

SIDCL/Sect/2024-25/077

October 19, 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,

**Sub: Compliance Report on Corporate Governance for the quarter ended September 30, 2024**

Please find enclosed the Compliance Report on Corporate Governance as per Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, in the specified formats for the quarter ended September 30, 2024.

Thanking you,

Yours faithfully,

For **Shristi Infrastructure Development Corporation Limited**

  
**Krishna K Pandey**  
Company Secretary & Compliance Officer

Encl: As Above



Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity: Shristi Infrastructure Development Corporation Limited  
 2. Quarter ending : September 30, 2024

| I. Composition of Board of Directors |                        |                        |  |                             |                       |                   |                       |               |  |   |  |  |
|--------------------------------------|------------------------|------------------------|--|-----------------------------|-----------------------|-------------------|-----------------------|---------------|--|---|--|--|
| Title (Mr./Ms.)                      | Name of the Director   | PAN <sup>S</sup> & DIN | Category (Chairperson /Executive/ Non-Executive/ independent/ Nominee) & | Initial Date of Appointment | Date of Reappointment | Date of Cessation | Tenure*               | Date of Birth | Number of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)] | Number of Independent Directorship in listed entities including this listed entity [in reference to proviso to Regulation 17A(1)] | Number of memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Number of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr.                                  | Dipak Kumar Banerjee   | AESPB2776A<br>00028123 | Chairperson-Non-Executive, Independent Director                          | 19-09-2014                  | 27-09-2019            | 18-09-2024        | 119 months<br>29 days | 19-02-1946    | 0  | 0   | 0  | 0  |
| Mr.                                  | Sunil Jha              | AAWPJ8358C<br>00085667 | Executive Director   | 12-02-2014                  | 04-03-2023            | -                 | -                     | 10-07-1963    | 1  | -   | -  | -  |
| Mr.                                  | Kailash Nath Bhandari  | AELPB5635F<br>00026078 | Non-Executive, Independent Director                                      | 19-09-2014                  | 27-09-2019            | 18-09-2024        | 119 months<br>29 days | 01-03-1942    | 1  | 1   | 2  | 1  |
| Mr.                                  | Vinod Anand Juneja     | ADYPJ0433B<br>00044311 | Non-Executive, Independent Director                                      | 19-09-2014                  | 27-09-2019            | 18-09-2024        | 119 months<br>29 days | 20-04-1949    | -  | -   | 2  | 1  |
| Mr.                                  | Braja Behari Mahapatra | AHOPM5398M<br>05235090 | Non-Executive, Independent Director                                      | 19-09-2014                  | 27-09-2019            | 18-09-2024        | 119 months<br>29 days | 15-01-1950    | -  | -   | -  | -  |
| Ms.                                  | Laxmi Chauhan          | AEPPC4929R<br>09667121 | Non-Executive, Independent Director                                      | 10-08-2022                  | 10-08-2022            | -                 | 25 months<br>21 days  | 10-05-1973    | 1  | 1   | 2  | 1  |
| Mr.                                  | Debaditya Chakrabarti  | ACWPC6241M<br>10625622 | Non-Executive, Independent Director                                      | 17-09-2024                  | 17-09-2024            | -                 | 13 days               | 17-09-1953    | 1  | 1   | 2  | -  |
| Mr.                                  | Kumar Shankar Datta    | ADUPD2309J<br>07248231 | Non-Executive, Independent Director                                      | 17-09-2024                  | 17-09-2024            | -                 | 13 days               | 05-07-1955    | 2  | 2   |  |  |



|  |                    |  |   |            |            |   |            |            |   |   |   |   |
|--|--------------------|--|---|------------|------------|---|------------|------------|---|---|---|---|
| Mr.  | Vinod Kumar Pandey | AFGPP1614N<br>10727891                                     | Non-Executive,<br>Independent<br>Director | 17-09-2024 | 17-09-2024 | - | 13<br>days | 04-01-1961 | 1 | 1 | 2 | - |
| Yes  |                    | Whether Regular chairperson appointed                      |   |            |            |   |            |            |   |   |   |   |
| No   |                    | Whether Chairperson is related to managing director or CEO |   |            |            |   |            |            |   |   |   |   |
| <sup>5</sup> PAN number of any director would not be displayed on the website of Stock Exchange<br><sup>6</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen<br>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period. |                    |  |   |            |            |   |            |            |   |   |   |   |



| <b>II. Composition of Committees</b>         |  |                                  |  |                            |                          |
|--|--|----------------------------------|--|----------------------------|--------------------------|
| <b>Name of Committee</b>                     | <b>Whether Regular chairperson appointed</b> | <b>Name of Committee members</b> | <b>Category (Chairperson/Executive /Non-Executive/ independent/ Nominee)<sup>5</sup></b> | <b>Date of Appointment</b> | <b>Date of Cessation</b> |
| 1. Audit Committee                           | Yes  | Mr. Braja Behari Mahapatra       | Chairperson-Non-Executive, Independent Director  | 01-04-2012                 | 18-09-2024               |
|  |  | Mr. Dipak Kumar Banerjee         | Non-Executive, Independent Director  | 21-05-2008                 | 18-09-2024               |
|  |  | Mr. Kailash Nath Bhandari        | Non-Executive, Independent Director  | 03-08-2007                 | 18-09-2024               |
|  |  | Ms. Laxmi Chauhan                | Non-Executive, Independent Director  | 16-01-2023                 | -                        |
|  |  | Mr. Vinod Anand Juneja           | Non-Executive, Independent Director  | 12-08-2023                 | 18-09-2024               |
|  |  | Mr. Debaditya Chakrabarti        | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Mr. Kumar Shankar Datta          | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Mr. Vinod Kumar Pandey           | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
| 2. Nomination & Remuneration Committee       | Yes  | Mr. Kailash Nath Bhandari        | Chairperson-Non-Executive, Independent Director  | 21-01-2008                 | 18-09-2024               |
|  |  | Mr. Dipak Kumar Banerjee         | Non-Executive, Independent Director  | 21-01-2008                 | 18-09-2024               |
|  |  | Mr. Braja Behari Mahapatra       | Non-Executive, Independent Director  | 16-03-2015                 | 18-09-2024               |
|  |  | Mr. Vinod Anand Juneja           | Non-Executive, Independent Director  | 13-02-2018                 | 18-09-2024               |
|  |  | Mr. Debaditya Chakrabarti        | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Mr. Kumar Shankar Datta          | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Mr. Vinod Kumar Pandey           | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Ms. Laxmi Chauhan                | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
| 3. Stakeholders Relationship Committee       | Yes  | Ms. Laxmi Chauhan                | Chairperson-Non-Executive, Independent Director  | 23-09-2022                 | -                        |
|  |  | Mr. Kailash Nath Bhandari        | Non-Executive, Independent Director  | 21-01-2008                 | 18-09-2024               |
|  |  | Mr. Braja Behari Mahapatra       | Non-Executive, Independent Director  | 12-08-2014                 | 18-09-2024               |
|  |  | Mr. Vinod Anand Juneja           | Non-Executive, Independent Director  | 16-03-2015                 | 18-09-2024               |
|  |  | Mr. Debaditya Chakrabarti        | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Mr. Kumar Shankar Datta          | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
|  |  | Mr. Vinod Kumar Pandey           | Non-Executive, Independent Director  | 17-09-2024                 | -                        |
| 4. Risk Management Committee (If Applicable) |  | Not Applicable                   |  |                            |                          |

<sup>5</sup>Category of directors means executive/ non-executive/ independent/ Nominee. If a director fits into more than one category write all categories separating them with hyphen

| <b>III. Meeting of Board of Directors</b>                  |  |   |                                     |   |  |
|--|--|---|-------------------------------------|---|--|
| <b>Date(s) of Meeting (if any) in the previous quarter</b> | <b>Date(s) of Meeting (if any) in the relevant quarter</b> | <b>Whether requirement of Quorum met*</b> | <b>Number of Directors present*</b> | <b>Number of independent directors present*</b> | <b>Maximum gap between any two consecutive (in number of days)</b> |
| 28-05-2024   | -  | -   | -                                   | -   | -  |
| -  | 14-08-2024   | Yes                                       | 6                                   | 5   |  |



|   |            |     |   |   |    |
|---|------------|-----|---|---|----|
| - | 17-09-2024 | Yes | 6 | 5 | 33 |
|---|------------|-----|---|---|----|

\* to be filled in only for the current quarter meetings

#### IV. Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details)* | Number of Directors present* | Number of independent directors present* | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|---|--|------------------------------|--|---|---|
| Audit Committee<br>14-08-2024                               | Yes  | 5                            | 5  | 28-05-2024  | 77  |
| Nomination and Remuneration Committee<br>14-08-2024         | Yes  | 4                            | 4  | -   | -   |
| Nomination and Remuneration Committee<br>17-09-2024         | Yes  | 4                            | 4  | -   | 33  |

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional  
 \*\*to be filled in only for the current quarter meetings

#### V. Related Party Transactions

| Subject  | Compliance status (Yes/No/NA)refer note below |
|--|---|
| Whether prior approval of audit committee obtained   | Yes   |
| Whether shareholder approval obtained for material RPT   | N.A.  |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes   |

#### Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

#### VI. Details of Cyber Security Incidence

|  |                            |
|--|----------------------------|
| Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter | No                         |
| Date of the event  | Brief Details of the event |
| -  | -                          |

#### VII. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee
  - Nomination & remuneration committee
  - Stakeholders relationship committee
  - Risk management committee (applicable to the top 1000 listed entities) – Not Applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.

Name : Krishna Kumar Pandey  
 Designation: Company Secretary & Compliance Officer



### ANNEXURE III

**Format to be submitted by listed entity at the end of 6 months from the close of financial year**

| <b>Broad heading</b>   | <b>Regulation Number</b>             | <b>Compliance status (Yes/No/NA) refer note below</b> |
|--|--------------------------------------|---|
| Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website   | 46(2)                                | Yes   |
| Presence of Chairperson of Audit Committee at the Annual General Meeting   | 18(1)(d)                             | Yes   |
| Presence of Chairperson of the nomination and remuneration committee at the annual general meeting   | 19(3)                                | Yes   |
| Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting  | 20(3)                                | Yes   |
| Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report   | 24A(1)                               | Yes   |
| Submission of Annual Secretarial Compliance Report   | 24A(2)                               | Yes   |
| Whether "Corporate Governance Report" disclosed in Annual Report   | 34(3) read with para C of Schedule V | Yes   |
| <b>Note :</b><br>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.<br>2. If status is "No" details of non-compliance may be given here.<br>3. If the Listed Entity would like to provide any other information the same may be indicated here.<br>4. Business Responsibility Report is applicable to the top 1000 listed companies; hence it is not applicable to the Company. |                                      |   |
| Name : Krishna Kumar Pandey<br>Designation : Company Secretary & Compliance Officer  |                                      |   |



**ANNEXURE- IV**

**Format to be submitted twice a year, on a half yearly basis by the listed entity at the end of every 6 months of the financial year**

**Half year ending – September 30, 2024**

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

| <b>Entity</b>  | <b>Aggregate amount advanced during six months</b> | <b>Balance outstanding at the end of six months</b> |
|--|--|---|
| Promoter or any other entity controlled by them                        | Nil  | Nil   |
| Promoter Group or any other entity controlled by them                  | Nil  | Nil   |
| Directors (including relatives) or any other entity controlled by them | Nil  | Nil   |
| KMPs or any other entity controlled by them                            | Nil  | Nil   |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| <b>Entity</b>  | <b>Type (guarantee, comfort letter etc.)</b> | <b>Aggregate amount of issuance during six months</b> | <b>Balance outstanding at the end of six months (taking into account any invocation)</b> |
|--|--|---|--|
| Promoter or any Other entity controlled by them                        | Nil  | Nil   | Nil  |
| Promoter Group or any other entity controlled by them                  | Nil  | Nil   | Nil  |
| Directors (including relatives) or any other entity controlled by them | Nil  | Nil   | Nil  |
| KMPs or any other entity controlled by them                            | Nil  | Nil   | Nil  |



(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity   | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them                        | Nil                                  | Nil  | Nil  |
| Promoter Group or any other entity controlled by them                  | Nil                                  | Nil  | Nil  |
| Directors (including relatives) or any other entity controlled by them | Nil                                  | Nil  | Nil  |
| KMPs or any other entity controlled by them                            | Nil                                  | Nil  | Nil  |

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

*Sumit Pansari*

**Name: Sumit Pansari**

**Designation : Chief Financial Officer**



**Note**

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan (or any other form of debt);
  - by a government company to/ for the Government or government company
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - by a banking company or an insurance company ; and
  - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..