 to 3rd March 2020, liable to retire by rotation, at such remuneration, benefits and amenities as set out in the Statement annexed to the Notice of this Meeting, upon such terms, conditions and stipulations contained in an Agreement entered into between the Company and Mr. Sunil Jha, with liberty to the Board of Directors (hereinafter referred to as 'Board' which term shall be deemed to include any authorized Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration from time to time and in such manner as the Board may deem fit subject to the overall limits of remuneration in accordance with the provisions of the Act.

**RESOLVED FURTHER THAT** the remuneration including benefits, amenities and perquisites as set out in the said Agreement shall nevertheless be paid and allowed to Mr. Sunil Jha as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modifications or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto."

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

**"RESOLVED THAT** pursuant to the provisions of 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, the Foreign Exchange Management Act, 1999 as amended and modified from time to time and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable, as amended from time to time, issued by the Government of India ("GOI"), the Reserve Bank of India ("RBI") 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 authorized Committee of the Board) 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 from time to 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** subject to necessary approval(s) as may be required from time to time, the aforesaid issue of NCDs and/or other debt securities shall be freely tradeable and freely transferable in accordance with the prevalent market practices in the capital markets and such NCDs and/or other debt securities to be issued, if not subscribed, may be disposed off by the Board, in such manner and/or on such terms including offering or placing them with banks/ financial institutions/mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the said issue, offer and allotment of NCDs and/or other debt securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation, the determination of terms and conditions for issuance of NCDs and/or other debt securities including the number of NCDs and/or other debt securities that may be offered, timing for issuance of such NCDs and/or other debt securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, to enter into and execute arrangements/agreements for managing, listing, etc. of NCDs and/or other debt securities, paying advisors, professionals, intermediaries and all such agencies as may be involved or concerned in such offerings and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions arising therefrom including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) including but not limited to prospectus and/or letter of offer and/or circular, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, as may be required and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit, without being required to seek any further consent or approval of the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the offer, issue and allotment of NCDs and/or other debt

securities, the Board be and is hereby authorized on behalf of the Company to seek listing of such Securities on one or more Stock Exchanges in India.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company to give effect to the aforesaid resolution and thereby such Committee of Directors or one or more such Directors as authorized are empowered to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modifications as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in this regard.”

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

**“RESOLVED THAT** pursuant to the provisions of Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the Memorandum of Association and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s), sanction(s), as may be required from any regulatory or other appropriate authorities, the 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 authorized Committee of the Board), to accept and to give effect to the terms and conditions contained in the financing documents, inter alia, to convert the whole or part of the loans of the Company (as already stipulated or as may be specified by the Financial Institutions/Banks under the financing documents executed or to be executed in respect of the financial assistances which may be availed by the Company) under the lending arrangements with various Banks and/or Financial Institutions (hereinafter collectively referred to as the “Lenders”), at the option of the Lenders, the loans or any other financial assistance categorized as loans (hereinafter referred to as the “Financial Assistances”), in Foreign Currency or Indian Rupees, which may be availed from the Lenders, from time to time, not exceeding ₹ 1500 Crores (Rupees Fifteen Hundred Crores only), consistent with the existing borrowing powers of the Company under Section 180(1)(c) of the Companies Act 2013, each of such Financial Assistances being separate and distinct from the other, into fully paid up equity shares of the Company on such terms and conditions as may be stipulated in the financing documents and subject to applicable laws and in the manner specified in a notice in writing to be given by the Lenders (or their agents or trustees) to the Company (hereinafter referred to as the “Notice of Conversion”) and in accordance with the following conditions:

- (i) the conversion right reserved as aforesaid may be exercised by the Lenders on one or more occasions during the currency of the Financial Assistances;
- (ii) on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the financing documents, issue and allot the requisite number of fully paid-up equity shares to the Lenders or any other person identified by the Lenders as from the date of conversion and the Lenders may accept the same in satisfaction of the part of the loans so converted;
- (iii) the part of the loan so converted shall cease to carry interest as from the date of conversion and the loan shall stand correspondingly reduced. Upon such conversion, the repayment installments of the loan payable after the date of conversion as per the financing documents shall stand reduced proportionately by the amounts of the loan so converted. The equity shares so issued and allotted to the Lenders or such other person identified by the Lenders shall carry, from the date of conversion, the right to receive proportionately the dividends and other distributions declared or to be declared in respect of the equity capital of the Company. Save as aforesaid, the said shares shall rank pari passu with the existing equity shares of the Company in all respects.
- (iv) in the event that the Lenders exercise the conversion right as aforesaid, the Company shall at its cost get the equity shares, issued to the Lenders or such other person identified by the Lenders as a result of the conversion, listed with such stock exchanges as may be prescribed by the Lenders or as the Company may deem fit.
- (v) the loans shall be converted into equity shares at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations and other applicable laws, if any, at the time of such conversion.
- (vi) Pursuant to the exercise of the Conversion Right, the Lenders shall have the right to sell, assign or otherwise dispose of their shareholding in the Company to any Person including foreign entities at their discretion, as per the Applicable Laws.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalise the terms and conditions for raising the Financial Assistances, from time to time, with an option to convert the Financial Assistances into equity shares of the Company anytime during the currency of the Financial Assistances, on the terms specified in the financing documents, including upon happening of an event of default by the Company in terms of the loan arrangements.

**RESOLVED FURTHER THAT** on receipt of the Notice of Conversion, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and shall issue and allot requisite number of fully paid-up equity shares in the Company to such Lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue, offer and allot from time to time to the Lenders such number of equity shares for conversion of the outstanding portion of the loans as may be desired by the Lenders and to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid terms providing for such option and to do all such acts and things as may be necessary to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable as may be required to create, offer, issue and allot the aforesaid shares, to dematerialize the shares of the Company and to resolve and settle any question, difficulty or doubt that may arise in this regard and to do all such other acts, deeds, matters and things in connection or incidental thereto as the Board in its absolute discretion may deem fit, including delegating all or any of the powers herein conferred by this resolution on it, to any Committee of Directors or any person or persons, as it may in its absolute discretion deem fit in order to give effect to this resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and Schedules thereto (including any amendment, statutory modification(s) or re-enactment thereof for the time being in force), as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to alter the Articles of Association of the Company, by inserting the following Article after the existing ‘Article 120’ of the Articles of Association of the Company -

**120A.** *Subject to the provisions of the Act including any statutory modification thereof, the Board shall have the power to appoint any person as a director nominated by any firm, body corporate, financial institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee given of any loan borrowed or liability incurred by the Company or so long as the Company is indebted. The firm, body corporate, corporation, financial institution, bank or any other statutory body shall be entitled from time to time to remove such Director or Directors and appoint another or others in his or their place. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.*

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any authorized Committee of the Board) 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.”

## **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 19th September 2017.

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 to 8 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 16th September 2017 to 22nd September 2017 (both days inclusive) for determining eligibility for payment of dividend, if declared at the meeting.
6. 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 hold 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@shrsticorp.com](mailto:investor.relations@shrsticorp.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 26th September 2017 to 18th October 2017 to the Company's equity shareholders whose names stand registered in the Company's register of members as beneficial owners as at closing of business hours as on 15th September 2017 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 15th September 2017 after giving effect to all valid transfers in physical form lodged on or before 15th September 2017 with the Company and/or its Registrar and Share Transfer Agents.
11. Dividends for the financial year 2009-10, 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 (IEPF) established by the Central Government on 26th October 2017. Members who have not claimed the dividend(s), so far for the financial year 2009-10 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 letters to Members for unclaimed dividend. Further, pursuant to the provisions of Investor Education and



Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the “IEPF Rules”), the details of unpaid and unclaimed amounts lying with the Company as on 23rd September 2016 (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. The Company has sent Reminder letters on 24th March 2017 to the shareholders relating to transfer of underlying shares, in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more, to the IEPF in terms of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. A Newspaper Notice was also published by the Company in Business Standard and Aajkaal on 27th March 2017 containing requisite details as required under the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
13. In terms of Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, listed entities shall mandatorily make all payments to investors including dividend to shareholders, by using any Reserve Bank of India approved electronic mode of payment viz. ECS, LECS (Local ECS), RECS (Regional ECS), NECS (National ECS), direct credit, RTGS, NEFT, etc. Accordingly, Members are requested to register/update 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.
14. 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.
15. 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.
16. 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.
17. The details of Director seeking re-appointment, in terms of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015 and Para 1.2.5 of Secretarial Standard-2 on General Meeting are annexed hereto and forms a part of this Notice.
18. 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.
19. Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web Check-in facility through Karvy’s website. Web Check-in on the Karvy’s website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on “Web Check-in for General Meetings (AGM/EGM/CCM)”.
- b. Select the name of the Company: Shristi Infrastructure Development Corporation Limited.
- c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.

- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting period only i.e., Tuesday, 19th September 2017 (9:00 a.m.) and ends on Thursday, 21st September 2017 (5:00 p.m.).
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

## 20. 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](mailto:khaitan52@gmail.com) or [investor.relations@shristicorp.com](mailto:investor.relations@shristicorp.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Shristi Infrastructure Development Corporation Limited 27th 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, 19th September 2017 (9:00 a.m.) and ends on Thursday, 21st September 2017 (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, 15th September 2017, 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 Friday, 15th September 2017.
- (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, 15th September 2017, 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) and / or CS Siddhi Dhandhanias Practicing Company Secretary (ACS No. 35042, CP No. 13019) 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 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 IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 5

Mr. Sunil Jha was initially appointed as Managing Director of the Company for a period of three years with effect from 4th March 2014 to 3rd March 2017 with the approval of Members of the Company at the 24th Annual General Meeting held on 19th September 2014 in accordance with applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act. Further, shareholders in the 25th Annual General Meeting of the Company held on 23rd September 2015 had approved revision of the remuneration w.e.f 1st April 2015. The current term of office of Mr. Sunil Jha as Managing Director expired on March 3, 2017. During his term, Mr. Jha has rendered valuable services as Managing Director of the Company. Under his dynamic leadership, the Company has expanded its footprints and emerged as one of the leading Infrastructure Development & Real estate companies in India. Hence, considering the dedicated and meritorious services and contributions rendered by Mr. Jha towards developing and expanding the business operations of the Company, the Board of Directors of the Company at their meeting held on February 14, 2017 at the recommendation of Nomination and Remuneration Committee, has re-appointed him as the Managing Director of the Company, his office being liable to retirement by rotation, for a period of 3 (three) years beginning from March 4, 2017 till March 3, 2020 subject to approval of the Members of the Company on terms, conditions and stipulations contained in an Agreement entered into between the Company and Mr. Sunil Jha .

The Board of Directors of the Company considers that the re-appointment of Mr. Sunil Jha as Managing Director of the Company for the period proposed in the resolution is in the best interests of the Company.

Further, based on the recommendation of the Nomination & Remuneration Committee and in view of the contributions made by Mr. Jha, the Board has proposed the following remuneration for his term (Remuneration has been revised w.e.f. 1st April 2017):

#### I. Remuneration:

- a. **Basic Salary:** ₹ 2,00,000/- per month (for the period from 4th March 2017 to 31st March 2017). ₹ 2,40,000/- per month w.e.f. 1st April 2017. Basic salary will be in the scale of ₹ 2,00,000/- to ₹ 3,00,000/- per month with increment as may be decided by the Board on merit taking into account the Company's performance.
- b. **House Rent Allowance:** House Rent Allowance will be 50% of the Basic Salary. ₹ 1,00,000/- per month (for the period from 4th March 2017 to 31st March 2017). ₹ 1,20,000/- per month w.e.f. 1st April 2017.
- c. **Special Allowance:** ₹ 1,20,000/- per month, with increment upto 20% as may be decided by the Board on merit taking into account the Company's performance. (No revision has been made for this head).
- d. **Other Allowance:** ₹ 2,30,000/- per month (for the period from 4th March 2017 to 31st March 2017). ₹ 2,40,000/- per month w.e.f. 1st April 2017, with increment upto 20% as may be decided by the Board on merit taking into account the Company's performance.

e. **Ex- gratia:** One month's Basic Salary.

f. **Commission/ Incentive**

Such remuneration by way of commission/ incentive in addition to the salary and perquisites and allowances payable, calculated with reference to the net profit of the Company in a particular financial year, as may be determined by the Board of the Company at the end of each financial year, subject to the overall ceiling stipulated in Section 197 of the Act. The specific amount payable to the Managing Director will be based on certain performance criteria and such other parameters as evaluated by the Board or a Committee thereof duly authorized in this behalf and will be payable annually after the Annual Accounts have been approved by the Board.

g. **Perquisites:** In addition to the aforesaid, the Managing Director shall be entitled to the following perquisites:

- i. **Medical Reimbursement:** Reimbursement of actual medical expenses incurred in India and/ or abroad including hospitalization, nursing home and surgical charges for self and the family subject to the extent of one month's basic salary.
- ii. **Leave Travel Concession:** Reimbursement of actual traveling expenses, for proceeding on leave, once in a year in respect of self and family to the extent of one month's basic salary.
- iii. **Club Fees:** Reimbursement of membership fee for club subject to a maximum of two clubs (excluding admission fees).
- iv. **Contribution to Provident Fund:** The Company's contribution to Provident Fund, Superannuation or Annuity Fund as per the Rules of the Company, applicable for senior executives of the Company or such higher contribution as decided by the Board.
- v. **Gratuity:** Gratuity at a rate of half month's salary for each completed year of Service or at such higher rate to be decided by the Board not exceeding 1 (One) month's salary for each completed year of service as per rules of the Company.
- vi. **Leave:** Entitled for Leave with full pay or encashment thereof as per the Rules of the Company.
- vii. **Entertainment Expenses:** Entitled for reimbursement of entertainment and all other expenses incurred for the business of the Company as per the rules of the Company.
- viii. **Other Perquisite:** Subject to overall ceiling on remuneration prescribed in the Companies Act, the Managing Director may be given any other allowances, benefits and perquisites as the Board of Directors may from time to time decide.

**Explanation:** Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisite shall be evaluated at actual cost.

h. **Amenities:**

- a. **Conveyance Facilities:** The Company shall provide suitable conveyance facilities or reimburse the conveyance expenses incurred, to the Managing Director as may be required by him.
- b. **Telephone, telefax and other communication facilities:** The Company shall provide telephone, telefax and other communication facilities to the Managing Director as may be required by him.

The Members are informed that the existing and proposed remuneration of Mr. Jha is within the minimum remuneration limits provided in Schedule V of the Companies Act, 2013 in case of inadequacy of profits and is subject to the approval of shareholders by way of Special Resolution at AGM of the Company.

The above remuneration (including perquisites) shall be paid to Mr. Jha as the minimum remuneration in the event of absence or inadequacy of profits in any financial year of the Company.

The statement as required under Section II of Part II of the Schedule V of the Companies Act, 2013 is furnished below:

I. **General Information:**

1. **Nature of Industry:** Infrastructure Development & Real estate
2. **Date or Expected Date of Commencement of Commercial Production:** Existing Company in Infrastructure Development & Real Estate since 1999.

3. **In case of New Companies, Expected Date of Commencement of activities as per Project approved by Financial Institutions appearing in the Prospectus:** N.A.
4. **Financial Performance based on given indicators:**

Sl. No.	Details	FY 2016-17 (₹)	FY 2015-16 (₹)	FY 2014-15 (₹)	FY 2013-14 (₹)
1.	Turnover	1,055,549,430	1,625,624,395	1,073,764,237	1,253,574,650
2.	Profit Before Tax	32,303,802	38,237,414	31,220,278	36,947,206
3.	Profit After Tax	21,662,927	26,314,494	22,495,125	24,151,711
4.	Paid-up Share Capital	222,000,000	222,000,000	222,000,000	222,000,000
5.	Reserves & Surplus	3,785,527,682	3,753,830,880	813,529,600	798,299,636

5. **Foreign Investments or collaborations, if any:** NIL

## II. Information about Mr. Sunil Jha, Managing Director:

1. **Background Details, Recognition or Awards, Job Profile and his suitability:** Mr. Sunil Jha, born on 10th July, 1963, is a qualified Chartered Accountant and has also attended Real Estate Management Program at Harvard Business School. He has over 28 years of experience in corporate and financial management. He has been associated with Shristi from last 15 years and has held various leadership positions in the Shristi Group. Under his dynamic leadership, the Company has emerged as one of the leading Infrastructure Development & Real estate companies in India. As Managing Director of the Company, he is spearheading the diversified operations and is leading the management team. His primary focus is on improving operations, augmenting processes and strengthening various business estates.
2. **Past Remuneration:** Mr. Sunil Jha was appointed w.e.f. 4th March 2014 with a Basic Salary of ₹ 2,00,000/- per month, House Rent Allowance of ₹ 1,00,000/- per month, Other Allowance of ₹ 2,30,000/- per month and perquisites as stated above, as approved by the shareholders at the Annual General Meeting of the Company held on 19th September 2014 and continued to be the same till 31st March 2015. He was granted a Special Allowance of ₹ 1,20,000/- w.e.f. 1st April 2015, which was also approved by the shareholders in the 25th Annual General Meeting of the Company held on 23rd September 2015.
3. **Remuneration Proposed:** As stated above.
4. **Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person (in case of expatriates the relevant details would be w.r.t. the Country of his origin):** Remuneration as proposed to Mr. Sunil Jha is comparable to that drawn by the Peers in the similar capacity in the similar Industry and is commensurate with the size of the Company and diverse nature of its businesses.
5. **Pecuniary Relationship directly or indirectly with the Company, or Relationship with the Managerial Personnel, if any:** NIL

## III. Other Information:

1. **Reasons of inadequate profits:** Infrastructure and real estate sector in India has witnessed a slowdown over the last few years which has badly impacted the performance of most of the companies engaged in such businesses. Further, the demonetization of currency notes implemented by the Government of India during the month of November 2016 has adversely affected the business of the sector and the Company. Also, regulatory and bureaucratic hurdles led to project delays which impacted performance of the Company.
2. **Steps taken or proposed to be taken for improvement:** The Company has been making necessary efforts to improve the performance including restructuring its businesses. In the back drop of challenging macro economic conditions, your Company has adopted the cautious strategy of selectively bidding for the projects wherein project receivables do not get locked and provide for a decent IRR without being risky. The Government of India has announced various schemes for the housing sector which the Company is trying to take benefit of by structuring its housing projects accordingly. Further, we anticipate that demonetization along with full implementation of Real Estate (Regulation and Development) Act 2016, will bring in greater deal of transparency in the sector which will boost the confidence of the consumers and that in turn would help the sector grow in a reasonable pace.
3. **Expected increase in productivity and profits in measurable terms:** It is expected that in the near future,

with the betterment in Real Estate Sector in which the Company operates, the Company shall achieve desired growth and earn handsome profits, keeping in view the profiles of the projects of the Company. However, it is difficult to predict the exact increase in revenue and profit of the Company for future since it depends on many factors, internal and external to the Company.

IV. **Disclosures:** The disclosures in respect of remuneration package and other details of Mr. Jha are given at appropriate places in the Corporate Governance Report.

Brief resume of Mr. Sunil Jha, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships/chairmanships of Board committees, shareholding and relationships between directors' inter-se, as stipulated under SEBI Listing Regulations 2015 and Secretarial Standard-2 are provided in Annexure to this Notice.

The Board, therefore, recommends the Special Resolution as set out at Item no. 5 of this Notice for approval by the Members.

Save and except Mr. Sunil Jha and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

All the 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.

#### **Item No. 6**

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. 6 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. 6.

#### **Item No. 7**

In terms of the provisions of Section 180(1)(c), the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/ moneys upto an amount of ₹ 1500 Crores by passing a Special Resolution at the Extra-Ordinary General Meeting of the Company held on 10th November 2016.

In line with the regulatory changes in the recent past, the changes in the Companies Act, 1956 and in line with various directives issued by Reserve Bank of India, from time to time, the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules made there-under to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to convert the loans or any other financial assistance categorized as loans (hereinafter referred to as the "Financial Assurances"), in foreign currency or Indian Rupee, as may be availed from the Lenders, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations (SEBI Regulations) at the time of such conversion.

Accordingly, the Board recommends the resolution as set out in Item No. 7, to enable the Lenders, in terms of the lending arrangements, entered/to be entered, and as may be specified by the Financial Institutions/Banks under the financing documents to be executed in respect of the Financial Assurances to be availed, at their option, to convert the whole or part of their respective outstanding Financial Assurances into equity shares of the Company, upon such terms and conditions as may be deemed appropriate by the Board and at a price to be determined in accordance with the applicable SEBI Regulations

at the time of such conversion.

Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into equity) are required to be taken on quick basis, especially keeping in view the interest of the Company, it may not be feasible for the Company to seek shareholders consent each and every time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives may be deemed to be interested/ concerned in this resolution, except to their respective shareholdings in the Company, if any.

#### **Item No. 8**

The Company has availed various credit facilities from Banks / Financial Institutions / others and shall do so in the course of its business. As per the terms and conditions of sanction, the Banks/ Financial Institutions/ others may nominate their representatives on the Board of Directors of your Company who shall act as the Nominee Directors of the Lenders and participate in the affairs and governance of the Company.

Since, the Articles of Association of the Company at present, does not contain the relevant clause for appointment of Nominee Director, hence, the AOA is required to be amended so as to enable the appointment of Nominee Directors of the Banks / Financial Institutions / others on the Board of the Company, if required.

The Directors, therefore, recommend the Resolution to be passed as a Special Resolution by the Members.

A copy of the Articles of Association of the Company together with the proposed alterations would be available for inspection by the Members at the Registered Office of the Company on all working days between 2:00 p.m. and 4:00 p.m. upto the date of the Annual General Meeting and will be available for inspection at the AGM.

None of the Directors or Key Managerial Personnel (KMPs) of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

#### **Registered Office:**

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

Place: Kolkata

Dated: 1st July 2017

By Order of the Board of Directors  
For **Shristi Infrastructure Development Corporation Limited**  
**Manoj Agarwal**  
*Company Secretary*



**DISCLOSURES REQUIRED UNDER THE COMPANIES ACT 2013, SECRETARIAL STANDARD 2 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Director	Mr. Sunil Jha
Date of Birth	10-07-1963
Date of Appointment	04-03-2017
Profile	He is a Chartered Accountant and has also attended Real Estate Management Program at Harvard Business School. Has over 28 years of experience in corporate & financial management. He has been associated with Shristi since the last 15 years and has held various leadership positions in the Company. Under his dynamic leadership, the Company has emerged as one of the leading Infrastructure Development & Real Estate companies in India.
Expertise in specific functional area	
Qualification	B. Com, A. C. A.
Terms and conditions of appointment or re-appointment along with details of remuneration sought to be paid.	Mentioned in the Statement annexed to the Notice
Remuneration last drawn by such person, if applicable	
Date of first appointment on the Board	12-02-2014
Chairman / Member of the Committees of the Board of Directors of the Company	<p>NIL</p> <p>NIL</p> <p>NIL</p> <p>Member</p> <p>Member</p>
a) Audit Committee	
b) Stakeholder's Relationship Committee	
c) Nomination & Remuneration Committee	
d) Committee of Directors	
e) Share Transfer Committee	
Other Directorships of other Boards	<p>1. Bengal Shristi Infrastructure Development Limited</p> <p>2. Shristi Hotel Private Limited</p> <p>3. Durgapur Cineplex Limited</p> <p>4. Durgapur City Centre Management Services</p> <p>5. Shristi Lifestyle &amp; Entertainment Limited</p> <p>6. East Kolkata Infrastructure Development Private Limited</p> <p>7. Kanchan Janga Integrated Infrastructure Development Private Limited</p> <p>8. Border Transport Infrastructure Development Limited</p> <p>9. Essjay Project Development Private Limited</p>
Chairman / Member of the Committees of the Boards across other companies in which he is a Director	
a) Audit Committee	Member: Bengal Shristi Infrastructure Development Limited

b) Stakeholder's Relationship Committee	Nil
c) Nomination & Remuneration Committee	Member: Bengal Shristi Infrastructure Development Limited
Shareholding in the Company	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during F.Y. 2016-17 [out of 6(six) held]	6 (six)

**Registered Office:**

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

Place: Kolkata

Dated: 1st July 2017

By Order of the Board of Directors

For **Shristi Infrastructure Development Corporation Limited**

**Manoj Agarwal**

*Company Secretary*

## Route Map of 27th 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

**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-Seventh Annual General Meeting of the Company held on Friday, 22<sup>nd</sup> September 2017 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 19 <sup>th</sup> September 2017	Upto 5:00 P.M. (IST) on 21 <sup>st</sup> September 2017

The cut-off date for the purpose of remote e-voting & voting at the Annual General Meeting is Friday, 15<sup>th</sup> September 2017.



**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-Seventh Annual General Meeting of the Company, to be held on Friday, 22<sup>nd</sup> September 2017 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
Ordinary Business			
1.	Adoption of Audited Financial Statements including Audited Consolidated Financial Statements for the Financial Year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the Financial Year ended 31st March 2017.		
3.	Appointment of a Director in place of Mr. Sunil Jha (DIN 00085667), who retires by rotation and being eligible, seeks re-appointment.		
4.	Appointment of Statutory Auditors of the Company and to fix their remuneration.		
Special Business			
5.	Re-appointment of Mr. Sunil Jha (DIN 00085667), as Managing Director and revision of his remuneration.		
6.	Issuance of Non-Convertible Debt Securities (NCDs) upto ₹500 Crores on private placement basis.		
7.	Conversion of loan into equity as per Section 62(3) of the Companies Act, 2013.		
8.	Alteration of Articles of Association of Company.		

Signed this ..... day of ..... 2017.

Signature of Shareholder: .....

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

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

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

Affix  
Revenue  
Stamp

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.