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CORPORATE INFORMATION

Board of Directors

Mr. Abhijit Datta	Chairman
Mr. Pradeep Kanti Lala	CEO
Mr. Chinmoy Mazumdar	
Mr. Shib Ram Nag	
Mr. Koushik Roy	
Mr. Lala Kishore Kanti Roy	
Mr. Hirak Mukherjee	

Financial Advisor

Mr. Anjan Ghosh
Mr. A. K. Labh & Co.
(Company Secretaries)

Statutory Auditors

G.Basu & Co.
Chartered Accountants
Basu House, 3 Chowringhee Approach
Kolkata-700072
Phone : 91 33 2212 6253/8116
Fax : 91 33 2212 7476
gbasuco@rediffmail.com
www.gbasuandcomapny.org

Bankers

State Bank of India
Canara Bank

Registered Office

ETERNITY Building
DN-1, Salt Lake City, Sector-V
Kolkata-700091
Phone : 91 33 2357 6255/56/57
Fax : 91 33 2357 6253/6487
E-Mail : info@ccapltd.in

Registrar and Share Transfer

MSC Ltd.
77/2A Hazra Road, Kolkata-700 029
Phone : 91 33 2457 7350/51/52/53/54
91 33 2454 1892/93
Fax : 91 33 2474 7674, 2454 1961
E-mail : mcskol@rediffmail.com



NOTICE

NOTICE is hereby given that the Thirty-ninth Annual General Meeting of the members of **SHELTER INFRA PROJECTS LIMITED** (formerly **CCAP LIMITED**) will be held at **SHAYAMALINA, P.S Rajarhat, P.O Rajarhat Bishnupur, Battala, (24 Paraganas North), Kolkata-700135** on Tuesday, 25th September 2012 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2012 and Balance Sheet as on that date together with the Report of the Directors and Auditors of the Company.
2. To appoint a Director in place of Mr. Abhijit Datta who retires from office by rotation, and being eligible, offer himself for re-appointment.
3. To appoint a Director in place Mr. Shib Ram Nag who retires from office by rotation, and being eligible, offer himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification, if any the following resolutions:

5. As Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Lala Kishore Kanti Roy who was appointed as Additional Director of the Company by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for appointment to the office of Director be and is hereby appointed as Director of the Company, liable to retire by rotation."

6. As Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Hirak Mukherjee who was appointed as Additional Director of the Company by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for appointment to the office of Director be and is hereby appointed as Director of the Company, liable to retire by rotation."

7. As Ordinary Resolutions:

"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Pradeep Kanti Lala who was appointed as Additional Director of the Company by the Board of Directors of the Company and who holds office up to the date of this Annual General Meeting and who is eligible for appointment to the office of Director be and is hereby appointed as Director of the Company, liable to retire by rotation."

**8. As Ordinary Resolution:**

“RESOLVED THAT pursuant to Sections 269, 198, 309 and 310 read with schedule XIII to the Companies Act, 1956, Mr. Pradeep Kanti Lala be and is hereby appointed as Whole Time Director of the Company with effect 1st May, 2012 on the terms and conditions as stated out in the appointment letter issued to him in this regard and which is hereby specifically sanctioned with liberty to the Board of directors (hereinafter referred to as “the Board” which shall be deemed to include any committee which the Board may continue to exercise its power, including the power conferred by the resolution) to alter and vary the terms and conditions of the said appointment letter and/ or remuneration including minimum remuneration and / or other terms of his appointment in such manner as the Board may deem fit and acceptable to Mr. Pradeep Kanti Lala.”

9. As Ordinary Resolution:

“RESOLVED THAT pursuant to Section 293 (1) (d) of the Companies Act, 1956, the Directors of the Company, 1956, the Directors of the Company be and are hereby authorised to borrow money (apart from the Temporary loans obtained from the Company's Bankers in the ordinary course of business) for the purpose of the Company in the excess of the aggregate of the paid up capital of the Company and its free reserve (that is to say, reserves not set apart for any specific purpose), provided however, the total amount of such borrowings shall not exceed the sum of Rs. 200 Crores (Two hundred Crore only).”

10. As ordinary Resolutions:

“RESOLVED THAT the consent of the Company be and is hereby granted in terms of section 293 (1) (a) and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors to mortgage and/or charge and/or lien, in addition to the mortgages/charges/liens created /to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the Management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trust(s), for securing the borrowings of the Company availed/ to be availed by way of Loan(s) (in foreign currency and/or rupee currency) and securities (comprising fully/partly Convertible Debentures and/or Non Convertible Debentures with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate/notes/Bonds or other debt instruments, issued/to be issued by the Company, from time to time, subject to the limits approved under Section 293 (1) (d) of the Companies Act, 1956 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of Loan Agreement(s)/Heads of Agreements(s) /Debenture Trust Deed(s) or Loan Agreements or any other document, entered into/to be entered into between the Company and the Lender(s)/Agents(s) and Trustees(s), in respect of the said Loan/ borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee hereof and the Lender(s)/Agent(s)/Trustees(s).



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/ Committee be and is hereby authorised to finalise, settle and execute such documents/deeds/ writings/papers/agreements as may be required and do all such acts, deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt, that may arise in regard to creating mortgages/charges/liens/ as aforesaid.

By Order of the Board

P.K.Lala
CEO & DIRECTOR

Kolkata, 8th August, 2012

NOTES FOR MEMBERS' ATTENTION

1. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in relation to the Special Business of the Meeting is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing proxy should however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, the 18th day of September, 2012 to 25th day of September, 2012 (both days inclusive).
4. Members are requested to notify to the Company change of address, if any, with pin code quoting reference of their Folio Number to the Company's Registrar & Transfer Agent M/s. MCS Ltd., 77/2A, Hazra Road, Kolkata 700 029.
5. Members who are holding Shares in identical order or names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holdings in one folio. The Share Certificates will be returned to the Members after making requisite changes thereon.
6. Non-resident Indian Shareholders are requested to inform the Company immediately: -
 - (a) The change in residential status on return to India for permanent settlement.
 - (b) The particulars of the Bank Account maintained in India with complete name, branch, account type, account number and address of the Bank, if not furnished earlier.
7. Members holding shares in physical form can avail the facility of nomination in respect of the shares held by them, consequent upon the introduction of Section 109A and 109B of the



Companies Act, 1956. The prescribed Form (Form-2B) can be obtained from the Company's Registrar & Transfer Agent.

8. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting. Shareholders are requested to bring their copy of the Annual Report to the meeting.
9. All the documents referred to in the above notes and explanatory statement are available for inspection at the registered Office of the Company at Eternity Building, DN-1, Sector-V, Saltlake, Kolkata 700 091 between 10.00 a.m. and 12 noon on working days (except Sundays and Public Holidays) upto the date of the Annual General Meeting.
10. Should you wish to have any information in respect of the accounts of the Company, please send your queries in writing to the Company at the registered office so as to reach us at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
11. Pursuant to the provisions of Section 205A (5) of the Companies Act, 1956 all unpaid/unclaimed dividends up to the Financial year ended 31st March, 2005, have been transferred General Reserve Account of the Central Government. Shareholders concerned are requested to submit their claims in the prescribed form to the Registrar of Companies, West Bengal, Nizam palace, 234/4, Acharya Jagadish Chandra Bose Road, Kolkata - 700 020. For subsequent years the unpaid/unclaimed dividends will have to be claimed by the Shareholders from the Company within 7 (Seven years) from the date of transfer of the money to the unpaid dividend account of the Company, whereupon the money will be transferred to the Investors Education and Protection Fund (IEPF) of the Central Government established under Section 205C of the said Act against which no claims will lie as per section 205B of the said Act.

IMPORTANT COMMUNICATION TO MEMBERS

*The Ministry of Corporate Affairs has taken a **'Green Initiative in the Corporate Governance'** by allowing paperless Compliances by the Companies and has issued circulars stating that service of notice/ documents including Annual Report can be sent by e-mail to its members. To Support this green initiative of the government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants.*



ANNEXTURE TO NOTICE:

Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of special business mentioned in the notice.

ITEM NO.5

Mr. LALA KISHORE KANTI ROY, (Civil Engineer) is having vast experience in Civil Engineering and in the field construction was appointed as Additional Director by the Board of Directors of the Company with effect from 09.02.2012. His expertise and experience will benefit the Company in future. In view of his rich experience, it will be in the best interest of the Company that Mr. Lala Kishore Kanti Roy continues as a Director of the Company.

In terms of the provisions of Section 260 of the Companies Act, 1956, Mr. Lala Kishore Kanti Roy holds office only up to the date of the ensuing Annual General Meeting. Notice have been received from a member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director and signifying their intention to move the Resolution as set out in item no. 5.

Mr. Lala Kishore Kanti Roy doesn't hold any shares of the Company. A statement containing the details of Mr. Lala Kishore Kanti Roy is attached herewith.

The Board recommends adoption of the resolution regarding appointment of Mr. Lala Kishore Kanti Roy as a Director of the Company.

None of the Directors of the Company except Mr. Lala Kishore Kanti Roy is concerned or interested in the Resolution.

ITEM NO.6

Mr. HIRAK MUKHERJEE, (Civil Engineer) having vast experience in the field of Civil Engineering was appointed as an Additional Director by the Board of Directors of the Company with effect from 24.05.2012. His expertise and experience will benefit the Company in future. In view of his rich experience, it will be in the best interest of the Company that Mr. Hirak Mukherjee continues as a Director of the Company.

In terms of the provisions of Section 260 of the Companies Act, 1956, Mr. Hirak Mukherjee holds office only upto the date of the ensuing Annual General Meeting. Notice have been received from member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director and signifying their intention to move the Resolution as set out in item no. 6.

Mr. Hirak Mukherjee doesn't hold any shares of the Company. A statement containing the details of Mr. Hirak Mukherjee is attached herewith.

The Board recommends adoption of the resolution regarding appointment of Mr. Hirak Mukherjee as a Director of the Company.

None of the Directors of the Company except Mr. Hirak Mukherjee is concerned or interested in the Resolution.



ITEM NO.7 & 8

Mr. Pradeep Kanti Lala, (Civil Engineer) having vast experience in the field of Civil Engineering was appointed as an Additional Director by the Board of Directors of the Company with effect from 09.02.2011, has been associated with the company from 28.11.2011 and is actively involved in the business policy decisions of the company. His expertise and experience will benefit the Company in future. In view of his rich experience, it will be in the best interest of the Company that Mr. Pradeep Kanti Lala continues as a Director of the Company.

Mr. Pradeep Kanti Lala doesn't hold any shares of the Company. A statement containing the details of Mr. Pradeep Kanti Lala is attached herewith.

The Board recommends adoption of the resolution regarding appointment of Mr. Pradeep kanti Lala as a Director of the Company.

None of the Directors of the Company except Mr. Pradeep Kanti Lala concerned or interested in the Resolution.

ITEM NO. 9 & 10

The Company will have to borrow money by way of term loans in either foreign currency or rupee currency or by issue of securities (comprising fully or partly convertible and/or nonconvertible debenture) with or without warrant or secured promissory notes or any other debt instruments for meeting the fund requirement of the Company for the planned projects.

The borrowings of the Company may by in general required to be secured by suitable mortgage or charge of lien on all or any present or future movable or immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, if necessary.

The mortgage and/or charge and/or lien by the Company of its movable and/or immovable properties and/or the whole or any part of the undertaking (s) of the Company in favour of the Lender(s), with a power to take over the management of the business and concern of the Company in certain events of default by the Company, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 293 (1) (a) of the Companies Act, 1956. Hence it is necessary for the members to pass resolutions under the said Sections.

Further, the Company also wants to empower its Board to take timely decision for making investments at best available opportunities beyond the limits as prescribed vide Section 372A of the Companies Act, 1956.

None of the directors of the Company is interested or deemed to be interested in the proposed resolution.

By Order of the Board

Date: 8th August,2012 Kolkata,

**P.K.Lala
CEO & Director**

**Particulars of Directors seeking appointment/re-appointment at this Annual General Meeting pursuant to clause 49(IV)(G) of the Listing Agreement****Table 1**

Name of Director	Abhijit Datta	Shib Ram Nag	Pradeep Kanti Lala	Lala Kishore Kanti Roy	Hirak Mukherjee
Date of Birth	01.06.1949	07.01.1964	31.10.1949	02.03.1941	14.04.1944
Expertise in specific Functional areas	He is having vast experience in Banking Sector and served 37 years to State Bank of India in Various fields.	A Commerce Graduate with law having experience of more than 15 years in Real Estate & Food Products.	He is having a vast experience in construction, methodology, tender negotiations, architectural & construction concepts and project management methods.	He is having a vast experience in Civil engineering, Project Management, Operational & Strategic Planning, Turnaround Situations and Forecasting.	A Civil Engineer having a vast experience in the field of Construction and Engineering
Qualification	Post Graduate (Economics)	Bachelor of Commerce	Bachelor in Civil Engineering	Bachelor in Civil Engineering	Bachelor in Civil Engineering
List of Companies/firms/associations in Which outside Directorship held	1. Asset Reconstruction Company of India. 2. Bengal Tea and Fabrics Limited. 3. Supers melters Ltd. 4. Cable Corporation of India 5. Hub Town Ltd. 6. SPS Ispat & Power Ltd.	1. Bengal Shelter Housing Development Limited 2. Shelter Projects Limited 3. Barnaparichay Book-Mall Pvt. Limited 4. Shelter Foods Pvt. Limited	NIL	Second Vivekananda Bridge Toll way Company Limited	NIL
Chairman/Member of the Committees across public Company in which he is Director	1. Bengal Tea & fabrics Limited (Chairman) 2. Cable Corporation (Member of audit committee)	NIL	NIL	NIL	NIL

**DIRECTORS REPORT****(FOR THE YEAR ENDED 31st MARCH, 2012)**

To
The Stakeholders

Your Directors have great pleasure in presenting the Thirty-Ninth Annual Report of the company together with Audited accounts for the year 31st March, 2012

SUMMARISED FINANCIAL RESULTS AND PROPOSED APPROPRIATIONS : (Rs. in lacs)

PARTICULARS	2011-12	2010-11
A) Income from Operations	6316.89	2142.90
B) Profit/Loss after Tax	(255.92)	119.61
Balance Brought forward from previous Year	275.26	176.44
Amount available for appropriation	19.34	296.05
C) Appropriations :		
Proposed Dividend	N.A.	17.83
Dividend Distribution Tax	N.A.	2.96
Balance Carried to Balance Sheet	19.34	275.26

FINANCIAL AND OPERATONAL PERFORMANCE

During the year under review, the company has achieved a turnover of Rs. 6316.89 lacs. The Profit/loss after Tax for the year under review has been Rs. (255.92) lacs, as compared to Rs. 119.61 lacs for the previous year.

DIVIDEND

This Directors regret to declare any dividend for the year under report due to the operating loss during the year.

FUTURE OUTLOOK

In this context, infrastructure investment plays a major role. In the short term, it boosts investment rates across the economy. In the long run, it will remove the supply constraints that affect industry and trade. The needs of this sector are vast. Infrastructure in India needs over \$ 1 trillion investment in the next five years. The government alone cannot invest this amount. Therefore, importance being given to PPPs. Achieving targets in key infrastructure sector is a key to success and will inspire confidence about the overall economic growth rate. It is felt that the targets set are certainly ambitious and impressive. There are a significant scale up over earlier turnover, however the company faced an operating loss due to high cost of fund which will be reduced into low cost fund and the company is working on it.

Your Company will continue to take advantage to the above situations and continue to bank upon its core competence area of road construction along-with infrastructure projects.