



SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

CIN: L65922WB1990PLC049541

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

Tel No: +91-33-4020-2020

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

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of Shristi Infrastructure Development Corporation Limited will be held on **Tuesday, September 26, 2023 at 11.30 A.M (IST)** through Video Conferencing (**VC**)/Other Audio Visual Means (**OAVM**) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone Financial Statements and Audited Consolidated Financial Statements for the Financial Year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sunil Jha (DIN:00085667), who retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.

SPECIAL BUSINESSES:

3. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. D. Radhakrishnan & Co., Cost Accountants, having Firm Registration No. 000018, appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2023-24, amounting to Rs.30,000 (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified, confirmed and approved.

RESOLVED FURTHER THAT any of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 23 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the Members be and is hereby accorded to the Audit Committee and Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee constituted/empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the

explanatory statement with Prajna Vidya Bharati Private Limited, a related party under the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company for an aggregate value up to Rupees Thirty crores only entered/or to be entered during FY 2023-24, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm's length and in the ordinary course of business of the Company.

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

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution(s), be and are hereby approved, ratified and confirmed in all respects."

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (as amended) (the "Act") and Secretarial Standard on General Meetings (the "SS-2"), relating to Special Businesses to be transacted at the Meeting which the Board of Directors have considered and decided to include as Special Business and which are unavoidable in nature, are annexed hereto. The said Statements also contain the recommendation of the Board of Directors of the Company in terms of Regulation 17(11) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the "Listing Regulations"). Additional disclosures, pursuant to the requirements of SS-2 and Regulation 36 of the Listing Regulations, in respect of the Directors seeking appointment/re-appointment form part of this Notice convening the 33rd Annual General Meeting (**AGM/Meeting**) of the Company (the "**Notice**").
2. The Ministry of Corporate Affairs ("MCA"), vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 followed by General Circular Nos. 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**") has permitted the holding of the AGM through Video Conferencing ('**VC**') or Other Audio Visual Means ('**OAVM**') without the physical presence of the Members at a common venue.

Further Securities Exchange Board of India ("SEBI") vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and other applicable circulars ('**SEBI Circulars**') issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**").

In compliance with the applicable provisions of the Act, SEBI Listing Regulations and MCA Circulars, the 33rd AGM of the Company is being held through VC/OAVM on Tuesday, September 26, at 11.30 A.M. (IST). The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company situated at Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091.

3. **IN TERMS OF THE MCA AND SEBI CIRCULARS MENTIONED HEREINABOVE, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. THEREFORE, THE FACILITY TO APPOINT PROXY BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND CONSEQUENTLY, THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THE NOTICE.**

However, in pursuance of Section 113 of the Act and Rules framed thereunder, the Corporate/Institutional Members are entitled to appoint authorized representatives for the purpose of voting through remote e-voting or for the participation and e-voting during the AGM, through VC/OAVM. In this regard, they are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Power of Attorney/appropriate Authorization Letter authorizing their representative to vote on their behalf, to the Scrutinizer through e-mail at singhania.shruti19@gmail.com with a copy marked to evoting@kfintech.com.

4. Since the AGM will be held through VC/OAVM, no Route Map is annexed with the Notice.
5. **Dispatch of Annual Report, process for registration of E-mail ID for obtaining copy of the Notice and Annual Report:**
- i. In compliance with the aforesaid MCA and SEBI Circulars, the Notice and the Annual Report is being sent only through electronic mode to all the Members whose e-mail addresses are registered with the Company/RTA/Depositories.
 - ii. Members may note that the Notice and the Annual Report will also be available on the Company's website at www.shresticorp.com, the websites of the Stock Exchanges, i.e. BSE Limited and the Calcutta Stock Exchange Limited at www.bseindia.com and www.cseindia.com, respectively, and on the website of the e-voting agency <https://evoting.kfintech.com/>.
 - iii. KFin Technologies Limited (hereinafter referred to as "**KFin**"), the Company's Registrar and Share Transfer Agent will provide the facility for voting through remote e-voting, for participating in the AGM through VC/OAVM and e-voting during the AGM.
 - iv. Pursuant to the MCA's Circular, the Company has published a newspaper advertisement urging its members (who have not registered their e-mail IDs) to register their e-mail IDs at the earliest. The Company shall also publish a newspaper advertisement after dispatching the Annual Report, urging its members (who have not registered their e-mail IDs), to register their e-mail IDs and details for e-voting.

However, Members who have still not registered their e-mail IDs are requested to do so at the earliest, in the following manner:

- a) Members holding shares in electronic mode can get their e-mail IDs registered by contacting their respective Depository Participant.
- b) The Members are urged to support the Green Initiative of the Government of India by choosing to receive the communication from the Company through e-mail.

6. **Instructions for joining the AGM Through VC/OAVM:**

- i. Members will be able to attend the AGM through VC/OAVM at <https://emeetings.kfintech.com> by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM.
Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into the e-voting system.
- ii. Members may join the AGM through Laptops, Smart phones, Tablets or iPads for better experience. Further, Members will be required to use internet with a good speed to avoid any disturbance during the AGM. Members will need the latest version of Chrome, Safari, MS Edge or Mozilla Firefox.
Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
Members will be required to grant access to the web-cam to enable two-way video conferencing.
- iii. Facility of joining the AGM through VC/OAVM shall open 30 minutes before the time scheduled for the AGM and shall be kept open throughout the AGM. Members will be able to participate in the AGM through VC/OAVM on a first-come-first-serve basis.
Large Members (i.e. Members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. will not be subject to the aforesaid restriction of first-come-first-serve basis.
- iv. Institutional Members are encouraged to participate at the AGM through VC/OAVM and vote thereat.
- v. Members, holding shares as on the Cut-Off date i.e. Tuesday, September 19, 2023 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at <https://emeetings.kfintech.com> and clicking on 'Speaker Registration' during the period from Thursday, September 21,

2023 (09:00 A.M. IST) upto Sunday, September 24, 2023 (5:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

Alternatively, Members holding shares as on the Cut-Off date may also visit <https://emeetings.kfintech.com> and click on the tab 'Post Your Queries' and post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, e-mail ID and mobile number. The window will start from Thursday, September 21, 2023 (09:00 A.M. IST) up to Sunday, September 24, 2023 (5:00 P.M. IST).

Members who need assistance before or during the AGM with use of technology, can contact KFin at 18003094001 or write to them at evoting@kfintech.com.

Procedure for Remote E-Voting and E-Voting during the AGM:

7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto, read together with the MCA Circulars and Regulation 44 of the Listing Regulations, the Company has engaged the services of KFin to provide remote e-voting facility to all the Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
8. Members are requested to attend and participate in the ensuing AGM through VC/OAVM and cast their vote either through remote e-voting facility or through e-voting facility to be provided during the AGM.
9. Members who would have cast their vote by remote e-voting may attend the Meeting through VC/OAVM, but shall not be able to vote at the Meeting. Such a member will also not be allowed to change or cast vote again. The facility of voting through electronic means will also be available during the Meeting. Members attending the Meeting who would have not already cast their vote by remote e-voting shall be able to cast their vote during the Meeting.
10. In case of any query and/or help, in respect of attending the AGM through VC/OAVM mode, Members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of <https://evoting.kfintech.com> or contact Mr. S. V. Raju, Deputy Vice President - Corporate Registry or Mr. Balaji Reddy, Senior Manager –Corporate Registry ofKFin at the e-mail ID at evoting@kfintech.com KFin's toll free no.: 1800-309-4001 for any further clarifications/technical assistance that may be required.
11. Pursuant to the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is pleased to provide remote e-voting facility to its Members in respect of the business to be transacted during the AGM and facility for those Members participating in the AGM to cast vote through e-voting system during the AGM.
12. The facility for voting shall also be made available during the AGM and the members participating in the meeting who have not cast their votes by remote e-voting shall be able to exercise their right during the meeting through e-voting.
13. The members who have cast their vote by remote e-voting prior to the AGM may also participate in the AGM but shall not be entitled to cast their vote again.
14. The facility of casting the votes by the shareholders using an electronic voting system ("remote e-voting") during the prescribed time prior to AGM and voting during AGM will be provided by service provider KFin.
15. The remote e-voting period commences on Friday, September 22, 2023(9:00 A.M. IST) and ends on Monday, September 25, 2023(5:00 P.M. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date i.e. Tuesday, September 19, 2023 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by KFin for voting thereafter. Once a shareholder casts his vote on a resolution, the shareholder shall not be allowed to change it subsequently.
16. Any person who becomes a member of the Company after sending notice of AGM and holding shares as on Cut-Off Date i.e. Tuesday, September 19, 2023 may obtain the User ID and Password in the manner mentioned below by sending e-

mail to the Company at investor.relations@shristicorp.com along with authentic proof of shareholder or to write to KFin at evoting@kfintech.com sufficiently before closing of the remote e-voting.

17. The process and the manner for remote e-voting and e-voting during AGM is as under:

As per the SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING: Individual Shareholders (holding securities in DEMAT mode) - Login through Depositories

NATIONAL SECURITIES DEPOSITORY LIMITED (“NSDL”)	CENTRAL DEPOSITORY SERVICES LIMITED (“CDSL”)
1. User already registered for IDeAS facility of NSDL:	1. Existing user who have opted for Easi/Easiest of CDSL:
I. URL: https://eservices.nsd.com	I. URL: https://web.cdslindia.com/myeasi/home/loginor www.cdslindia.com
II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section.	II. Click on New System Myeasi option under Quick login.
III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”	III. Login with user id and password.
IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.	IV. Option will be made available to reach e-Voting page without any further authentication.
	V. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e- Services	2. User not registered for Easi/Easiest
I. To register click on link : https://eservices.nsd.com	I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration
II. Select “Register Online for IDeAS”	II. Proceed with completing the required fields.
III. Proceed with completing the required fields.	III. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.
IV. After successful registration, follow the steps mentioned under Para 1 above to cast your vote.	
3. By visiting the e-voting website of NSDL	3. By visiting the e-voting website of CDSL
I. URL: https://www.evoting.nsd.com/	I. URL: www.cdslindia.com
II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.	II. Provide DP ID & Client ID and PAN
III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.	III. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the demat account.
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	IV. After successful authentication, user will be provided links for the respective ESP (E-voting Service Provider) where the e-Voting is in progress.

<p>V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>V. Click against Company name or e-Voting service provider ('Kfin') and you will be re-directed to e-Voting page of service provider i.e. Kfin for casting the vote during the remote e-Voting period. You can now cast your vote without any further authentication.</p>
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Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depositories i.e. NSDL and CDSL

<p>Members facing any technical issue - NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>	<p>Members facing any technical issue - CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022- 23058738 or 022-23058542-43.</p>
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Individual Shareholders (holding securities in DEMAT mode) - Login through their Depository Participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

FOR NON-INDIVIDUAL SHAREHOLDERS AND SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

Login method for Non-Individual Shareholders and Shareholders holding securities in Physical Form

- a. **In case a shareholder receives an e-mail from the Company/Kfin [for shareholders whose e-mail addresses are registered with the Company/Depository Participant(s)]:**
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com>.
- c. Enter the login credentials (i.e., user-id and password) mentioned in the e-mail communication.

The e-Voting Event Number and your Folio Number or your DP ID Client ID will be your User ID.

User – ID: For shareholders holding shares in demat form:

For NSDL: 8 Character DP ID starting with IN followed by 8 Digits Client ID for CDSL: 16 digits beneficiary ID

User – ID: For shareholders holding shares in physical form:

EVEN Number followed by Folio No. registered with the Company / RTA.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

- d. After entering the details appropriately, click on LOGIN.

- e. You will reach the 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.).It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT i.e. Shristi Infrastructure Development Corporation Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the Cut-Off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the Cut-Off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can log in multiple times till you have confirmed that you have voted on the resolution.
- j. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- k. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with at tested specimen signature of the duly authorized signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at singhania.shruti19@gmail.com with the subject line "Shristi Infrastructure Development Corporation Limited – 33rdAGM" with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login.
- l. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs")and e-voting manual available at <https://evoting.kfintech.com> under help section or call on 1800 309 4001 (toll free).
- m. All grievances connected with the facility for voting by electronic means may be addressed to KFin or send an e-mail to evoting@kfintech.com or call 1800 309 4001 (Toll Free).
- n. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-Off date i.e. Tuesday, September 19, 2023 only shall be entitled to avail the facility of remote e-voting or voting at the AGM.
- o. In case of Joint holders, login ID/User Id and password details shall be sent to the first holder of the shares. Accordingly, the vote using user ID and Password sent to first holder is recognized on behalf of all the joint holders as the shareholder who casts the vote through the remote e-voting services of KFin, is doing so on behalf of all joint holders. First holder shall mean the holder of shares, whose name is first registered against the shares held. A person who is not a member as on the Cut-Off date, September 19, 2023 should treat this Notice for information purpose only.

18. Other Instructions:

- a) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
- b) The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Tuesday, September 19, 2023.

- c) Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holds shares as on the Cut-Off Date i.e. Tuesday, September 19, 2023 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 Folio No. or DP ID Client ID to +91 9212993399. In case of physical holding, prefix Folio No. with EVEN.

Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXX1234567890
 - ii. If e-mail ID 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. Members may call KFin toll free number 1800-309-4001
 - iv. Members may send an e-mail request to evoting@kfintech.com If the Member is already registered with the KFin e-voting platform then such Member can use his/her existing User ID and password for casting the vote through remote e-voting.
- d) The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform and no separate login is required for the same
- 19.** The Board of Directors of the Company has appointed CS Shruti Singhania, Practicing Company Secretary, (FCS No. 11752/CP No. 18028) as the Scrutinizer for scrutinizing the process of remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of the Meeting, unblock the votes cast through remote e-voting and e-voting done during the Meeting in presence of atleast two witnesses not in employment of the Company. The Scrutinizer shall submit a Consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the Meeting.
- 20.** The Results of remote e-voting and voting at the Meeting shall be declared by the Chairman or by any other director duly authorised in this regard. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website (www.shristicorp.com) and also be displayed on the Notice Board of the Company at its Registered Office for atleast 3 days and on the website of KFin (<https://evoting.kfintech.com/>) immediately after the results are declared and simultaneously communicated to the Stock Exchanges.
- 21.** In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 22.** Members holding shares in electronic form may note that the Company or its Registrar and Share Transfer Agent (KFin) cannot act on any request received directly from the members holding shares in electronic form for any change in their address or bank particulars or bank mandates. Such changes are to be advised only to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and/or bank mandates immediately to KFin.
- 23.** Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website (www.shristicorp.com) under the section "Investor Corner"
- 24.** The 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 their PAN details to the Depository

Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/KFin.

25. As an ongoing endeavour to enhance Investor experience and leverage new technology, our RTA, KFin Technologies Limited has been continuously developing new applications. Here is a list of applications that has been developed by our RTA for the convenience of our Investors:
- (a) **Investor Support Centre:** A webpage accessible via any browser enabled system. Investors can use a host of services like Post a Query, Raise a service request, Track the status of their DEMAT and REMAT request, Dividend status, Interest and Redemption status, Upload exemption forms (TDS), Download all ISR and other related forms. The same can be accessed from the following web-link:<https://ris.kfintech.com/clientservices/isc/default.aspx>
 - (b) **eSign Facility:** Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination requires that eSign option be provided to Investors for raising service requests. The same can be accessed from the following web-link:<https://ris.kfintech.com/clientservices/isr/isr1.aspx?mode=f3Y5zP9DDNI%3d>
 - (c) **KYC Status:** Shareholders can access the KYC status of their folio. The webpage has been created to ensure that shareholders have the requisite information regarding their folios. The same can be accessed from the following web-link:<https://ris.kfintech.com/clientservices/isc/kycqry.aspx>
 - (d) **KPRISM:** A mobile application as well as a webpage which allows users to access Folio details , Interest and Dividend status, FAQs, ISR Forms and full suite of other investor services. The same can be accessed from the following web-link:<https://kprism.kfintech.com/signin.aspx>
26. In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, read together with the SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021 and SEBI/ HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16, 2023 (hereinafter, collectively referred as the "SEBI KYC Circulars") mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI KYC Circulars. The folios wherein the above details are not available shall be frozen in the manner and timelines given in the SEBI KYC Circulars. Further, in terms of the SEBI KYC Circulars, the securities in the frozen folios shall be eligible for payment including dividend only through electronic mode, in the manner and timelines given therein. The payment shall be made electronically upon complying with the relevant requirements of the SEBI KYC Circulars. Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.
27. Pursuant to Regulation 40 of the Listing Regulations, the securities of listed companies can be transferred only in the dematerialized mode w.e.f. April 1, 2019, except in case of transmission or transposition of securities. In this regard, SEBI vide its Press Release No. 12/2019 dated March 27, 2019 clarified that the said amendments do not prohibit an investor from holding the shares in physical mode and the investor has the option of holding shares in physical mode even after April 1, 2019. However, any investor desirous of transferring shares which are held in physical mode after April 1, 2019 could do so only after the shares are dematerialized. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020 fixed March 31, 2021 as the Cut-Off date for relodgement of transfer deeds. Accordingly, the shares that were re-lodged for transfer (including those requests that are pending with the Company / RTA) were allowed to be issued only in demat mode.
28. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/exchange of securities certificates, endorsement, sub-division/splitting/consolidation of share certificates, transmission and transposition. The securities holder/claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the Company's website, i.e. www.shresticorp.com

Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

29. Procedure for inspection of documents

- i. All documents referred to in the Notice and the Explanatory Statement shall be made available electronically for inspection by the Members of the Company, without payment of fees upto and including the date of AGM. Members seeking inspection of the aforementioned documents can send an e-mail to investor.relations@shristicorp.com with the subject line “Shristi Infrastructure Development Corporation Limited – 33rdAGM” from their registered e-mail addresses mentioning their names and folio numbers / demat account numbers.
- ii. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available for inspection by the Members through electronic mode during the AGM.

30. Transfer of Unclaimed or Unpaid amounts to the Investor Education and Protection Fund (IEPF)

- i. In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (as amended) (the “IEPF Rules”), dividends for the financial year 2015-16, 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. Shareholders who have not yet encashed their dividend warrants for the financial year 2015-16 or any subsequent financial year(s) were requested to claim the same by sending a duly signed letter (along with a copy of cancelled cheque) to KFin. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company for the financial year 2014-15 as on September 23, 2022 (date of last AGM) on the website of the Company (www.shristicorp.com) and also on the website of the Ministry of Corporate Affairs.
- ii. The Company has sent reminder to all those shareholders who have not claimed their dividends and newspaper publications have also been made by the Company about the same. In case the Company/RTA does not receive any claim from such shareholders before the due date, the Company shall proceed to transfer such dividend to IEPF as per the IEPF Rules, without any further notice. Further, the equity shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will also be transferred to IEPF Suspense Account, which is operated by the IEPF Authority in terms of the IEPF Rules. No claim shall lie against the Company in respect of individual amount(s) so credited to the Investor Education and Protection Fund.

Members can however claim both the unclaimed dividend amount and the equity shares from the IEPF Authority by making applications in the manner provided in the IEPF Rules

31. FOR EASE OF PARTICIPATION BY MEMBERS, PROVIDED BELOW ARE KEY DETAILS REGARDING THE AGM FOR REFERENCE:

Sr. No	Particulars	Details of access
1	Link of the AGM and for participation through VC/OAVM	https://emmetings.kfintech.com
2	Link for posting AGM queries and speaker registration and period of registration	https://emeetings.kfintech.com Thursday, September 21, 2023 (09:00 A.M. IST) up to Sunday, September 24, 2023 (5:00 P.M. IST).
3	Link for remote e-voting	https://evoting.kfintech.com
4	Helpline number for VC participation and e-voting	Contact KFin Technologies Limited at 1800-309-4001 or write to them at evoting@kfintech.com
5	Cut-Off date for e-voting	Tuesday, September 19, 2023
6	Time period for remote e-voting	Friday, September 22, 2023 (9:00 A.M. IST) and ends on Monday, September 25, 2023 (5:00 P.M. IST).
7	Link for Members to update email ID	For shareholders with demat https://emeetings.kfintech.com For shareholders with physical shares investor.relations@shristicorp.com einward.ris@kfintech.com .
8	Last date for publishing results of the e-voting	not later than 48 hours after the conclusion of the Thirty Third Annual General Meeting
9	Registrar and Transfer Agent - Contact details	KFin Technologies Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 Tel: 1-800-5724-001 E-mail ID: einward.ris@kfintech.com Website : www.kfintech.com
10	Shristi Infrastructure Development Corporation Limited – Contact details	Plot No.X-1,2 &3, Block EP, Sector V, Salt Lake City Kolkata 700 091 Tel: +91-33-4020-2020 E-mail Id: investor.relations@shristicorp.com Website : www.shristicorp.com

Dated: August 12, 2023

Place: Kolkata

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

Sd/-

Krishna Kumar Pandey

Company Secretary & Compliance Officer

Membership No. A26053

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS)

Item No. 3

In terms of Section 148 of the Companies Act, 2013 and the Companies (Cost Records and Audit) Rules, 2014 as may be amended from time to time, the Company is required to have an audit of its cost records by a Cost Accountant.

The Board of Directors on the recommendation of the Audit Committee, approved the appointment of M/s. D. Radhakrishnan & Co., Cost Accountants (Registration Number 000018) as the Cost Auditors of the Company for the financial year 2023-24 at a remuneration of Rs.30,000 (Rupees Thirty Thousand only) plus out of pocket expenses and taxes as may be applicable from time to time in connection with the cost audit of the Company for the financial year 2023-24.

Further, as per the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the financial year 2023-24.

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

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

Item No. 4

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ('SEBI Listing Regulations'), the Companies Act, 2013 ('Act') and as per Company's 'Policy on materiality of events and dealing with Related Party Transactions' ('Materiality Policy'), a transaction with a Related Party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) aggregate value exceeding Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statement of the Company ('Material Related Party Transaction') whichever is lower, shall require prior approval of shareholders by means of an ordinary resolution as material related party transaction.

Your Company being a real estate organization has a semi-finished inventory available in its projects across India. The Company desires to sale the said inventory on, as is where basis at a lump sum price to any buyer to liquidate the same. The Company will utilized the amount of sales proceeds, if any, for repayment of the outstanding loan of the Banks/financial institutions.

Accordingly, a proposal was received from M/s. Prajna Vidya Bharati Private Limited ("Prajna"), a company registered under Companies Act, 1956, a related party entity forming part of the promoter group, to buy inventory in the projects.

Prajna is a related party under SEBI Listing Regulations. The proposed transaction would be a related party transaction under section 188 of the Companies Act, 2013 and Regulation 23 of SEBI Listing Regulations.

The members further note that the proposed aggregate value of the transaction will be exceeding 10% of the latest consolidated turnover of the Company hence treated as Material Related Party transaction under Regulation 23 of SEBI (LODR), 2015 and will require prior approval of members of the Company.

Based on the approval of Audit Committee and Board of Directors the proposed arrangement would be in the nature of in the ordinary course of business of the Company, Hence, the transaction proposed for Members' approval is in ordinary course and at an arm's length.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 4.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

The Board recommends the Resolution set forth at Item No. 4 for the approval of the Members.

Information pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021

Sr. No.	Description	Details
1	Details of summary of information provided by the Management to the Audit Committee	
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Prajna Vidya Bharati Private Limited is an entity forming a part of the promoter group of the Company as defined under Regulation 2(1)(zb) of SEBI Listing Regulations
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Ajeet Kumar Sahewal & Mr. Mahesh Kumar Nagwan are not related as per Regulation 2(1)(zb) of SEBI Listing Regulations
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	Sale of semi-finished inventory up to Rs. 30 crores
d.	Value of Transactions	Up to Rs. 30 crores
e.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	The above transactions represent 13.05% of the annual consolidated turnover of the Company considering FY 2022-23 as the immediately preceding financial year
2	Justification for the Transaction	Please refer to explanatory statement to the Item No.4.
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary: Not Applicable	
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5	Any other information that may be relevant	Not Applicable

Dated: August 12, 2023

Place: Kolkata

**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**

Sd/-
**Krishna Kumar Pandey
Company Secretary & Compliance Officer
Membership No. A26053**

Annexure to the Notice

As per the requirement of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Clause 1.2.5 of the Secretarial Standard – 2 (Revised) as issued by the Institute of Company Secretaries of India, a statement containing the requisite details of the concerned Directors is given below:

Name of the Director	Mr. Sunil Jha
Date of Birth	10-07-1963
DIN	00085667
Qualification and Experience	Mr. Sunil Jha is a Chartered Accountant and has also attended Real Estate Management Program at Harvard Business School. He has been associated with the Company since more than two decades and has over thirty four years of multidimensional experience in finance, operations and team development. Under his stewardship, the Company has won various awards for its development projects. As Managing Director of the Company, he is spearheading the diversified operations and is leading the Management Team. He has made “Shristi” as a brand which is a name synonymous with infrastructure and real estate business in India. He has created long-term value for the stakeholders of the company and the community as a whole.
Date of first appointment on the Board	04-03-2014
Shareholding in the Company (number)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
Number of Board Meetings attended during F.Y. 2022-23 [out of 6(six) held]	6
Other Directorships of other Boards	<ol style="list-style-type: none"> 1. Shristi Lifestyle & Entertainment Ltd. 2. Sarga Hotel Private Limited 3. Bengal Shristi Infrastructure Development Limited 4. Kanchan Janga Integrated Infrastructure Development Private Limited 5. Border Transport Infrastructure Development Limited 6. Durgapur Cineplex Limited 7. Durgapur City Centre Management Services 8. East Kolkata Infrastructure Development Private Limited

Chairman/Member of the Committees of the Boards across other companies in which he is a Director	None
Terms and conditions of appointment	Appointed for a period of 3 years commencing from March 4, 2023 and ending on March 3, 2026, liable to retire by rotation.
Details of remuneration paid	Rs. 1,03,82,364/- was paid as remuneration during the year 2022-2023

Dated: August 12, 2023

Place: Kolkata

**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**

Sd/-
**Krishna Kumar Pandey
Company Secretary & Compliance Officer
Membership No. A26053**



SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

CIN: L65922WB1990PLC049541

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

Tel No: +91-33-4020-2020

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