

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 46TH ANNUAL GENERAL MEETING OF MEMBERS OF SHELTER INFRA PROJECTS LIMITED WILL BE HELD ON FRIDAY, 28TH SEPTEMBER, 2018 AT 12.30 P.M AT SHYAMALINA, P.S RAJARHAT, P.O RAJARHAT BISHNUPUR, BATTALA, (24 PARGANAS NORTH), KOLKATA-700135, TO TRANSACT FOLLOWING BUSINESS;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kajal Chatterjee (DIN: 05259861) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Kamal Kishore Chowdhury (DIN: 06742937), as the Whole-time Director of the Company:**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Rules made there under, including any statutory modification(s) or re-enactment thereof for the time being in force, the recommendations of the Nomination & Remuneration Committee and the Board of Directors, and subject to such consents, approvals or permissions as may be necessary, consent of the Company be and is hereby given for appointment of **Mr. Kamal Kishore Chowdhury (DIN: 06742937)** as the **Whole-time Director** of the Company designated as Executive Director of the Company, for a period of three(3) years with effect from 13th August, 2018 till 12th August, 2021 and whose period of office shall be liable to determination by retirement of directors by rotation and also on the terms and conditions including remuneration as set out in the statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

“RESOLVED FURTHER THAT the Board 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.”



4. Appointment of Mr. Arunansu Goswami (DIN: 08103443) as an Independent Director for a term of five years.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made there under, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Arunansu Goswami (DIN: 08103443) who was appointed as an Additional Director under Section 161 of the Companies Act, the 2013 with effect from 10.04.2018 and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Mr. Arunansu Goswami for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the five consecutive years, i.e, up to 09.04.2023,with effect from 10.04.2018 and whose office shall not be liable to determination by retirement of Directors by rotation.”

5. Approval for borrowing money under Section 180(1)(c) of the Companies Act, 2013

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT in terms of Section 180(1)(c) of the Companies Act, 2013, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow money on behalf of the Company, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company and its free reserves, (that is to say reserve not set apart for any specific purpose) provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.500 Crores (Rupees five hundred crores only).”

“RESOLVED FURTHER THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, consent of the Company be and is hereby given to the Board of Directors of the Company or any committee thereof (“the Board”) for above mentioned purpose to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the

Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 500 crores (Rupees five hundred crores only) at any time."

6. To consider the investment made by the company (Section - 186).

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and such other provisions as may be applicable, if any, and the Rules made there under, including any statutory modification or re-enactment thereof for the time being in force, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made to and to make investments in shares, debentures and/ or any other securities of other body corporate or person whether Indian or overseas and/or in various schemes of Mutual Funds or such other funds, as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, up to maximum amount of Rs.500 Crores (Rupees Five hundred crores only), notwithstanding that investments along with Company's existing loans or guarantee/ security or investments shall be in excess of the limits prescribed under Section 186 and that the Board or any Committee thereof is authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, and to settle any question or doubt that may arise in this regard.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution."

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as they may in their absolute discretion deem fit to give effect to this resolution.

7. APPROVAL FOR RELATED PARTY TRANSACTION (Section – 188).

To consider, and if thought fit, to pass with the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions if any, of the Companies Act, 2013 (the Act) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to such approvals, consents, sections and permissions as may be necessary, consent of the members of the Company be accorded to the Board of Directors of the Company to enter into contracts and /or agreements with related parties as defined under the Act with respect to sale purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agents for purchase or sale of goods, materials, services or property or appointment of such related party to any office or place of profit in the Company, or its subsidiary or associate company or any other transactions of whatever nature with related parties up to the maximum Rs.500 Crores per annum in a financial year as provided in the table provided in and forming part of the Explanatory statements.

“FURTHER RESOLVED THAT the Board of Directors of the company, be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts deeds and things as may be necessary proper, desirable or expedient and to execute all documents, agreements and writings as may be necessary, proper, desirable or expedient to give effect to this resolution:”

8. INCREASE IN AUTHORISED CAPITAL

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

“RESOLVED THAT pursuant to Section 61 of the Companies Act, 2013 and the rules related thereto the authorized capital of the company be increased from Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 100,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 200,00,000 (Two Crores) Equity Shares of Rs.10 (Rupees Ten) each by the creation of additional capital of Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees



Ten) each and the existing clause V of the Memorandum of Association of the company be replaced with the following:

V. The Authorized Share Capital of the Company is Rs.20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 equity shares of Rs.10/- each with power to sub-divide, consolidate, classify and re-classify and increase or reduce with power from time to time to issue any share of the original capital or any new capital, and to divide the shares for the time being of the company into several classes or stock or shares and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate and any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company."

BY ORDER OF THE BOARD OF DIRECTOR

sd/-

**CHINMOY MOZUMDER
CHAIRMAN (DIN - 00021324)**

**DATE: 13.08.2018
PLACE: KOLKATA**

NOTES:-

- (a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- (b) All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company during office hours on all days except Saturday, Sunday and public holidays, up to the date of this 46th AGM.
- (c) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing the representative to attend and vote on their behalf at the Meeting.
- (d) Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of the notice.
- (e) The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 22nd September, 2018, to Friday, 28th September, 2018** (both days inclusive).
- (f) Members/proxies/authorized representatives are requested to bring their duly filled attendance slips to attend the Meeting.
- (g) Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the Members. The same has also been hosted at the website of the Company at www.ccapltd.in.
- (h) Members desiring any information as regards the Accounts are requested to write to the Company at 10 days before AGM so as to enable the Management to keep the information ready at the Meeting.
- (i) As per the provisions of the Companies Act, 2013 facility for making nominations is available to the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents, MCS Share Transfer Agent Limited by Members holding shares in physical form. Members holding shares in electronic form may obtain nomination forms from their respective Depository Participant. The contact details of the Company's Registrars and Share Transfer Agents,

MCS Share Transfer Agent Limited are given in this Annual report. To support the Green Initiatives, the Members who have not registered their email addresses are requested to register their email addresses with MCS Share Transfer Agent Limited / Depositories based on the mode in which the Shares were held.

- (j) In accordance with the Companies Act, 2013 read with the applicable Rules the Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
- (k) Members, who wish to obtain information on the Company or view the Financial Statements, may visit the Company's corporate website or send their queries at least 10 days before the AGM to the Whole Time Director or Company Secretary at the Registered Office of the Company.

(l) Voting through electronic means.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the **46th Annual General Meeting (AGM)** by electronic means and the **business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).**

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the **46th Annual General Meeting (AGM)** of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.ccapltd.in.



The e-voting period commences on 25th September, 2018 (9:00 am) and ends on 27th September, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 of 21st September, 2018**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21st September, 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mcssta@rediffmail.com.

The facility for voting through remote e-voting / ballot paper shall be made available at the Annual General Meeting (AGM) and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

The procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details will be as per details given below :
 - a) **For Members who hold shares in demat account with NSDL:** 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).



- b) **For Members who hold shares in demat account with CDSL:** 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
- c) **For Members holding shares in Physical Form:** EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
5. Your password details are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
- i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.



- b. **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail (aklabhcs@gmail.com) to with a copy marked to evoting@nsdl.co.in.



1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be
2. Disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Result declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ccapltd.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The result shall also be immediately forwarded to the BSE Limited Mumbai.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.



In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

BY ORDER OF THE BOARD OF DIRECTOR

sd/-

**CHINMOY MOZUMDER
CHAIRMAN (DIN - 00021324)**

**DATE: 13.08.2018
PLACE: KOLKATA**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3**

The Board of Directors of the Company, at its meeting held on 13th August, 2018, placed the profile of Mr. Kamal Kishore Chowdhury who was previously holding the directorship in the Company as Independent Director and who has offered himself to be appointed as Whole time Director of the Company. The board after evaluating his performance and contribution towards the Company has approved the proposal by passing resolution and appointed Mr. Kamal Kishore Chowdhury, as Whole Time Director of the Company for a period of three (3) Years with effect from 13.08.2018 subject to approval of the shareholders by way of a Special Resolution in the ensuing Annual General Meeting of the Company. The Nomination & Remuneration Committee has also approved his terms of appointment and remuneration. The main terms and conditions for appointment of Whole time Director, are furnished below:

Terms & conditions:

- a) Salary: NIL
- b) Travelling Allowance: Rs. 20,000/-pm
- c) Entitled for re-imburement of all the expenses incurred for the official work on actual basis.
- d) This appointment shall be governed by the provisions of the Sections 196 & 203 of the Companies Act, 2013.
- e) The Whole-time Director shall not be paid any Sitting Fees for attending the meetings of the Board or any Committee thereof
- f) The Whole-time Director shall be entitled to leave according to the Rules of the Company in this regard.

The Whole-time Director shall be liable to retire by rotation and his re-appointment at the AGM as a Director retiring by rotation would not constitute a break in his appointment as Whole-time Director.

None of the Directors or Key Managerial Personnel of the company and/or their relatives, except Mr. Kamal Kishore Chowdhury and his relatives, are concerned or interested in this resolution.



Item No. 4

The Board was informed that in terms of Section 149 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arunansu Goswami being eligible, offer himself for appointment and is proposed to be appointed as an Independent Director for five consecutive years, at the ensuing Annual General Meeting. In the opinion of the Board, Mr. Arunansu Goswami fulfils the conditions specified in the Companies Act, 2013 read with relevant rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Arunansu Goswami as an Independent Director setting out the terms and conditions of appointment would be available for inspection at the Administrative office of the Company during normal business hours (1.00 P.M. to 5 P.M.) on all working days except Saturdays.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director with effect from 10.04.2018 for a period of 5 years up to 09.04.2023 accordingly, the Board recommends the resolution in relation to appointment of Mr. Arunansu Goswami as an Independent Director, for the approval by the shareholders of the Company.

Mr. Arunansu Goswami does not hold any Equity shares in the Company and is not related to any Director or Key Managerial Personnel of the Company in any way.

Except Mr. Arunansu Goswami, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned with or interested in, financial or otherwise, in the resolution.

Item No. 5

The members at the Annual General Meeting of the Company held on 28th September, 2018, had accorded their consent to the Board of Directors for borrowings up to Rs.500 Crores under section 180(1)(c) of the Companies Act, 2013. In order to secure the borrowings made by the Company by suitable mortgage/ charge on all or any of the moveable and / or immovable properties of the Company, the Company in its Annual General Meeting held on 28.09.2018 has granted necessary authorisation to the Board of Directors under Section 180(1)(a) of the Companies Act, 2013. Your Company is continuously exploring opportunities for growth, expansion and modernization of its projects. The Company entering into suitable SPV with Basu & Company for business development and provide requisite growth to the various

Infrastructure related projects obtained by the Company In addition to the above growth efforts, the company is also contemplating setting up of and/or investing in some Brownfield and/or Greenfield projects relating to the activities of the Company. Accordingly, it would be necessary for the Company to borrow more funds from various lending agencies,

It is, therefore, necessary for the members to pass Special Resolutions under Section 180(1)(a) and Section 180(1)(c) of the Companies Act, 2013, as set out at Item No. 5 of the Notice, to enable the Board of Directors to borrow money up to Rs 500 Crores (Rupees five hundred crores only) which is in excess of the aggregate of the paid up share capital and free reserves of the Company and for creation of security on assets.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No.5.

Item No.6

The Board was informed that pursuant to the Section 186 of the Companies Act, 2013 permits the Company to invest the surplus funds of the Company in shares and securities of the any other body corporate in excess of the 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more, if the same is approved by the members of the Company. Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the Hundred per cent of its free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

Item No. 7

The Board was informed that In light of the provisions of Section 188(1) of the Companies Act, 2013 and rules made there under the Audit Committee and Board of Directors of the Company have approved the transactions along with the annual limits that your Company may enter with its related parties for the Financial Year 2018-2019.

All disclosures prescribed to be given under the provisions of the Companies Act, 2013, and the Companies (Meetings of Board and its Powers) Rules, 2014 are provided in the table appended below for the perusal of the members.



SI No	Name of the Related Party	Nature of Relationship	Nature of Transaction	Maximum expected value of the transactions per annum (Rs)
1	Akankha Nirman Pvt. Ltd	Associate Concern/Interested Directors/Shareholding /Control by Shares/significant Influence	Loan taken/Loan given/purchase/sale/Bank, Guarantee/leasing	200Crores
2	Seguro Infracon Pvt. Ltd	Associate Concern/Interested Directors/Shareholding /Control by Shares/significant Influence	Loan taken/Loan given/purchase/sale/Bank	100Crore
3	MJM Nirman Pvt. Ltd	Associate Concern/Interested Directors/Shareholding /Control by Shares/significant Influence	Loan taken/Loan given/purchase/sale/Bank	50 Crore
4	Bengal Shelter Housing Development Limited	Associate Concern/Interested Directors/Shareholding /Control by Shares/significant Influence	Loan taken/Loan given/purchase/sale/Bank	50 Crore
5	Barnaparichay Book Mall (P) Ltd	Associate Concern/Interested Directors/Shareholding /Control by Shares/significant Influence	Loan taken/Loan given/purchase/sale/Bank	50Crore
6	Bharat Shelter	Associate	Loan taken/Loan	50Crore



	Limited	Concern/Interested Directors/Shareholding /Control by Shares/significant Influence	given/purchase/sale/Bank	
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Members are hereby informed that pursuant to second proviso of Section 188 (1) of the Companies Act, 2013 no member of the Company shall vote on such ordinary resolution to approve any contract or arrangement, if such member is a related party.

Item No. 8

In order to expand the business activities it is necessary to provide for a higher amount to increase the authorized capital of the Company from its present level of Rs.10 crores to Rs.20 crores. The draft Memorandum & Articles of Association of the company will be available for inspection to the members of the company on all week days during office hours.

None of the Directors, Manager or Key Managerial Personnel or any of the relatives of any of the Director, Manager or Key Managerial Personnel of the Company is interested or deemed to be interested, financially or otherwise, in the proposed resolution, except to the extent of that of shareholders of the company.

BY ORDER OF THE BOARD OF DIRECTOR

sd/-

**CHINMOY MOZUMDER
CHAIRMAN (DIN - 00021324)**

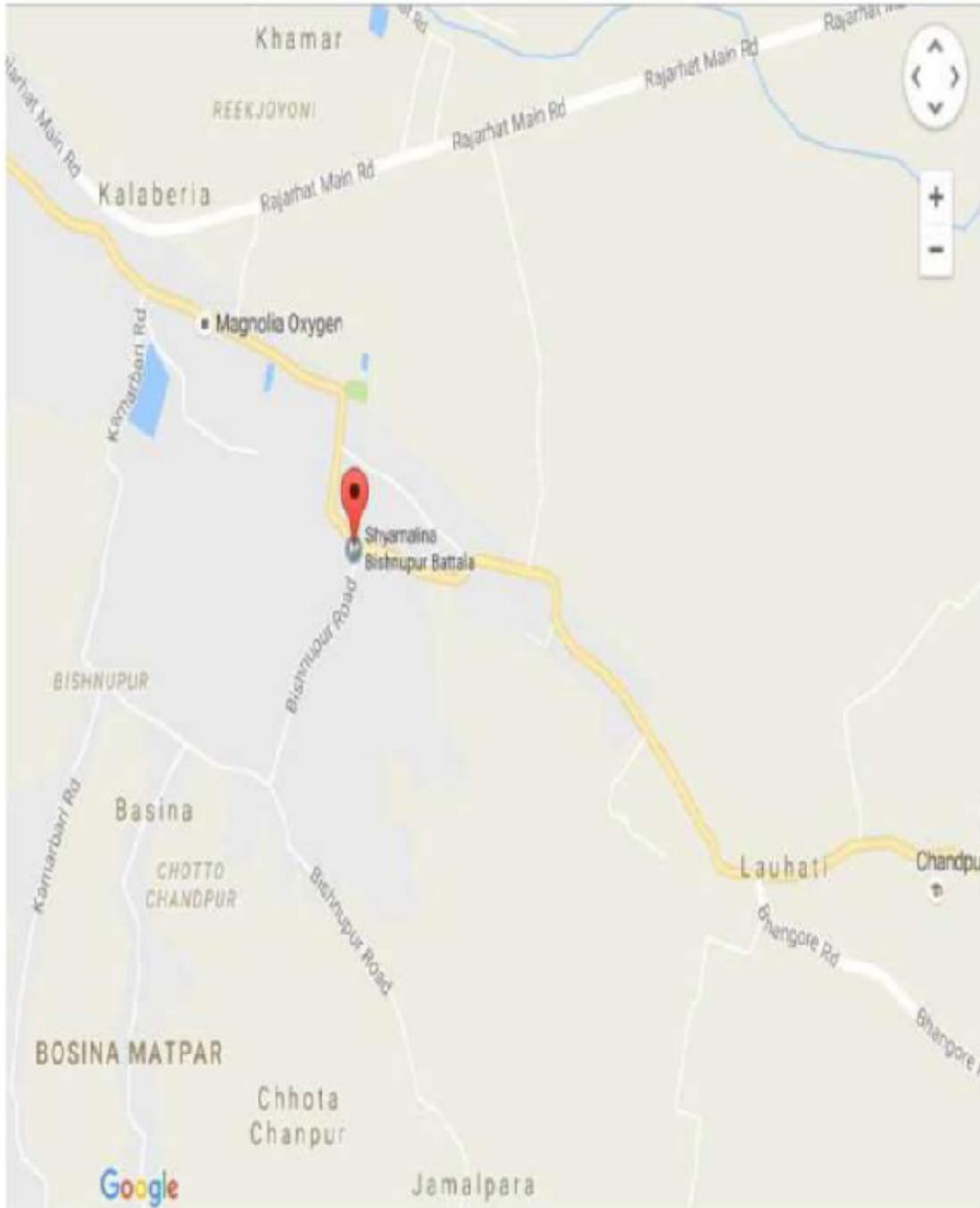
**DATE: 13.08.2018
PLACE: KOLKATA**

ANNEXURE

Information provided in respect of an individual proposed to be re-appointed as
Director at the forth coming Annual General Meeting
[Pursuant to the provisions of Companies Act, 2013 and Secretarial Standard on
General Meeting]

Name of the Director	MR. CHINMOY MAZUMDER	MR. KAMAL KISHORE CHOWDHURY	MR. ARUNANSU GOSWAMI
DIN	00021324	06742937	08103443
Date of Birth	10/01/1941	24/01/1948	17/11/1955
Date of Appointment	02/05/2001	23/12/2013	10/04/2018
No. of Shares Held	NIL	NIL	Nil
No. of warrants Held	-	-	-
Qualification	BCE, MIE, LLB	B. COM	M.COM ,CA & CS
Experience in special functional Area	Industrialist- Strategic planning, managing and implementation of projects and overseeing business operations.	Having Vast experience in the field of running Business and promoting Industry.	Having experience in the field of Accounting, Finance and commercial matters.
Relationship with the Company	Director	Whole- time Director	Independent Director
Remuneration last drawn	NA	NA	NA
Directorship held in other Companies (As on 31.03.2018)	NIL	1. PANCHMAHAL RESIDENCY PRIVATE LIMITED. 2. SEGURO INFRACON PRIVATE LIMITED	NIL

ROUTE MAP TO THE AGM VENUE



SHYMALINA, P.S. RAJARHAT, P.O RAJARHAT BISHNUPUR, BATTALA (24 PARGANAS NORTH), KOLKATA – 700 0135