



## 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 25 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 2019-20. 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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|----------------------------|----------------------------|------------------------|
| <b>BOARD OF DIRECTORS:</b> | Kalpen Rameshchandra Shah  | Managing Director      |
|                            | Ms. Hetal N. Chavda,       | Independent Director   |
|                            | Mr. Maheshkumar B. Somani, | Independent Director   |
|                            | Mr. Rakeshkumar D. Chavda, | Non-executive Director |

**COMPANY SECRETARY & COMPLIANCE OFFICER:** Jignesh Parsottambhai Patel (upto 17-10-2020)  
Mrugesh Vyas (w.e.f 17-10-2020)

**BANKERS** The Karnavati Co-Operative Bank Ltd.

**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:** A/OFFICE-505, SHILP AARON, SINDHU BHAVAN ROAD  
NR.PAKVAN CIRCLE, OPP.AMIEDA CLINIC, BODAKDEV,  
AHMEDABAD Ahmedabad GJ 380059

**REGISTRAR & SHARE TRANSFER AGENTS** **Purva Sharegistry 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 25<sup>TH</sup> ANNUAL GENERAL MEETING OF ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED WILL BE HELD ON WEDNESDAY, 31<sup>ST</sup> DECEMBER, 2020 AT 11.00 A.M. THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES:.**

**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, 2020 as on that date along with the Directors' and Auditors' Report thereon.**
- 2. To consider re-appointment of Mr. Rakeshkumar Devabhai Chavda, Director (DIN: 06912175), 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. Rakeshkumar Devabhai Chavda, Director (DIN: 06912175) 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:**

- 3. To consider Re-appointment of Mr. Maheshkumar Bhogilal Somani (DIN: 07058835) 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. **Maheshkumar Bhogilal Somani** (DIN: **07058835**), 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 till the **conclusion of AGM to be held in the year 2025** 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

**4. To consider Re-appointment of Ms. Hetal Narendra Chavda(DIN: 07160586) 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, **Ms. Hetal Narendra Chavda(DIN: 07160586)**, 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 till the **conclusion of AGM to be held in the year 2025** and whose office shall not be liable to retire by rotation”.

**Date: 08/12/2020**

**Place: Ahmedabad**

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

Kalpen Shah  
Chairman & Managing Director  
**(DIN: 01294110)**

**NOTES:**

- (i) The Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020, read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- (ii) The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, December 23, 2020 to Wednesday, December 30, 2020 (both days inclusive) for the purpose of ensuing AGM of the Company.
- (iii) The relevant Explanatory Statement pursuant to Section 102 of Act, setting out material facts in respect of businesses is annexed hereto.
- (iv) Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- (v) Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to [cssuchaknikhil@gmail.com](mailto:cssuchaknikhil@gmail.com) with a copy marked to [helpdesk.evoting@cdsl.co.in](mailto:helpdesk.evoting@cdsl.co.in).
- (vi) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (vii) Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays during business hours up to the date of the Meeting.
- (viii) Profile of the Directors seeking appointment / re-appointment, as required in terms of Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 is annexed to this Notice.
- (ix) Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
- (x) 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 electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agent i.e. PURVA SHAREGISTRY INDIA PVT LTD.9 Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel East Mumbai-400 011.

- (xi) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact PURVA SHARE REGISTRY INDIA PVT LTD. 9 Shiv Shakti Industrial Estate, J R Boricha Marg, Lower Parel East Mumbai-400 011 for assistance in this regard.
- (xii) In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Annual Report of the year 2019-20 of the Company circulated to the Members of the Company will be made available on the Company's website at [www.ishaaninfra.in](http://www.ishaaninfra.in) and also on the website of the respective Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and the physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours and only on working days.
- (xiii) Equity Shares of the Company are available for dematerialisation, as the Company has entered into an agreement with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization services of its Equity Shares. Those Shareholders who wish to hold shares in electronic form may approach their Depository Participant.
- (xiv) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- (xv) Any recipient of the Notice, who has no voting rights as on the Cut-off date i.e. 24<sup>th</sup> December, 2020 shall treat this Notice as intimation only.

#### **VOTING THROUGH ELECTRONIC MEANS:**

- (xvi) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, along with Regulation 44 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members' facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
- (xvii) The Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on 24<sup>th</sup> December, 2020 (cut-off date) are entitled to vote on the resolutions set forth in this Notice.
- (xviii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the 24<sup>th</sup> December, 2020 (cut-off date) shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Polling Paper at the AGM by following the procedure mentioned in this part.
- (xix) The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
- (xx) The remote e-voting begins on Monday, 28<sup>th</sup> December, 2020 (10:00 a.m.) and will end on Wednesday, 30<sup>th</sup> December, 2020 (5:00 p.m.). During this period shareholders of the

Company, holding shares either in physical form or in dematerialized form, as on the 24<sup>th</sup> December, 2020 (cut-off date), may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above. The e-voting module shall be disabled by CDSL for voting thereafter.

- (xxi) The Company has appointed Mr. Nikhil Suchak, Proprietor of Nikhil Suchak & Associates, Practicing Company Secretary (Membership No. ACS: 40614; COP No: 18938), to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- (xxii) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the 24<sup>th</sup> December, 2020 (cut-off date)
- (xxiii) 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.
- (xxiv) Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- (xxv) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

#### THE PROCEDURE AND INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:-

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) 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](http://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:

|  | For Members holding shares in Demat Form and Physical Form  |
|--|---|
|  | <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: <a href="mailto:ishaaninfra9@gmail.com">ishaaninfra9@gmail.com</a>                        |
| <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><a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> |
| <b>Scrutinizer</b>                  | Nikhil Suchak & Associates<br>Practicing Company Secretary<br>Email id: <a href="mailto:cssuchaknikhil@gmail.com">cssuchaknikhil@gmail.com</a>  |

**Date: 08/12/2020**  
**Place: Ahmedabad**

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

Kalpen Shah  
Chairman & Managing Director  
**(DIN: 01294110)**