

PROCEEDING OF THE FORTY THIRD ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF M/S. SHELTER INFRA PROJECTS LIMITED HELD AT SHYAMALINA ,P.S RAJARHAT, P.O RAJARHAT BISHNUPUR,BATTALA,(24 PARGANAS NORTH) , KOLKATA – 700 135 ON MONDAY, SEPTEMBER 28, 2015 AT 12:30 P.M.

The Directors and Company Officials were present

CHINMOY MAJUMDAR (CHAIRMAN)
D. CHATTERJEE (WHOLE TIME DIRECTOR)
MOUMANA PAL (ADDITIONAL DIRECTOR)
SANKALAN DUTTA (DIRECTOR)
SHIBRAM NAG (DIRECTOR)
CS RAHUL SRIVASTAVA (COMPANY SECRETARY)
J. N MITRA (CHIEF FINANCIAL OFFICER)

Shri Chinmoy Majumdar, Chairman took the Chair and presided the Meeting. He briefed about the working of the Company.

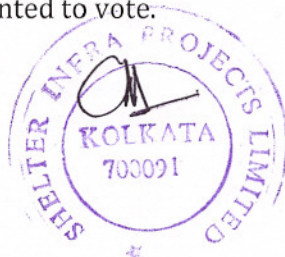
Chairman has assured about the requisite Quorum for the Annual General Meeting is present before commencement of the meeting.

The Representative of the Statutory Auditor and the Secretarial Auditor were present at the meeting.

He informed that the Notice convening the Forty Third Annual General Meeting was taken as read with their permission.

He informed the meeting that the Register of Director's and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 is kept open for inspection at the Meeting as required under section 170(1) of the Companies Act, 2013.

He informed that as per the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing agreements with the Stock Exchanges and SEBI's Guidelines, the Company has provided the facility to cast their vote electronically through the E-Voting services provided by NSDL on all the resolutions. However he informed that those members who have not participated in E-Voting may cast their vote by way of poll. The polling paper were provided to those who wanted to vote.



He then took up the following agenda

ORDINARY BUSINESS:

Resolution 1. ADOPTION OF ACCOUNTS

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.

The Chairman then requested to propose and second the resolution for Adoption of Accounts.

Proposed By – Mr. Prakash Mal Bothra
Seconded By – Mrs. Nirmala Devi Bothra

Resolution 2. RE-APPOINTMENT OF MR. CHINMOY MAJUMDAR (DIN: 00021324)

The Chairman requested Shri **Sankalan Dutta** to take the chair for this resolution of Annual General Meeting, as he was interested.

Shri **Sankalan Dutta** took the Chair.

He moved the following resolution for re-appointment Shri **Chinmoy Majumdar (DIN: 00021324)**

“To appoint a Director in place of Mr. Chinmoy Majumdar (DIN: 00021324) who retires by rotation and being eligible, offers himself for re-appointment.”

The Chairman requested to propose and second the resolution for re-appointment of Shri Chinmoy Majumdar.

Proposed By –Mr. Satya Narayan Pal
Seconded By – Mr Amit Kumar Banerjee

Resolution 3. APPOINTMENT OF STATUTORY AUDITOR

“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.”



The Chairman requested to propose and second the resolution for ratification of appointment of Statutory Auditor.

Proposed By – Mr. Amit Kumar Banerjee

Seconded By – Mr. Satya Narayan Pal

SPECIAL BUSINESS:

Resolution 4. APPOINTMENT OF MISS. MAUMANA PAL (DIN: 07144146) AS INDEPENDENT DIRECTOR (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 28th September 2015 to 27th September 2020, whose period of shall not be liable to retire by rotation.”

The Chairman requested to propose and second the resolution for appointment of Miss. Maumana Pal (din: 07144146)

Proposed By – Mr. Satya Narayan Pal

Seconded By – Mr. Amit Kumar Banerjee

Resolution 5.ADOPTION OF NEWLY SUBSTITUTED ARTICLES OF ASSOCIATION OF THE COMPANY

“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.”

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Amit Kumar Banerjee

Seconded By – Mr. Satya Narayan Pal



Resolution 6. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188- AKANKHA NIRMAN PVT LTD

“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 reenactment 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.”

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Amit Kumar Banerjee

Seconded By – Mrs. Ratna Banerjee

Resolution 7. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188- SEGURO INFRACON PVT LTD

“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 reenactment 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.

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Amit Kumar Banerjee

Seconded By – Mr. Satya Narayan Pal

Resolution 8. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188- MJM Nirman Pvt Ltd,

“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.

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Amit Kumar Banerjee

Seconded By – Mrs. Ratna Banerjee



Resolution 9. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188- BENGAL SHELTER HOUSING DEVELOPMENT LTD

"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.

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Prakash Mal Bothra

Seconded By – Mrs. Nirmala Devi Bothra

Resolution 10. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188- BARNAPARICHAY BOOK MALL (P) LTD

"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 reenactment 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.

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Amit Kumar Banerjee

Seconded By – Mrs. Ratna Banerjee

Resolution 11. APPROVAL OF RELATED PARTY TRANSACTION UNDER SECTION 188- BARNAPARICHAY BOOK MALL (P) LTD

“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 reenactment 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 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.”

The Chairman requested to propose and second the resolution for adoption of newly substituted articles of association of the company.

Proposed By – Mr. Shayam Sunder Bhattacharya

Seconded By – Mrs. Sova Pal



The Chairman informed that the Scrutinizer shall submit its Consolidated Report on E-Voting and Polling.

The results on the resolution shall be declared by 30th September, 2015. The declared results along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.ccapltd.in and on the website of NSDL at <https://www.evoting.nsdl.com/> and will also be forwarded to the Stock Exchanges where the Company's shares are listed.

VOTE OF THANKS

The meeting concluded with a vote of thanks to the Chair.

Date: 29th September 2015



Chinmoy Mazumdar
CHINMOY MAZUMDAR
Din -00021324
Chairman