



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 34th Annual General Meeting of the Members of Shristi Infrastructure Development Corporation Limited will be held on **Tuesday, September 17, 2024 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, 2024 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, on the recommendation of the Audit Committee, as the Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company for the financial year 2024-25, at a remuneration of Rs.30,000 (Rupees Thirty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses be and is hereby ratified and confirmed.

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.”

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 34th 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 09/2023 dated September 25, 2023 (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 till September 30, 2024.

Further Securities Exchange Board of India (“SEBI”) vide its Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 7, 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 34th AGM of the Company is being held through VC/OAVM on **Tuesday, September 17, 2024 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 cssiddhi51@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. **Electronic 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 (unless specifically requested for hard copies by the members) 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.shristicorp.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/>. The Company will also be sending printed copies of the Annual Report 2023-24 to the shareholders on receipt of specific requests.
 - 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) Members holding shares in physical mode are requested to register their email IDs with the Company or KFin, for receiving the Notice and Annual Report. Requests can be emailed to einward.ris@kfintech.com or investor.relations@shristicorp.com

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.

- ii. Members may join the AGM through Laptops, Smartphones, 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. Monday, September 09, 2024 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 Friday, September 13, 2024 (09:00 A.M. IST) up to Monday, September 16, 2024 (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> for 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 Friday, September 13, 2024 (09:00 A.M. IST) up to Monday, September 16, 2024 (5:00 P.M. IST).

Members who need assistance before or during the AGM with use of technology, can contact KFin at 1800 309 4001 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 for Members attending the Meeting and who have not 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 of KFin 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 the 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 remote e-voting period commences on Friday, September 13, 2024 (09:00 A.M. IST) up to Monday, September 16, 2024 (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 of September 09, 2024 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.
13. Any person who becomes a member of the Company after sending notice of AGM and holding shares as on Cut-off date i.e. Monday, September 09, 2024 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.
14. 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.

15. PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING:**Individual Shareholders (holding securities in DEMAT mode) –**

Login method for Individual Shareholders holding shares in demat mode, as devised by the Depositories/ Depository Participants, is given below:

| NATIONAL SECURITIES DEPOSITORY LIMITED (“NSDL”) | CENTRAL DEPOSITORY SERVICES LIMITED (“CDSL”) |
|--|--|
| 1. User already registered for IDeAS facility of NSDL: | 1. User already registered for Easi/Easiest of CDSL: |
| I. URL: https://eservices.nsdl.com | I. URL: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com |
| II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. | II. Click on New System Myeasi option under Quick login. |
| III. A new page will open. Enter your User ID and Password. Post successful authentication, click on ‘Access to e-Voting’ under ‘Value Added Services’ | III. Login with user id and password. |
| IV. Click on ‘Active E-Voting Cycles’ option under e-Voting. | IV. Option will be made available to reach e-Voting page without any further authentication. |
| V. Click against Company name (‘Shristi Infrastructure Development Corporation Limited’) or E-Voting service provider (‘Kfintech’) and you will be re-directed to E-Voting page of service provider i.e. Kfintech for casting the vote during the remote E-Voting period. You can now cast your vote 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 type in the browser /click on, any of the following e-Service link: https://eservices.nsdl.com Or https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp | I. Option to register is available at website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |
| II. Select “Register Online for IDeAS” | II. Proceed with completing the required fields. |
| III. Proceed to complete your registration using your DP ID, Client ID, Mobile number and other required details | 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. Type in the browser /click on the following link: https://www.evoting.nsdl.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. |

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| <p>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see E-Voting page.</p> | <p>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> |
| <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> |
| <p>VI. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience</p> <div data-bbox="272 705 682 926" style="text-align: center;"> <p>NSDL Mobile App is available on</p>  </div> | |

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

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| <p>Members facing any technical issue - NSDL</p> <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022-4886 7000</p> | <p>Members facing any technical issue - CDSL</p> <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p> |
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16. 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)]:**
- i. Launch internet browser and type the URL: <https://evoting.kfintech.com>
 - ii. 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.
 - iii. After entering the details appropriately, click on LOGIN.
 - iv. 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.).
- b. in case of a shareholder whose e-mail address is not registered / updated with the Company/RTA/ Depository Participant(s), please follow the following steps to generate your login credentials:**
- i. Shareholders holding shares in physical mode, who have not registered / updated their email addresses with the Company, are requested to register / update the same by providing necessary details like Folio No., Name of the Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) by email to evoting@kfintech.com and copy to the Company at investor.relations@shristicorp.com
 - ii. Shareholders holding shares in dematerialised mode, shall provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DP ID + CL ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy), AADHAAR (self-attested scanned copy) by email to evoting@kfintech.com and copy to the Company at investor.relations@shristicorp.com
 - iii. After due verification, the Company/Kfin will forward your login credentials at your registered e-mail address.
 - iv. Follow the instruction at (a). (i) to (ix) to cast your vote

It is strongly recommended not to share your password with any other person and 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 EVENT i.e. Shristi Infrastructure Development Corporation Limited.
- vii. 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. 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 login multiple times till you have confirmed that you have voted on the resolution.

17. General Instructions/Information For Members For Voting On The Resolutions

- i. 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 attested specimen signature of the duly authorized signatory (ies) who is/are authorised to vote, to the Scrutinizer through e-mail at cssiddhi51@gmail.com with the subject line "Shristi Infrastructure Development Corporation Limited – 34th AGM" with a copy marked to evoting@kfintech.com and may also upload the same in the e-voting module in their login.
- ii. 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).
- iii. 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. Monday, September 09, 2024 only shall be entitled to avail the facility of remote e-voting or voting at the AGM.

- iv. 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
- v. The Board of Directors of the Company has appointed CS Siddhi Singhania, Practicing Company Secretary, (ACS No. 35042 /CP No. 13019) 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 at least 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 two working days of conclusion of the Meeting.
- vi. 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.shresticorp.com) and also be displayed on the Notice Board of the Company at its Registered Office for at least 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 in compliance with Rule 20 of Companies (Management and Administration Rules), 2014 and Regulation 44(3) of the Listing Regulations.

18. General:

- i. 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 09, 2024 should treat this Notice for information purpose only.
- ii. 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.
- iii. 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.
- iv. 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. Monday, September 09, 2024
- v. 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. Monday, September 09, 2024 may obtain the User ID and Password in the manner as mentioned below:
- vi. 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.
- vii. A recorded transcript of the meeting shall be uploaded on the website of the Company (link) and the same shall also be maintained in the safe custody of the Company.

- viii. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/ CIR/2023/37 dated 16th March, 2023 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024), in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor service requests by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature), and nomination details.

As per the said Circular, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details. Physical folios wherein the said details are not available would be eligible for lodging grievance or any service request only after registering the required details. Any payments including dividend in respect of such folios shall only be made electronically with effect from 1st April, 2024 upon registering the required details. If a shareholder holding shares in physical form desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she/they may submit the same in the prescribed form.

Members are hereby requested to kindly comply with the SEBI KYC Circulars.

- ix. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or KFin, for assistance in this regard.
- x. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 7, 2024) 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. Further SEBI vide its circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documentation for transmission of securities. 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.shristicorp.com Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

19. 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 – 34th AGM" 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.

20. 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 2016-17, 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

2016-17 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 2015-16 as on September 26, 2023 (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

21. Awareness about Online Resolution of Disputes in the Indian Securities Market through Online Dispute Resolution ('ODR') Portal

- i. This is to inform you that Securities and Exchange Board of India ("SEBI") vide circular no. SEBI/HO/ OIAE/ OIAE_IAD1/P/ CIR/2023/131 dated July 31, 2023 issued guidelines for online resolution of disputes in the Indian securities market through establishment of a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTA's) or specified intermediaries/regulated entities in the securities market.
- ii. SEBI vide circular no. SEBI/HO/OIAE/OIAE_IAD1/P/ CIR/2023/135 dated August 4, 2023 has further clarified that the investor shall first take up his/her/ their grievance with the Market Participant (Listed Companies, specified intermediaries, regulated entities) by lodging a complaint directly with the concerned Market Participant. If the grievance is not redressed satisfactorily, the investor may, escalate the same through the SCORES Portal [https:// scores.gov.in/scores/Welcome.html](https://scores.gov.in/scores/Welcome.html) in accordance with the process laid out. After exhausting the above options for resolution of the grievance, if the investor is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal.
- iii. The SMART ODR Portal can be accessed at: [https:// smartodr.in/login](https://smartodr.in/login).

22. 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 Friday, September 13, 2024 (09:00 A.M. IST) up to Monday, September 16, 2024 (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 | Monday, September 09, 2024 |
| 6 | Time period for remote e-voting | Friday, September 13, 2024 (9:00 A.M. IST) and ends on Monday, September 16, 2024 (5:00 P.M. IST). |
| 7 | Link for Members to update e-mail 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 | on or after Tuesday, September 17, 2024 |
| 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 |

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

Place: Kolkata
Dated: August 14, 2024

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 2024-25 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 2024-25.

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 2024-25.

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.

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 five 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. 2023-24 [out of 5(Five) held] | 5 |
| Other Directorships of other Boards | 1. Shristi Lifestyle & Entertainment Ltd. 2. Bengal Shristi Infrastructure Development Limited 3. Kanchan Janga Integrated Infrastructure Development Private Limited 4. Border Transport Infrastructure Development Limited 5. Durgapur Cineplex Limited 6. Durgapur City Centre Management Services 7. 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, 2024 and ending on March 3, 2026, liable to retire by rotation. |
| Details of remuneration paid | No remuneration was paid to the Managing Director |

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

Place: Kolkata
Dated: August 14, 2024

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

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