



SHELTER INFRA PROJECTS LIMITED



ANNUAL REPORT 2013-2014



Contents

	Page No.
Corporate Information	2
Notice of Annual General Meeting	3
Directors' Report	13
Management Discussion and Analysis Report	18
Report on Corporate Governance	21
Auditors' Certificate on Corporate Governance	33
Auditors' Certificate on Financial Statements	34
Abridged Balance Sheet	36
Abridged Profit & Loss Accounts	37
Cash Flow Statement	38
Notes on Accounts	39
Attendance slip	47



CORPORATE INFORMATION

<u>Board of Directors</u>	Mr. Chinmoy Mazumdar Mr. Shib Ram Nag Mr. Dwija das Chatterjee Mr. Kamal Kishore Chowdhury Mr. Sankalan Datta Mr. Kajal Chatterjee	Chairman
<u>Company Secretary</u>	Mr. Rajiv K. Singh	
<u>Chief Financial Officer</u>	Mr. Jitendra Nath Mitra	
<u>Corporate Consultant</u>	Mr. A.K.Labh & Co. (Practicing Company Secretaries)	
<u>Statutory Auditors</u>	G.Basu & Co. <i>Chartered Accountants</i> Basu House, 3 Chowringhee Approach Kolkata-700 072 Phone: 91 33 2212 6253/8116 Fax : 91 33 2212 7476 E-mail : gbasuco@rediffmail.com Website : www.gbasuandcompany.org	
<u>Bankers</u>	State Bank of India	
<u>Registered Office</u>	ETERNITY Building DN-1, Salt Lake City, Sector-V Kolkata- 700 091 Phone: 91 33 2357 6255/56/57 Fax: 91 33 2357 6253/6487 Website: www.ccapltd.in E-Mail : info@ccapltd.in	
<u>Registrar and Share Transfer Agent</u>	MCS Share Transfer Agent Ltd. 77/2A Hazra Road, Kolkata-700 029 Phone: 91 33 2476 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 Forty First 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 Friday 26th September 2014 at 12.30 p.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 2014 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. Chinmoy Mazumdar (DIN: 00021324)** who retires from office by rotation, and being eligible, offer himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

“**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.”

Special Business:

4. To appoint **Shri Shib Ram Nag (DIN: 00240756)** as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 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) **Shri Shib Ram Nag (DIN: 00240756)**, Director of the company, whose period of office liable to determination by retirement of director by rotation, be and is hereby appointed as Independent director of the Company for a term of Five Consecutive



years from the conclusion of Forty First (41) Annual General Meeting to the conclusion of Forty Six (46) Annual General Meeting of the company.

5. To appoint **Shri Sankalan Datta (DIN: 02478232)** as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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) **Shri Sankalan Datta (DIN: 02478232)**, Director of the company, whose period of office liable to determination by retirement of director by rotation, be and is hereby appointed as Independent director of the Company for a term of Five Consecutive years from the conclusion of Forty First (41) Annual General Meeting to the conclusion of Forty Six (46) Annual General Meeting of the company.

6. To appoint **Shri Kajal Chatterjee (DIN: 05259861)** as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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) **Shri Kajal Chatterjee (DIN: 05259861)**, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for five Consecutive years from the conclusion of Forty First (41) Annual General Meeting to the conclusion of Forty Six (46) Annual General Meeting of the company.

7. To appoint **Shri Kamal Kishore Chowdhury (DIN: 06742937)** as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 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) **Shri Kamal Kishore Chowdhury (DIN: 06742937)**, who was appointed as an Additional

Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for five Consecutive years from the conclusion of Forty First (41) Annual General Meeting to the conclusion of Forty Six (46) Annual General Meeting of the company.

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval by shareholders of the company, the Board hereby approves the appointment of Shri Dwija das Chatterjee, as Whole time Director, for a period of 3(Three) consecutive years w.e.f. 1st April 2014 in term of the said act, upon the term and conditions as recommendation by Nomination and Remuneration Committee and set out in explanatory statement annexed hereto the notice calling the Annual General Meeting

By Order of the Board

Rajiv K Singh
Company Secretary

Kolkata, 26th May, 2014



NOTES FOR MEMBERS' ATTENTION

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

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS . A MEMBER HOLDING MORE THAN TEN PER CENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto.
4. Members are requested to bring their copies of Annual Report at the time of attending the Annual General Meeting and send their queries relating to the accounts 10 days in advance before the Annual General Meeting.
5. Members/Proxies attending the Meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
6. All documents referred to in the Notice are available for inspection at the Registered Office of the Company during the normal business hours on all working days of the Company up to the date of the Annual General Meeting.
7. Members are requested to immediately notify change of address, to the share transfer agent of the Company, M/s. MCS Share Transfer Agent Ltd., 77/2A, Hazra Road, Kolkata 700 029
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar.
9. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.

10. The Register of Members and the Share Transfer Book of the Company will remain closed from **18/09/2014 to 26/09/2014**(both days inclusive).
11. 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.
12. 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.
13. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system (“e-Voting”) under an arrangement with The National Securities Depository Limited (“NSDL”) as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently. The Notice of the Meeting will also be available on the Company’s website [http:// www.ccapltd.com](http://www.ccapltd.com). and the website of The National Securities Depository Limited (“NSDL”) at <http://www.evoting.nsdl.com>. Voting shall be reckoned in relation to a Member’s holding of the Paid-up Equity Share Capital of the Company as at close of business on 29th August, 2014 (“Cut-off Date”).
14. For those Members opting for e-Voting, the process and manner of e-Voting will be as follows:
 - A. For Members receiving information electronically :—
 - i. Please read the e-mail carefully and open the attached PDF file specifying your Client ID (in case shares held in demat form) and folio no. (in case shares held in physical mode) as default password. The attachment contains your “User Id” and “Password” for e-Voting. Please note that the password is an initial password.
 - ii. Launch the Internet Browser by typing <http://www.evoting.nsdl.com> on the address bar. The home screen will be displayed, select the Member “login” name. Enter the login details viz. User Id and password are sent to you by email/post. On the first login, you need to change the password. In case you



have earlier logged in at www.evoting.nsdl.com for exercising your vote in respect of a Ballot relating to any other Company and you have already changed your password, please use the changed password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- iii. On successful login, you have to select the “EVEN” (E Voting Event Number) for casting your vote.
- iv. Cast your vote by selecting appropriate option and click on “submit” and also “confirm” when prompted. Upon confirmation, the message “vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- v. E-Voting period commences at 10 a.m. on Saturday, the 20th September, 2014 and ends on Monday, the 22nd September, 2014 at 6:00 p.m. During the e-Voting period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by NSDL.
- vi. In case of any query, you may refer to the frequently asked questions (FAQ) for members and e-Voting user manual for shareholders available at the “downloads” section of www.evoting.nsdl.com or contact them on their telephone 022-24994600.
- vii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-Voting system in future.

B. The instructions for e-Voting for Members other than in (A) above

Initial “User Id” and “Password” are provided in the Attendance Slip for the AGM. Please follow the steps (ii) to (vii) stated above to cast your vote through e-voting.

15. Any query relating to the Resolutions and e-Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to the Company Secretary of the Company.
16. Voting can be exercised only by the concerned Member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorised person. A Member need not use all his/her votes.
17. The results of the voting shall be placed on the website of the Company and on the website of the NSDL within two days of passing of the Resolutions at the AGM and communicated to the Stock Exchanges where the Company’s shares are listed. The



results of the voting process will also be displayed on the Company's website www.ccapltd.com.

18. The Company has appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS – 4848 / CP-3238), as a Scrutinizer for conducting the entire polling process (including e-Voting) in a fair and transparent manner.
19. The Scrutinizer shall not later than three (3) working days from the conclusion of the e-voting period, unblock the votes and submit his Report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.
20. The Results shall be declared at the AGM. The results declared together with the Scrutinizer's Report shall be placed on the Company's website www.ccapltd.com and on the website of NSDL within two (2) days of passing of the Resolutions and communicated to the Stock Exchange.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO 4 to 7.

Pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and clause 49 of listing agreement, it is proposed to appoint **Shri Shib Ram Nag, Shri Sankalan Datta, Shri Kajal Chatterjee, Shri Kamal Kishore Choudhury**, as independent director for the period of 5(Five) consecutive years from the conclusion of Fortieth Annual General Meeting to the conclusion of Forty First Annual General Meeting.

The Company has received notice in writing U/S 160 of the Companies Act, 2013, from the member along with requisite deposits for the candidatures of each of the Appointee for the office of the director of the company.

Further none of the above has been disqualified under section 164 of the Companies Act 2013, and each has given his consent to act as directors.

In the opinion of the Board, the Independent Directors fulfill the conditions as specified in section 149, 152 and Schedule IV of the companies Act 2013, read with Companies (Appointment and qualification of director) rule 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force) and such independent directors are independent of the management. Further all the independent director have given a declaration to the Board of directors to the effect that they meet criteria of independent director as mentioned in section 149 (6) of the Companies Act 2013.