

**NOTICE**

Notice is hereby given that the **43<sup>rd</sup> Annual General Meeting** of the members of **Shelter Infra Projects Limited** will be held on Monday 28<sup>th</sup> day, September, 2015 at 12:30 P.M. at Shyamalina ,P.S Rajarhat, P.O Rajarhat Bishnupur,Battala,(24 Parganas North),Kolkata – 700 135, to transact the following business:

**ORDINARY BUSINESS :-**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Chinmoy Majumdar (DIN: 00021324)** who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT subject to the provision of section 139 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to the recommendation of the Audit Committee of the Board of Directors M/s. G.Basu & Company, Chartered Accountants (Registration No. 301174E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS:-**

1. To appoint **Miss. Maumana Pal (DIN: 07144146)** as an **Independent Director** and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149,150, 152,160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, **Miss. Maumana Pal (DIN: 07144146)**, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for the period from 28<sup>th</sup> September 2015 to 27<sup>th</sup> September 2020, whose period of shall not be liable to retire by rotation.”

2. To consider the adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass the following resolution as **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

- 3.To consider and if thought fit, and if thought fit, to pass the following resolution as **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, with **Akankha Nirman Pvt Ltd.**, a ‘Related Party’ as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property, other obligations , if any, on such terms and conditions as may be mutually agreed upon between the Company and Akankha Nirman Pvt Ltd, for an amount not exceeding in aggregate 10 Crore (Rupees Ten Crore only) in each financial year.

**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, with **Seguro Infracon Pvt Ltd.**, a ‘Related Party’ as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property, other obligations , if any, on such terms and conditions as may be mutually agreed upon between the Company and **Seguro Infracon Pvt Ltd**, for an amount not exceeding in aggregate 10 Crore (Rupees Ten Crore only) in each financial year.



**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, with **MJM Nirman Pvt Ltd.**, a ‘Related Party’ as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property, other obligations , if any, on such terms and conditions as may be mutually agreed upon between the Company and **MJM Nirman Pvt Ltd**, for an amount not exceeding in aggregate 10 Crore (Rupees Ten Crore only) in each financial year.

**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, with **Bengal Shelter Housing Development Ltd.**, a ‘Related Party’ as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property, other obligations , if any, on such terms and conditions as may be mutually agreed upon between the Company and **Bengal Shelter Housing Development Ltd** for an amount not exceeding in aggregate 10 Crore (Rupees Ten Crore only) in each financial year.

**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, **Barnaparichay Book Mall (p) Ltd.**, a ‘Related Party’ as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property, other obligations , if any, on such terms and conditions as may be mutually agreed upon between the Company and **, Barnaparichay Book Mall (p) Ltd** for an amount not exceeding in aggregate 10 Crore (Rupees Ten Crore only) in each financial year.

**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“the Act”) and Clause 49(VII) of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to the Audit Committee and the Board of Directors to authorize the management of the Company to enter into agreement(s) and transaction(s), as may be appropriate, **Ramayana Promoters (p) Ltd.**, a ‘Related Party’ as defined under Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement, for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services or property, other obligations , if any, on such terms and

**SHELTER INFRA PROJECTS LIMITED**

CIN: L45203WB1972PLC028349

Eternity Building,, DN-1, Salt Lake City, Sector-V

Kolkata; West Bengal700091Tel: 23576255/ 23576256/ 23576257

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conditions as may be mutually agreed upon between the Company and , **Ramayana Promoters (p) Ltd** for an amount not exceeding in aggregate 10 Crore (Rupees Ten Crore only) in each financial year.

**RESOLVED FURTHER THAT** consent of the members be and is accorded for ratification of the aforesaid related party transactions already entered into by the Company exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

**Dated : 28<sup>TH</sup> May 2015**

**By Order of the Board of Directors**

**RAHUL SRIVASTAVA**

Company Secretary

**Notes :-**

- (i) **A Member entitled to attend and vote at the Annual General Meeting ('AGM') may appoint a proxy to attend and vote on his behalf. A proxy need not be a Member of the Company.**

Proxies, in order to be effective, must be received at the registered address of the Company, **Eternity Building**, DN-1, Salt Lake City, Sector-V Kolkata; West Bengal; Postal Code: 700091, not less than forty-eight hours before the commencement of the AGM i.e. by 12.30 p.m. on 26<sup>th</sup> September, 2015.

- (ii) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM is annexed.

- (iii) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Resolutions proposed at this AGM will be transacted through remote e-voting (facility to cast vote from a place other than the venue of the AGM) and also e-voting at the AGM, for which purpose the Company has engaged the services of NSDL. The Board of Directors of the Company has appointed **Shri Atul Kumar Labh, Practicing Company Secretary (FCS-4848 / CP-3238) of M/s A. K. Labh & Co. Company Secretaries, Kolkata, as the Scrutinizer for this purpose.**

- (iv) Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on **21<sup>st</sup> September, 2015 (cut-off date)**. Only those Members 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 the cut-off date will be entitled to cast their votes by remote e-voting or e-voting at the AGM.

- (v) The facility for e-voting will be available at the AGM venue for those Members who do not cast their votes by remote e-voting prior to the AGM. Members, who cast their votes by remote e-voting prior to the AGM, may attend the meeting but will not be entitled to cast their votes once again.

- (vi) Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, on Directors recommended by the Board of Directors for re-election at this AGM is appearing in the Report and Accounts.

**Mr. K. Kishore Choudhury**, Non-Executive Director, holds **3103** shares in the Company; no other person holds any share in the Company for him on a beneficial basis.

- (vii) Unclaimed dividend for the financial year ended 31st March, 2008 will be due for transfer to the Investor Education and Protection Fund of the Central Government ('IEPF') on **29<sup>th</sup> October, 2015**, pursuant to the provisions of Section 205A of the Companies Act, 1956 / Section 124 of the Companies Act, 2013, once notified. In respect of the said dividend, it will not be possible to entertain claims received by company after 21<sup>st</sup> October, 2015.

Members are advised that details of unclaimed dividend in respect of the financial year ended 31st March, 2008 and up to are available on the Company's corporate website [www.ccapltd.in](http://www.ccapltd.in) under the section 'Investor Relations'. Members should write to company if they have not encashed their dividend warrants in respect of the aforesaid financial year(s).

- (viii) Members who wish to update or register their e-mail addresses with the Company or with the Depositories may write to Depository.

- (ix) 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.

- (x) Members are required to bring their admission slips to the AGM. Duplicate admission slips and / or copies of the Report and Accounts will not be provided at the AGM venue

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****SPECIAL BUSINESS:-  
Item No. 1**

In order to strengthen the Board and to empower women and in compliance of Section 149(1) of Companies Act, 2013 board of directors has appointed Miss. Maumana Pal. as Additional Director of the company under the provision of sec. 161(1) of the Companies Act, 2013 with effect from 30.03.2015 to hold office up to conclusion of the following AGM.

Notice in writing from member under sec. 160(1) of the Companies Act 2013 has been received along with a deposit of Rs. 1,00,000/- proposing the appointment of Miss. Maumana Pal as Director. Miss. Maumana Pal if appointed, will not be liable to retire by rotation.

The Company has received from Miss. Maumana Pal (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub section (2) of section 164 of the Companies Act, 2013,.

A brief Profile of proposed independent director :-

Miss. Moumana Pal qualification is Master of Arts and LLB also she has wide knowledge and experience of 5 year in the civil matter in High Court of Kolkata.

No director, Key Managerial Personnel or their relatives, except Miss. Maumana Pal is interested or concerned in the resolution.

The Board commends the ordinary resolution set forth in Item No. 1 for the approval of the members.

**SPECIAL BUSINESS:-****Item No. 2**

The existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a) Existing articles have been streamlined and aligned with the Act;
- b) Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- c) The nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- d) Independent Directors of the Company shall not be liable to retire by rotation and they shall not be entitled to ESOPs
- e) Company to comply with the provisions of the Rotation of Auditors as provided under the Companies Act, 2013.
- f) New provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;

The proposed new draft AoA is being available for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No.2 of the Notice for approval by the shareholders.

**SPECIAL BUSINESS:-****Item No. 3**

The Company is inter-alia, engaged in the business of infra development and real estate business. The Company in the ordinary course of its business, purchase Material , Render Services as Contractor or sub Contractor, and other inter alia obligations from **Akankha Nirman Pvt Ltd.** who is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. Current and future transactions for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations from **Akankha Nirman Pvt Ltd.** are/will be deemed to be 'material' in nature as defined in Clause 49(VII) of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of Clause 49(VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Name of the Related Party :- **Akankha Nirman Pvt Ltd.**

Name of Director(s) or KMP who is/are related :- **Mr. Shibram Nag**

Nature of Relationship :- Director is Member of **Akankha Nirman Pvt Ltd.**

Nature of contracts/arrangements/transactions:-Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations

Material terms of the contracts/arrangements/ transactions:-To be determined on an arm's length basis

Monetary Value; - 10 Crore (Rupees Ten Crore only) in each financial year.

Are the transactions in the ordinary course of business:-Yes

Are the transactions on an arm's length basis:-Yes

Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants:-Yes

Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company:-Yes

Any other information relevant or important for the members to make a decision on the proposed transactions;-None

**SPECIAL BUSINESS:-****Item No. 4**

The Company is inter-alia, engaged in the business of infra development and real estate business. The Company in the ordinary course of its business, purchase Material , Render Services as Contractor or sub Contractor, and other inter alia obligations from **Seguro Infracon Pvt Ltd** who is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. Current and future transactions for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations from **Seguro Infracon Pvt Ltd.** are/will be deemed to be 'material' in nature as defined in Clause 49(VII) of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of Clause 49(VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Name of the Related Party :- **Seguro Infracon Pvt Ltd**

Name of Director(s) or KMP who is/are related :- Kamal Kishore Chowdhury / Moumana Pal

Nature of Relationship; - Kamal Kishore Chowdhury & Moumana Pal is Director of **Seguro Infracon Pvt Ltd.**

Nature of contracts/arrangements/transactions;-Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations

Material terms of the contracts/arrangements/ transactions:-To be determined on an arm's length basis

Monetary Value; - 10 Crore (Rupees Ten Crore only) in each financial year.

Are the transactions in the ordinary course of business:-Yes

Are the transactions on an arm's length basis:-Yes

Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants:-Yes

Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company:-Yes

Any other information relevant or important for the members to make a decision on the proposed transactions;-None

**SPECIAL BUSINESS:-****Item No. 5**

The Company is inter-alia, engaged in the business of infra development and real estate business. The Company in the ordinary course of its business, purchase Material , Render Services as Contractor or sub Contractor, and other inter alia obligations from **MJM Nirman Pvt Ltd** who is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. Current and future transactions for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations from **MJM Nirman Pvt Ltd** are/will be deemed to be 'material' in nature as defined in Clause 49(VII) of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of Clause 49(VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Name of the Related Party :- **MJM Nirman Pvt Ltd**

Name of Director(s) or KMP who is/are related :- Sankalan Datta

Nature of contracts/arrangements/transactions;-Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations

Material terms of the contracts/arrangements/ transactions:-To be determined on an arm's length basis

Monetary Value; - 10 Crore (Rupees Ten Crore only) in each financial year.

Are the transactions in the ordinary course of business:-Yes

Are the transactions on an arm's length basis:-Yes

Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants:-Yes

Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company:-Yes

Any other information relevant or important for the members to make a decision on the proposed transactions;-None

**SPECIAL BUSINESS:-****Item No. 6**

The Company is inter-alia, engaged in the business of infra development and real estate business. The Company in the ordinary course of its business, purchase Material , Render Services as Contractor or sub Contractor, and other inter alia obligations from **Bengal Shelter Housing Development Ltd** who is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. Current and future transactions for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations from **Bengal Shelter Housing Development Ltd** are/will be deemed to be 'material' in nature as defined in Clause 49(VII) of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of Clause 49(VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Name of the Related Party :- **Bengal Shelter Housing Development Ltd**

Name of Director(s) or KMP who is/are related :- Shibram Nag

Nature of Relationship; - Shibram Nag is Director of **Bengal Shelter Housing Development Ltd**

Nature of contracts/arrangements/transactions;-Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations

Material terms of the contracts/arrangements/ transactions:-To be determined on an arm's length basis

Monetary Value; - 10 Crore (Rupees Ten Crore only) in each financial year.

Are the transactions in the ordinary course of business:-Yes

Are the transactions on an arm's length basis:-Yes

Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants:-Yes

Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company:-Yes

Any other information relevant or important for the members to make a decision on the proposed transactions;-None

**SPECIAL BUSINESS:-****Item No. 7**

The Company is inter-alia, engaged in the business of infra development and real estate business. The Company in the ordinary course of its business, purchase Material , Render Services as Contractor or sub Contractor, and other inter alia obligations from , **Barnaparichay Book Mall (p) Ltd.** who is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. Current and future transactions for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations from , **Barnaparichay Book Mall (p) Ltd.** are/will be deemed to be 'material' in nature as defined in Clause 49(VII) of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of Clause 49(VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution. The particulars of the contracts/arrangements/transactions are as under:

Name of the Related Party :- , **Barnaparichay Book Mall (p) Ltd.**

Name of Director(s) or KMP who is/are related :- Shibram Nag

Nature of Relationship; - Shibram Nag is Director of , **Barnaparichay Book Mall (p) Ltd.**

Nature of contracts/arrangements/transactions;-Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations

Material terms of the contracts/arrangements/ transactions:-To be determined on an arm's length basis

Monetary Value; - 10 Crore (Rupees Ten Crore only) in each financial year.

Are the transactions in the ordinary course of business:-Yes

Are the transactions on an arm's length basis:-Yes

Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants:-Yes

Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company:-Yes

Any other information relevant or important for the members to make a decision on the proposed transactions;-None

**SPECIAL BUSINESS:-****Item No. 8**

The Company is inter-alia, engaged in the business of infra development and real estate business. The Company in the ordinary course of its business, purchase Material , Render Services as Contractor or sub Contractor, and other inter alia obligations from , Ramayana Promoters Private Limited.who is a 'Related Party' within the meaning of Section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. Current and future transactions for Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations from , Ramayana Promoters Private Limited. are/will be deemed to be 'material' in nature as defined in Clause 49(VII) of the Listing Agreement as they may exceed 10% of the annual turnover of the Company consequent on future business projections. Thus, in terms of Clause 49(VII)(E) of the Listing Agreement, these transactions would require the approval of the members by way of a Special Resolution.

The particulars of the contracts/arrangements/transactions are as under:

Name of the Related Party :- **Ramayana Promoters Private Limited**

Name of Director(s) or KMP who is/are related :- **Kajal Chatterjee**

Nature of Relationship; - Shelter Infra Projects Limited is subsidiary of **Ramayana Promoters Private Limited ,**

Nature of contracts/arrangements/transactions;-Sale, purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of property of any kind, Availing or rendering of any services, Appointment of any agent for purchase or sale of goods, materials, services, other obligations

Material terms of the contracts/arrangements/ transactions:-To be determined on an arm's length basis

Monetary Value; - 10 Crore (Rupees Ten Crore only) in each financial year.

Are the transactions in the ordinary course of business:-Yes

Are the transactions on an arm's length basis:-Yes

Whether the transactions would meet the arm's length standard in the opinion of the Company's Transfer Pricing Consultants:-Yes

Whether the transactions have been approved by the Audit Committee and the Board of Directors of the Company:-Yes

Any other information relevant or important for the members to make a decision on the proposed transactions;-None

**PROCEDURE FOR E-VOTING**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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).

II. The facility for voting through ballot paper shall be made available at the 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.

III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The remote e-voting period commences on 25th September, 2015 (09:00 am) and ends on 27th September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. **The procedure with respect to remote e-voting is provided below: -**

**i. In case of Members who receive the Notice in electronic mode:**

- (a) Open the e-mail and the PDF file viz. 'SIPL e-voting.pdf' with your Client ID No. or Folio No. as password. The said PDF file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/> and click on 'Shareholder – Login'.
- (c) Insert user ID and password as initial password stated in (a) above. Click on 'Login'.
- (d) Password change menu appears. Change the password with a new password of your choice with minimum 8 digits / characters or combination thereof. Please do not share your password with any other person and take utmost care to keep your password confidential.
- (e) Home page of remote e-voting opens. Click on 'e-voting: Active Evoting Cycles' and select the Electronic Voting Event Number (EVEN) of SHELTER INFRA PROJECTS LIMITED.
- (f) Now you are ready for remote e-voting as 'Cast Vote' page opens.





- (g) Cast your vote by selecting appropriate option and click on 'Submit'. Thereafter click on 'Confirm' when prompted; upon confirmation, your vote is cast and you will not be allowed to change your vote.
- (h) Thereafter the message 'Vote cast successfully' will be displayed.
- (i) Corporate and institutional shareholders (companies, trusts, societies etc.) are required to send a scanned copy (in PDF / JPG format) of the relevant Board Resolution / appropriate authorisation to the Scrutinizer through e-mail at [aklabhcs@gmail.com](mailto:aklabhcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- ii. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- |                                     |         |
|-------------------------------------|---------|
| EVEN (Remote e-voting Event Number) | USER ID |
| PASSWORD/PIN                        |         |
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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, 2015.
- X. 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, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA( MCS Ltd.).
- XI. 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.
- XII. 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.
- XIII. **Shri Atul Kumar Labh, Practicing Company Secretary (FCS-4848 / CP-3238) of M/s A. K. Labh & Co.** Company Secretaries, Kolkata has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. 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 "Poling Paper/Postal Ballot" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. 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.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.ccapltd.in](http://www.ccapltd.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.



**ROUTE MAP FOR SHYAMALINA, P.S RAJARHAT, P.O RAJARHAT BISHNUPUR, BATTALA, (24 PARGANAS NORTH),KOLKATA – 700 135**

