

SIDCL/Sect/2024-25/082

November 11, 2024

BSE Limited
P. J. Towers,
Dalal Street, Mumbai-400001
BSE Scrip Code: 511411/955319

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

Dear Sir/Madam,

Ref : **Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Sub: **Postal Ballot Notice**

Please find enclosed herewith copy of Postal Ballot Notice along with the Explanatory Statement ("Notice") dated September 17, 2024, being sent to the Members of Shristi Infrastructure Development Corporation Limited ("**the Company**") to seek approval by way of remote electronic voting ("remote e-voting") in respect of the following Special Resolution, as set out in the Notice:

Item No.	Description of Special Resolution
1.	Appointment of Mr. Debaditya Chakrabarti (DIN: 10625622) as an Independent Director (Non- Executive) of the Company
2.	Appointment of Mr. Kumar Shankar Datta (DIN: 07248231) as an Independent Director (Non- Executive) of the Company
3.	Appointment of Mr. Vinod Kumar Pandey (DIN: 10727891) as an Independent Director (Non- Executive) of the Company

In compliance with the provisions of Section 110 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and latest being General Circular No. 09/2024, dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, November 8, 2024 ("Cut- off date")**, seeking their approval as set out in the Postal Ballot Notice.

Shristi Infrastructure Development Corporation Ltd.

Registered Office : Plot No. X - 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700 091, T. : +91 33 4020 2020/4015 4646 F. : +91 33 4020 2099
E. : contact@shristicorp.com www.shristicorp.com CIN - L 65922WB1990PLC049541

The Company has engaged the services of KFin Technologies Limited (“KFinTech”) for the purpose of providing e-voting facility to all its members. The remote e-voting will commence from **Friday, November 15, 2024 at 9:00 a.m. (IST)** and shall end on **Saturday, December 14, 2024 5:00 p.m. (IST)**. The results of the postal ballot will be announced on or before **Monday, December 16, 2024**.

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the Notes to the Postal Ballot Notice.

The above information will be made available on the website of the Company at www.shristicorp.com.

This is for your information and record.

Thanking you,

Yours faithfully,
For **Shristi Infrastructure Development Corporation Limited**

KRISHNA
KUMAR
PANDEY

Digitally signed by
KRISHNA KUMAR
PANDEY
Date: 2024.11.11
16:43:30 +05'30'

Krishna K Pandey
Company Secretary & Compliance Officer

Encl: As above



SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED

CIN: L65922WB1990PLC049541

Registered Office: Plot No. X-1, 2 & 3, Block-EP, Sector-V,
Salt Lake City, Kolkata-700091 Telephone No: 033 40202020;

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, as amended and applicable circulars issued by Ministry of Corporate Affairs]

VOTING STARTS ON	VOTING ENDS ON
Friday, November 15, 2024 at 9:00 a.m. (IST)	Saturday, December 14, 2024 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given that resolution as set out in this notice as special resolution is proposed to be passed by the members of Shristi Infrastructure Development Corporation Limited ("**the Company**") by means of Postal Ballot through remote e-voting ("**e-voting**") pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and latest being General Circular No. 09/2024, dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA**") (hereinafter collectively referred to as "**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Explanatory Statement pursuant to the provisions of Section 102, 108 and 110 of the Act read with Rule 22 of the Rules, stating material facts and reasons for the proposed resolution is annexed hereto.

You are requested to peruse the proposed resolution along with Explanatory Statement provided in this notice and thereafter record your assent/dissent by means of remote e-voting facility provided by the Company.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on September 17, 2024, has appointed **Ms. Siddhi Singhania (ACS - 35042 & C.P.- 13019), Practising Company Secretary** as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by her upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced at or before 5.00 p.m. (IST) on Monday, December 16, 2024.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and The Calcutta Stock Exchange Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.shristicorp.com on the KFin's website at <https://evoting.kfintech.com/> and will also

be communicated to the BSE Limited and The Calcutta Stock Exchange Limited, Stock Exchanges where equity shares of the Company are listed.

The Company has engaged the services of KFin Technologies Limited ("KFin"/RTA), as the agency to provide e-voting facility. In accordance with the aforesaid MCA Circulars, members can vote only through the remote e-voting process. The Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The Remote e-voting period shall commence on **Friday, November 15, 2024 at 9:00 a.m. (IST) and ends on Saturday, December 14, 2024 at 5:00 p.m. (IST).**

Item No. 1. Appointment of Mr. Debaditya Chakrabarti (DIN: 10625622) as an Independent Director (Non- Executive) of the Company

To consider and pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Debaditya Chakrabarti (DIN: 10625622), who was appointed as an Additional Director, designated as an Independent Director (Non- Executive), on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company with effect from September 17, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director (Non- Executive) of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto September 16, 2029, notwithstanding that he shall attain the age of 75 (seventy five) years during the aforesaid term be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2. Appointment of Mr. Kumar Shankar Datta (DIN: 07248231) as an Independent Director (Non- Executive) of the Company

To consider and pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Kumar Shankar Datta (DIN: 07248231) who was appointed as an Additional Director, designated as an Independent Director (Non- Executive), on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company with effect from September 17, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director (Non- Executive) of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto September 16, 2029, notwithstanding that he shall attain the age of 75 (seventy five) years during the aforesaid term be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 3. Appointment of Mr. Vinod Kumar Pandey (DIN: 10727891) as an Independent Director (Non- Executive) of the Company

To consider and pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of Mr. Vinod Kumar Pandey (DIN: 10727891) who was appointed as an Additional Director, designated as an Independent Director (Non- Executive), on the recommendation of the Nomination and Remuneration Committee and approved by the Board of Directors of the Company with effect from September 17, 2024 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, as an Independent Director (Non- Executive) of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, i.e., upto September 16, 2029, be and is hereby approved;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For Shristi Infrastructure Development Corporation Limited**

Registered Office:

Plot No - X, 1, 2 & 3,
Saltlake City, Sector - V,
Kolkata - 700 091

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

Place: Kolkata

Date: September 17, 2024

NOTES:

1. The information required to be provided under section 102 of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
2. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Master circular dated July 11, 2023 ('SEBI Circular'), the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFIN Technologies Limited ('KFintech') the E-Voting Service Provider (ESP), on all the resolutions set forth in this Notice.
3. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
4. The Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, November 8, 2024 the cut-off date. Any person, who is not a Member as on the cut-off date, should treat this Postal Ballot Notice for information purposes

only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Transfer Agent (RTA). The same will also be available on the Company's website www.shresticorp.com websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited (KFin/RTA) at <https://evoting.kfintech.com/>

5. In accordance with the MCA and SEBI Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.shresticorp.com) duly filled and signed along with requisite supporting documents to KFinTech at Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad- 500 032.
6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. Friday, November 8, 2024.
7. The e-voting commences on Friday, November 15, 2024 at 9:00 AM (IST) and ends on Saturday, December 14, 2024 at 5.00 PM (IST).
8. Once the vote on the Resolutions is cast by the Members, the Members shall not be allowed to change it subsequently
9. All the material documents referred to in the accompanying Notice and explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.relations@shresticorp.com with the subject line: **"Shristi Infrastructure Development Corporation Limited - Postal Ballot 2024"** mentioning their names and folio numbers / demat account numbers.
10. The last date specified by the Company for e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority i.e Saturday, December 14, 2024.
11. Contact details of the person responsible to address the queries/grievances connected with the voting by Postal Ballot including voting by electronic means, if any:

Mr. Krishna Kumar Pandey

Company Secretary & Compliance Officer
Shristi Infrastructure Development Corporation Limited
Plot X, 1, 2 & 3, Block - EP, Sector V, Saltlake City,
Kolkata - 700 091
Email: investor.relations@shresticorp.com

Mr. Balaji Reddy





Senior Manager
Registrar and Transfer Agent
KFin Technologies Limited
Unit: Shristi Infrastructure Development Corporation Ltd
Selenium Tower B, Plot No. 31-32
Financial District, Serilingampally Mandal
Hyderabad - 500 032
Email - einward.ris@kfintech.com

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.

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.
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.	V. Click against Company name or e-Voting service provider ('Kfin') and you will be redirected 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.
VI. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience NSDL Mobile App is available on    	
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	
Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000	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

1. 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.). 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.

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

Important notes for attention:

1. In terms of Section 20 of the Companies Act, 2013 read with Rule 35 of the Companies (Incorporation) Rules, 2014 and Section 101 read with Rule 18(3) of the Companies (Management and Administration) Rules, 2014, Members, who have not registered / updated their e-mail id(s) with the Company are requested, to kindly provide the said details in order to receive Notices of General Meetings and / or other communications from Company in electronic form.
2. In terms of Circular no. SEBI/HO/MIRSD/POD- 1/P/CIR/2023/181 dated November 17, 2023 & SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 (now rescinded due to

Issuance of Master Circular dated May 7, 2024), The Securities and Exchange Board of India ("SEBI") as an ongoing measure to enhance the ease of doing business for investors in the securities market, has mandated all the Listed Companies to record PAN, Address with PIN code, Mobile Number, Bank Account, details, Specimen Signature and Choice of Nomination of holders of physical securities, E-mail ID (optional). However, the security holders are requested to register E-mail ID to avail online services. This is applicable for all shareholders, holding shares in physical mode.

In the event that PAN, choice of nomination, contact details, mobile number, bank account details, or specimen signature are not updated for physical folios, dividend/interest, etc., will only be paid through electronic mode with effect from April 1, 2024. Dividend/interest will be disbursed once all the aforementioned details are furnished in full. If a security holder updates the required details (PAN, choice of nomination, contact details, including mobile number, bank account details, and specimen signature) after April 1, 2024, the shareholder will receive dividends/interest declared during the period from April 1, 2024, until the date of the update, in relation to the shares held after the update.

Accordingly, as mandated by the referenced circulars, the dividend payable on your holdings will be withheld if your KYC details are not updated. To update the KYC details for your folio, please submit the necessary information and supporting documents as specified in the circulars.

3. SEBI guidelines encourage all shareholders to hold their shares in Demat form. The shareholder/s, who hold their shares in physical form are requested to convert their shareholdings from physical form to Demat form at the earliest, after opening a Demat Account with any SEBI registered Depository Participant.

Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 read together with Regulation 17(11) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, as amended

Item No. 1. Appointment of Mr. Debaditya Chakrabarti (DIN: 10625622) as an Independent Director (Non- Executive) of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') of the Company, appointed Mr. Debaditya Chakrabarti (DIN: 10625622) as an Additional Director (Independent, Non- Executive) of the Company, not liable to retire by rotation, effective from September 17, 2024. Pursuant to the provisions of Section 161 of the Act and Article 139 of the Articles of Association of the Company, the approval of appointment of Mr. Debaditya Chakrabarti (DIN: 10625622) shall be taken at next General Meeting or within a period of three months from the date of appointment whichever is earlier. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Mr. Debaditya Chakrabarti for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members of the Company, Mr. Debaditya Chakrabarti, will be appointed as an Independent Director (Non- Executive) of the Company, not liable to retire by rotation, for a term of Five years commencing from September 17, 2024 to September 16, 2029, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Company has received from Mr. Debaditya Chakrabarti (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,(ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations and a confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations, that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr. Chakrabarti has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Debaditya Chakrabarti is a person of integrity, meets the expertise and experience (including the proficiency) and fulfils the conditions as specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management and his appointment is in the interest of the Company.

A copy of the letter of appointment of Mr. Debaditya Chakrabarti as an Independent Director (Non- Executive) setting out the terms and conditions is available for inspection without any fee payable by the Members in electronic mode during the normal business hours on working days up to the date of the remote e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Debaditya Chakrabarti as an Independent Director (Non- Executive) of the Company for a term of five years commencing September 17, 2024 to September 16, 2029 is now placed for the approval of the Members by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives, except Mr. Chakrabarti, to whom the resolution relates, is concerned or interested, in the resolution mentioned at Item no. 1 of the Notice.

The Board considers that the association of Mr. Chakrabarti would be of immense benefit to the Company and accordingly, the Board recommends the passing of the Resolution at Item No.1 as a Special Resolution for approval of the Members.

Item No. 2. Appointment of Mr. Kumar Shankar Datta (DIN: 07248231) as an Independent Director (Non-Executive) of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') of the Company, appointed Mr. Kumar Shankar Datta (DIN: 07248231) as an Additional Director (Independent, Non- Executive) of the Company, not liable to retire by rotation, effective from September 17, 2024. Pursuant to the provisions of Section 161 of the Act and Article 139 of the Articles of Association of the Company, the approval of appointment of Mr. Kumar Shankar Datta (DIN: 07248231) shall be taken at next General Meeting or within a period of three months from the date of appointment whichever is earlier. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Mr. Kumar Shankar Datta for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members of the Company, Mr. Kumar Shankar Datta, will be appointed as an Independent Director (Non- Executive) of the Company, not liable to retire by rotation, for a term of Five years commencing from September 17, 2024 to September 16, 2029, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Company has received from Mr. Kumar Shankar Datta (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,(ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations and a confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations, that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr. Datta has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Kumar Shankar Datta is a person of integrity, meets the expertise and experience (including the proficiency) and fulfills the conditions as specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management and his appointment is in the interest of the Company.

A copy of the letter of appointment of Mr. Kumar Shankar Datta as an Independent Director (Non- Executive) setting out the terms and conditions is available for inspection without any fee payable by the Members in electronic mode during the normal business hours on working days up to the date of the remote e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Kumar Shankar Datta as an Independent Director (Non- Executive) of the Company for a term of five years commencing September 17, 2024 to September 16, 2029 is now placed for the approval of the Members by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives, except Mr. Kumar Shankar Datta, to whom the resolution relates, is concerned or interested, in the resolution mentioned at Item no. 2 of the Notice.

The Board considers that the association of Mr. Datta would be of immense benefit to the Company and accordingly, the Board recommends the passing of the Resolution at Item No.2 as a Special Resolution for approval of the Members.

Item No. 3. Appointment of Mr. Vinod Kumar Pandey (DIN: 10727891) as an Independent Director (Non-Executive) of the Company

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors ('Board') of the Company, appointed Mr. Vinod Kumar Pandey (DIN: 10727891) as an Additional Director (Independent, Non- Executive) of the Company, not liable to retire by rotation, effective from September 17, 2024. Pursuant to the provisions of Section 161 of the Act and Article 139 of the Articles of Association of the Company, the approval of appointment of Mr. Vinod Kumar Pandey (DIN: 10727891) shall be taken at next General Meeting or within a period of three months from the date of appointment whichever is earlier. The Company has, in terms of Section 160 of the Act, received a notice in writing from a Member proposing the candidature of Mr. Vinod Kumar Pandey for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members of the Company, Mr. Vinod Kumar Pandey, will be appointed as an Independent Director (Non- Executive) of the Company, not liable to retire by rotation, for a term of Five years commencing from September 17, 2024 to September 16, 2029, in accordance with the provisions of Section 149 read with Schedule IV to the Act.

The Company has received from Mr. Vinod Kumar Pandey (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014,(ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act, (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations and a confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations, that, he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge the duties.

Mr. Pandey has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, and data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

In the opinion of the Board, Mr. Vinod Kumar Pandey is a person of integrity, meets the expertise and experience (including the proficiency) and fulfills the conditions as specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management and his appointment is in the interest of the Company.

A copy of the letter of appointment of Mr. Vinod Kumar Pandey as an Independent Director (Non- Executive) setting out the terms and conditions is available for inspection without any fee payable by the Members in electronic mode during the normal business hours on working days up to the date of the remote e-voting.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Mr. Vinod Kumar Pandey as an Independent Director (Non- Executive) of the Company for a term of five years commencing September 17, 2024 to September 16, 2029 is now placed for the approval of the Members by a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company, or their respective relatives, except Mr. Vinod Kumar Pandey, to whom the resolution relates, is concerned or interested, in the resolution mentioned at Item no. 3 of the Notice.

The Board considers that the association of Mr. Pandey would be of immense benefit to the Company and accordingly, the Board recommends the passing of the Resolution at Item No. 3 as a Special Resolution for approval of the Members.

**By order of the Board of Directors
For Shristi Infrastructure Development Corporation Limited**

Registered Office:

Plot No - X, 1, 2 & 3,
Saltlake City, Sector - V,
Kolkata - 700 091

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

Place: Kolkata

Date: September 17, 2024

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 Debaditya Chakrabarti	Mr Kumar Shankar Datta	Mr. Vinod Kumar Pandey
Date of Birth	17.09.1953	05.07.1955	04.01.1961
DIN	10625622	07248231	10727891
Qualification and Experience	<p>Mr. Debaditya Chakrabarti, IAS (Retd.) is a highly experienced former Indian Administrative Service officer from the West Bengal cadre (1976 batch), who retired in 2013. He holds a postgraduate degree in Physics from IIT Kharagpur. Throughout his career, he held key leadership positions in government, managing departments. Post-retirement, Debaditya has worked as a consultant and advisor in the areas of foreign trade, business development, and corporate social responsibility (CSR). He has also been involved with various NGOs, focusing on social development, rehabilitation, and educational initiatives. His experience spans collaborations with international organizations like UNICEF and the World Bank.</p>	<p>Mr. Kumar Shankar Datta is a seasoned finance professional with over four decades of experience in leadership roles across diverse industries. He has held prominent positions such as Group Finance Head at Jardine Henderson Ltd and CFO of Dhelakhat Tea Co. Ltd. His extensive career includes key roles at Edcons Exports Pvt Ltd, Birla Tyres, KPMG, PwC, and Haldia Petrochemicals, among others.</p> <p>A Chartered Accountant and Cost Accountant, Mr. Datta holds an M.Com from the University of Calcutta. He is also a qualified Independent Director, empanelled with the Indian Institute of Corporate Affairs.</p>	<p>Mr. Vinod Kumar Pandey is a retired Indian Revenue Service (IRS) officer with extensive experience in customs, administration, intelligence, and vigilance. A science graduate from Calcutta University, he began his career at the State Bank of India before joining the Customs department in 1987. Over his 34-year career, he held key positions at Kolkata Port, Haldia Dock, and the Netaji Subhas Chandra Bose International Airport, among others. His roles focused on customs intelligence and administration. He retired in January 2021 after serving as Assistant Commissioner at the GST Audit Commissionerate, Kolkata.</p>
Date of first appointment on the Board	17.09.2024	17.09.2024	17.09.2024
Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies	Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies

Number of Board Meetings attended during F.Y. 2024-25 as on date of Postal Ballot Notice	Nil	Nil	Nil
Directorships of other Boards as on date of Postal Ballot Notice	<ol style="list-style-type: none"> 1. Orissa Metallurgical Industry Private Limited 2. Orissa Metaliks Private Limited 3. Shri Balaji Renovators Private Limited 4. Indruk Balaji Agency Private Limited 	<ol style="list-style-type: none"> 1. Aingenious Consulting Private Limited 2. Growthops Consulting (OPC) Private Limited 3. Senco Gold Limited 	Nil
Chairman/Member of the Committees of the Boards across other companies in which he is a Director as on date of Postal Ballot Notice	NIL	<u>Senco Gold Limited -</u> <ol style="list-style-type: none"> 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee 4. Risk Management Committee 5. Corporate Social Responsibility Committee 	Nil
Terms and conditions of appointment	5 Years w.e.f. September 17, 2024 not liable to retire by rotation	5 Years w.e.f. September 17, 2024 not liable to retire by rotation	5 Years w.e.f. September 17, 2024 not liable to retire by rotation
Details of remuneration paid	No remuneration except sitting fees to be paid to Mr. Debaditya Chakrabarti	No remuneration except sitting fees to be paid to Mr. Kumar Shankar Datta	No remuneration except sitting fees to be paid to Mr. Vinod Kumar Pandey
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL