



SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

CIN: L65922WB1990PLC049541

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

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Members,

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with the Companies (Management and Administration) Rules, 2014 (herein after referred to as the 'Rules') including any statutory modification or re-enactment thereof for the time being in force, and in accordance with Clause 35B of Listing Agreement with Stock Exchanges as amended, the Company is seeking consent of its members for the proposed following special resolutions by way of Postal Ballot:

Item No. 1: Borrowing Powers of the Board

To consider and if thought fit, to give your assent or dissent to the following resolution proposed to be passed as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the earlier resolution passed under erstwhile Section 293(1)(d) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 22nd September, 2008 and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") of the Company, to borrow from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions, Government Bodies and other persons, firms, bodies corporate, whether in India or abroad, whether secured or unsecured, notwithstanding that money so borrowed together with the monies already borrowed by the Company may at any time exceed the aggregate of the paid - up capital of the Company and its free reserves (reserves not set apart for any specific purpose) provided that the total amount borrowed and outstanding at any point of time (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall not exceed the sum of Rs.1000 crores (Rupees One Thousand Crores only).

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

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

Item No. 2: Creation of Charge/Mortgage on the Assets of the Company

To consider and if thought fit, to give your assent or dissent to the following resolution proposed to be passed as a **SPECIAL RESOLUTION**:

"RESOLVED THAT in supersession of the resolution passed under erstwhile Section 293(1)(a) of the Companies Act, 1956 at the Annual General Meeting of the Company held on 22nd September, 2008 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board") of the Company, to create charge, mortgage, hypothecate, pledge and / or other encumbrances, if any, in addition to the existing mortgage, hypothecate, pledge and/ or charge already created in such form, manner and ranking and on such terms as the Board deems fit, in the interest of the Company, on all or any of the movable and/ or immovable properties of the Company (both present and future) and/ or any other assets or properties, either tangible or intangible, wherever situated, whether presently belonging to the Company or not, and/ or whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of certain events of defaults, in favour of Lender(s), Agent(s), Trustee(s) for securing the borrowing availed or to be availed by the Company, by way of loans, debentures (comprising fully/partly Convertible Debentures and/ or Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the shareholders under Section 180(1)(c) of the Act (including any statutory modification or re-enactment thereof) alongwith interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company including any increase as a result of devaluation/ revaluation/ fluctuation in the rate of exchange and the Board be and is hereby authorized to decide all the terms and conditions in relation to such creation of charge at the absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments, writings as may be required.

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

Item No. 3: Authority to the Board of Directors to grant loan(s)/give guarantee(s) or security(ies) and make investment in securities

To consider and if thought fit, to give your assent or dissent to the following resolution proposed to be passed as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company, subject to such approvals, consents and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘The Board’) to give, from time to time, any loan(s), advances, deposits to any person, company(ies) or other body corporate(s); and/or give guarantee and/or provide security(ies) in connection with a loan to any company(ies), body corporate(s) or person; and/or make investment in shares, debentures and/ or other securities of any other body corporate(s), whether in India or outside, which may or may not be subsidiary(ies) and/or associates of the Company as the Board may think fit upto an aggregate amount not exceeding Rs.1000 crores (Rupees One Thousand Crores only) notwithstanding that the individual/ aggregate of the loans or guarantees or securities, so given or to be given and/or securities acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013 read with rules made thereunder.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to agree, make, accept and finalize all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit, including the power to transfer / dispose off the investments so made, from time to time.

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

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

Place: Kolkata
Dated: 4th August, 2014

Manoj Agarwal
Company Secretary

NOTES:

1. The Statement for the proposed Special Businesses pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (‘the Act’) setting out material facts are appended herein below.
2. This Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Wednesday, 6th August, 2014.
3. The Company has appointed CS Deepak Kumar Khaitan, Company Secretary in whole-time practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
4. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed on the attached self-addressed Business Reply Inland Letter. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. **The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than the close of working hours (i.e. upto 6:30 P.M.) on Wednesday, 10th September, 2014** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled by Karvy Computershare Private Limited (‘Karvy’) for voting thereafter.
5. In compliance with the provisions of Section 108 & 110 of the Act read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company has also extended e-Voting facility as an alternate for its Members, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

The instructions for e-Voting are as under:-

A. In case of Members receiving e-mail from Karvy:

- (i) Open e-mail and open PDF file viz; “Shristi e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://evoting.karvy.com>
- (iii) Enter the login credentials.
- (iv) After entering the details appropriately, click on “Login”.
- (v) 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 (like*#,@ etc.). The system will prompt you to change your password and update your contact details like mobile, e-mail etc. on first login. You may also enter the secret

question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) You need to login again with your new credentials.
- (vii) Select "EVEN" of Shristi Infrastructure Development Corporation Limited.
- (viii) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (ix) Cast your vote by selecting an appropriate option and 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. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (x) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (xi) Institutional and corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at **khaitan52@gmail.com** or **investor.relations@shristicorp.com** with a copy marked to **evoting@karvy.com**.

B. In case of Members receiving physical copy of the Postal Ballot Form:

- (i) Initial password, alongwith User ID and e-Voting Event Number is provided in the table given in the Postal Ballot Form.
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) given above to cast your vote.

C. Other instructions:

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) available at the "Help & FAQ's" section of <https://evoting.karvy.com> or contact toll free no. 1-800-3454-001.
- (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.

- 6. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, members who have registered their e-mail IDs with depositories or with the Company are being sent this Notice of Postal Ballot by e-mail and the members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download the same from the link <https://evoting.karvy.com> or www.shristicorp.com or seek duplicate Postal Ballot Form from the Company, fill in the details and send the same to the Scrutinizer. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than 10th September, 2014 at 6:30 p.m.
- 7. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice-versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-Voting shall prevail and voting done by valid Physical Ballot will be treated as invalid.
- 8. Upon completion of scrutiny of the forms, the Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary or by any other person authorized by them. The result of the Postal Ballot shall be declared by the Chairman or Managing Director or Company Secretary or by any other person authorized by them, on **Friday, 12th September, 2014** at the Registered Office of the Company. The resolutions will be taken as passed effectively on the date of announcement of the result. Members, who wish to be present at the venue at the time of declaration of the result, may do so. The result of the Postal Ballot shall also be announced through newspaper advertisement, intimated to the stock exchanges and shall also be hosted on the website of the Company **www.shristicorp.com** & KARVY's website **https://evoting.karvy.com** alongwith scrutinizers' report.
- 9. All relevant documents referred in the Statement shall be open for inspection 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 declaration of the result of Postal Ballot.

STATEMENT FOR THE PROPOSED RESOLUTIONS PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Members of the Company at their Annual General Meeting held on 22nd September, 2008 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs.1000 crores (Rupees One Thousand Crores only). The Board of Directors were also authorized to create mortgage and/or charge on any or all of the Company's assets to secure the Company's borrowings in terms of Section 293(1)(a) of the Companies Act, 1956.

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013 ('the Act'), the Board of Directors shall not, except with the consent of the Company by way of Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business) exceeding the aggregate of the paid-up share capital and free reserves.

Further, Section 180(1)(a) of the Act provides that the Board of Directors shall not sell, lease or otherwise dispose off the whole or substantially the whole of the undertaking(s) of the Company except with the consent of the Company accorded by way of a Special

Resolution. As the documents to be executed between the lenders/security holders/ trustees for the holders of the said securities and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a Special Resolution under Section 180(1)(a) of the Act for creation of charges/ mortgages/ hypothecations etc.

Further, as per the Circular No. 04/2014 dated 25th March, 2014 issued by the Ministry of Corporate Affairs, the resolution(s) passed earlier under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act i.e. upto 11th September, 2014.

Accordingly, it is proposed to obtain the Members' approval by way of Special Resolution(s) to enable the Board of Directors to (i) borrow money upto Rs.1000 crores (Rupees One Thousand Crores only); and (ii) secure the borrowings of the Company and/ or its subsidiary(ies)/affiliate(s)/associate(s) or other person(s) by creating charge, mortgage, hypothecation and other encumbrances, if any, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company.

The Board recommends the resolutions for approval of the Members as Special Resolution(s).

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution(s) set out at Item Nos. 1 & 2.

Item No. 3

In terms of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, no Company shall directly or indirectly give any loan to any person or other body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person, and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding 60% (sixty per cent) of its paid-up share capital, free reserves and securities premium account or 100% (one hundred per cent) of its free reserves and securities premium account, whichever is more, unless prior approval by means of a Special Resolution is passed by the Members of the Company.

The Company operates some of its businesses through subsidiaries, joint ventures, affiliates and associates. The funding obligations of such subsidiaries, joint ventures and associates are funded primarily out of the Company's cashflows. Any such infusion of funds by the Company into its subsidiary(ies)/joint venture(s) / associate(s) or corporate guarantee given by the Company to secure the borrowings made by the subsidiary(ies)/ joint venture(s)/associate(s), are done by means of a resolution passed by the Board of Directors or the Finance Committee of the Board which does not require shareholders' approval as per the provisions of Section 186 of the Act, as long as the limits specified under Section 186 of the Act are not exceeded.

In view of the future requirements of business and ensuring the Company's funding obligations towards the subsidiary(ies)/joint venture(s)/associate(s) or other person(s), it is proposed to obtain the shareholders approval upto an amount of Rs.1000 crore (Rupees One Thousand Crores only), which amount, as on date, is higher than the limits specified in Section 186 of the Act.

The Board of Directors recommends the resolution for approval of the Members as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution set out at Item No. 3 except to the extent of their directorships and shareholding in subsidiary(ies)/joint venture(s)/ associate company(ies).

By Order of the Board
For Shristi Infrastructure Development Corporation Limited

Place: Kolkata
Dated: 4th August, 2014

Manoj Agarwal
Company Secretary



SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED
CIN: L65922WB1990PLC049541

Regd. Office: Plot No. X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata- 700091
Website: www.shristicorp.com Email: investor.relations@shristicorp.com

POSTAL BALLOT FORM

(Please read the instructions written overleaf before completing this form)

Serial No.:

1. Name(s) of Member(s) :
2. Registered Address of the sole/first named Member (in block letters) :
3. Registered Folio No./ DP ID No./Client ID No. :
4. No. of Share(s) held :
5. I/we hereby exercise my/our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 4th August, 2014 of Shristi Infrastructure Development Corporation Ltd. ("the Company") by sending my/our assent or dissent to the said Resolution(s) by placing the tick mark (√) at the appropriate box below :

| Sl. No. | Description | No. of Share(s) | I/We assent to the Resolution (For) | I/We dissent to the Resolution (Against) |
|---------|---|-----------------|-------------------------------------|--|
| 1. | Special Resolution under Section 180(1)(c) of the Companies Act, 2013 granting approval for Borrowing Powers of the Board as mentioned in Item no. 1 of the Notice | | | |
| 2. | Special Resolution under Section 180(1)(a) of the Companies Act, 2013 granting approval for creation of Charge/Mortgage on the Assets of the Company as mentioned in Item no. 2 of the Notice. | | | |
| 3. | Special Resolution under Section 186 of the Companies Act, 2013 to give authority to the Board of Directors to grant loan(s)/give guarantee(s) or security(ies) and make investment in securities as mentioned in Item no. 3 of the Notice. | | | |

Place:

Date:

Signature of Member

ELECTRONIC VOTING PARTICULARS

| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
| | | |

Note: For e-voting, please refer the instruction under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

Last date for receipt of Postal Ballot Forms by the Scrutinizer is Wednesday, 10th September, 2014

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM:

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot and send it to the Scrutinizer in the attached self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form only. The assent or dissent received in any other format shall be considered invalid. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tickmark (✓) in the appropriate column in the Postal Ballot Form.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Transfer Agent or Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member. In case Postal Ballot Form is signed through a Delegatee/ Attorney, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (i.e. upto 6.30 P.M.) on Wednesday, 10th September, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such Member (s) has not been received.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authorizing giving requisite authority to the person voting on the postal ballot form, together with the duly attested specimen signature(s) of the authorized signatories.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on Wednesday, 6th August, 2014.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
11. In case of Members who are willing to vote through e-voting, please follow the instruction mentioned in the Postal Ballot Notice to cast your vote in electronic mode.