

**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 28 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 2022-23. 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

BOARD OF DIRECTORS:	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:**

Mrugesh Vyas (Up To: 13/09/2022)
Kalpen Rameshchandra Shah (w.e.f 14/09/2022)

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:

1111, 11th Floor, Shivalik Shilp, Iscon Cross Road
Ambli-Bopal Road, S.G. Highway, Ahmedabad
AhmedabadGJ 380015 IN

**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 28TH ANNUAL GENERAL MEETING OF ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED WILL BE HELD ON FRIDAY, 30TH September , 2022 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 31st March, 2023 as on that date along with the Directors' and Auditors' Report thereon.**
- 2. To Consider re-appoint Mr. KALPEN RAMESHCHANDRA SHAH (DIN: 01294110) who retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible himself for Re-appointment .**

SPECIAL BUSINESS :

- 3. To re-appoint Mr. Kalpen R. Shah (DIN: 01294110) as a Managing Director of the Company for the term of 3 (Three) years who shall be liable to retire by rotation.**

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and in accordance with the provision of Section 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and the Articles of Association of the Company, the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Kalpen R. Shah, (Din:01294110) as Managing Director of the Company with effect from 28th AGM for the term of 3 (Three) year and who shall be liable to retire by rotation, as well as the payment of salary and perquisites (hereinafter referred to as "remuneration"), upon the terms and conditions as detailed in the explanatory statement attached herewith, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. Kalpen R. Shah.

RESOLVED FURTHER THAT the remuneration payable to Mr. Kalpen R. Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Date: 15/09/2023

Place: Ahmedabad

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

Kalpen Shah
Chairman & Managing Director
(DIN: 01294110)

CORPORATE INFORMATION

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	Ms. Hetal N. Chavda,	Independent Director
	Mr.Maheshkumar B. Somani,	Independent Director
	Mr.Rakeshkumar D.Chavda,	Non-executive Director

**COMPANY SECRETARY &
COMPLIANCE OFFICER:**

Mrugesh Vyas (Up To: 13/09/2022)
Kalpen Rameshchandra Shah (w.e.f 14/09/2022)

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The Karnavati Co-Operative Bank Ltd.

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M/s. Samir M. Shah &
Associates,Chartered
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M/s. Nikhil Suchak & Associates,
Practising Company Secretaries

INTERNAL AUDITOR

Ms. Zalak K. Choksi

REGISTERED OFFICE:

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RESOLVED FURTHER THAT the remuneration payable to Mr. Kalpen R. Shah, shall not exceed the overall ceiling of the total managerial remuneration as provided under Schedule V and Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

Date: 15/09/2023

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 Friday, September 23, 2023 to Friday, September 30, 2023 (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 / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to cssuchaknikhil@gmail.com with a copy marked to 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 SHAREREGISTRY 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 dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact PURVA SHAREREGISTRY 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 2022-23 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 2022-23 of the Company circulated to the Members of the Company will be made available on the Company's website at www.ishaaninfra.in and also on the website of the respective Stock Exchanges at 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 dematerialization, 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 23rd September, 2023 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 28th 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 23rd September, 2023 (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 23rd September, 2023 (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.