



## CHAIRMAN'S LETTER

Dear Members,

It gives me an immense pleasure to extend a warm welcome to all the members of the company at the Annual General Meeting. I am pleased and elated to note the keen level of interest in **Ishaan Infrastructures and Shelters Limited**.

We are focused on Construction & Printing and managing in a responsible way. In a span of 24 years of concerted efforts, the foundations are firmly set.

**OUR GOAL** is to consolidate our position as one of the leading Printers & construction Company, with an accent on future projections to achieve a strong profitability.

Your Company remains committed to providing quality products, exemplary customer service, achieving business objectives with social, responsibility and enhancing stakeholder value. We remain cautiously optimistic on delivering results with improved returns on capital employed. Good Governance has always been a part of our business philosophy and will continue to be so as we move into the future. Your Directors firmly believe in acting with integrity and upholding the highest standard of Corporate Governance.

I would like to thank all our colleagues for their hard work and valued contribution during 2018-19. Together we have much to look forward to as we strive to make our Company even stronger and continue to focus on delivering for our customers. I also thank all our customers, suppliers, bankers, investors for their support and last but not the least, all our employees for their hard and sincere work.

Thank you for your support. Together, here's wishing Ishaan Infrastructures and Shelters even greater success.

Yours truly,

**KALPEN SHAH**

**CHAIRMAN & MANAGING DIRECTOR**

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**CORPORATE INFORMATION**


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**BOARD OF DIRECTORS:** KalpenRameshchandra Shah Managing Director  
 Mrs. Hetal N. Chavda, Independent Director  
 Mr. Maheshkumar B. Somani, Independent Director  
 Mr. Rakeshkumar D. Chavda, Non-Executive  
 Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER :** Jignesh Parsottambhai Patel

**BANKERS** The Karnavati Co-Operative Bank Ltd.  
 YES BANK  
 DENA BANK

**AUDITORS :** M/s. Samir M. Shah & Associates,  
 Chartered Accountants,

**SECRETARIAL AUDITOR :** M/s. Nikhil Suchak & Associates,  
 Practising Company Secretaries

**INTERNAL AUDITOR :** Ms. Zalak K. Choksi

**REGISTERED OFFICE :** GF-I, Shagun Complex, Swastik Society,  
 Navangpura, Ahmedabad 380 009.

Tel. (079) 26840142

Email Id –ishaaninfra9@gmail.com

Website –www.ishaaninfra.com

CIN:L45300GJ1995PLC027912

**REGISTRAR & SHARE TRANSFER AGENTS**

**PurvaSharegistry India Pvt Ltd**  
 9 Shiv Shakti Ind.Estt.  
 J R Boricha Marg, Lower Parel East  
 Mumbai-400 011

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED (CIN L45300GJ1995PLC027912) WILL BE HELD AT GF-1, SHAGUN COMPLEX, SWASTIK SOCIETY, NAVARANGPURA, AHMEDABAD-380009 ON MONDAY, 30<sup>TH</sup> SEPTEMBER, 2019 AT 11:00 A.M.**

**TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolutions:

- 1. To receive, consider, approve and adopt the Audited Statement Balance Sheet, Profit and Loss and statement of cash flow for the financial year ended on 31<sup>st</sup> March, 2019 as on that date along with the Directors' and Auditors' Report thereon.**
- 2. To re-appoint of statutory auditors and fix their remuneration and this regards pass without modification(s), the following resolution as an ordinary resolution.**

“RESOLVED THAT pursuant to Sections 139, 142 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Samir M. Shah & Associates, Chartered Accountants, Ahmedabad (FRN No.:122377W ), be and is hereby reappointed as the Statutory Auditors of the Company for the term of 5 years commencing from the conclusion of this Annual General Meeting till the conclusion of twenty ninth (29<sup>th</sup>) Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to the reimbursement of applicable taxes and actual out of pocket and travelling expenses incurred in connection with the audit and billed progressively”

- 3. To consider re-appointment of Mr. Kalpen Rameshchandra Shah Director (DIN: 01294110), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re- appointment .**

The Members are requested to consider, and if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kalpen Rameshchandra Shah Director (DIN : 01294110) who retires by rotation and being eligible, offers himself for reappointment be and is hereby re-appointed as a “Director” of the Company.

**SPECIAL BUSINESS:****4. To consider Re-appointment of Mr. Rakeshkumar Devabhai Chavda as an Independent Non-Executive Director.**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) 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) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Rakeshkumar Devabhai Chavda(DIN: 06912175), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for **second term of five consecutive years with effect from 30<sup>th</sup> September 2019 to conclusion of AGM to be held in the year 2024** and whose office shall not be liable to retire by rotation”.

“RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

Details of Director seeking re-appointment at the Annual General meeting please refer Annexure I

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

“RESOLVED THAT in supersession of all the earlier resolutions passed at the previous Annual General Meeting of the Company in terms of provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules notified there under and Clause 49 of the Listing Agreement executed between the Company and Stock Exchanges, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions for each year up to maximum amount as mentioned below:

| Name of the related party   | Type of transactions | Maximum amount per annum |
|---|----------------------|--------------------------|
| Creative Printers   | Sales and Purchase   | 1,50,00,000              |
| Superb Share and Stocks   | Loan                 | 15,00,000                |
| Gujju Stock Trading Private limited<br>(CIN: U67110GJ2011PTC064600) | Sales and Purchase   | 1,00,00,000              |

“FURTHER RESOLVED THAT consent of the members be and is hereby accorded for ratification of the aforesaid related party transactions already entered into by the Company, if any 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.

“FURTHER RESOLVED THAT to give effect to this Resolution the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may be necessary in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings related thereto.

**Date: 14/08/2019**  
**Place: Ahmedabad**

For and on behalf of Board,  
**Ishaan Infrastructures And Shelters Limited**

Kalpen Shah  
Chairman & Managing Director  
(DIN: 01294110)

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.

A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in the Notice is annexed hereto and forms part of this Notice.

3. . The Register of Members and share transfer book of the Company shall remain closed from Saturday, 23<sup>rd</sup> September, 2019 to Monday, 30<sup>th</sup> September, 2019 (both days inclusive).

4. Members seeking clarifications on the Annual Report are requested to send in writing their queries to the Company at least 10 days before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.

5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send the company certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

6. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
7. The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred in to accompanying notice and explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day up to the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company [www.ishaaninfra.com](http://www.ishaaninfra.com). for their download.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company. ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED ANNUAL GENERAL MEETING
9. Copies of the Annual Report for the year 2018-19 along with notice convening the Annual General Meeting are being dispatched by electronic mode to all the members whose email addresses are registered with the Company/DP. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e mail id address with the Company are requested to get their e mail ids registered with the Company.
10. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
11. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. if any to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or PurvaSharegistry India Pvt Ltd, Registrar and Transfer Agents of the Company.
12. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names will be entitled to vote.
13. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.
14. Members / proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report, to the meeting.
15. . The Shares of the Company are listed at Bombay Stock Exchange.

#### **SHAREHOLDER INSTRUCTIONS FOR E-VOTING**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 27.09.2019 at 10.00 A.M. and ends on 29.09.2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com**.
- (iii) Click on Shareholders.

Enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
|   | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Attendance Slip.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| DOB   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details   | <p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>  |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.



- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant **ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED** on which you choose to vote.  
On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting.
- (x) Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### CONTACT DETAILS

|                                     |  |
|-------------------------------------|--|
| <b>Company</b>                      | ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED<br>Email: ishaaninfra9@gmail.com                     |
| <b>Registrar and transfer agent</b> | PURVA SHAREGISTRY INDIA PVT LTD  |
| <b>E-voting Agency</b>              | Central Depository Services (India) Limited<br>E-mail ID:<br>helpdesk.evoting@cdslindia.com      |
| <b>Scrutinizer</b>                  | Nikhil Suchak & Associates<br>Practicing Company Secretary<br>Email id: cssuchaknikhil@gmail.com |

**Date: 14/08/2019**  
**Place: Ahmedabad**

**BY ORDER OF THE BOARD**  
**For, Ishaan Infrastructures and Shelters Limited**

Kalpen Shah  
Chairman & Managing Director  
(DIN: 01294110)