

MINUTES OF THE PROCEEDINGS OF THE 49TH ANNUAL GENERAL MEETING OF M/S SHELTER INFRA PROJECTS LIMITED HELD, THROUGH VIDEO CONFERENCING ON WEDNESDAY, 25TH AUGUST, 2021 AT 12.30 P.M IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH MCA GENERAL CIRCULAR NO. 02/2021, 20/2020, 17/2020 AND 14/2020 DATED 13TH JANUARY, 2021, 5TH MAY, 2020, 13TH APRIL, 2020 AND 8TH APRIL, 2020 RESPECTIVELY.

1. DIRECTORS AND KMP'S PRESENT THROUGH VIDEO CONFERENCING :

Mr. Sankalan Datta	-	Chairman
Mr. Kamal Kishore Chowdhury	-	Director
Mr. Arunansu Goswami	-	Director
Mr. Kajal Chatterjee	-	Director
Mr. Anand Kumar Agarwal	-	CFO
Ms. Aparupa Das	-	Company Secretary

2. MEMBERS PRESENT AS PER ATTENDANCE SHEET

38 Shareholder Members present including M/s Ramayana Promoters Private Limited through Authorised Representative by video conferencing (As per attendance sheet obtained from NSDL)

3. SCRUTINIZER:

Mrs. Sweta Patwari, Practicing Company Secretary attended through video conferencing.

4. AUDITORS:

Representative of M/s. Basu Chanchani & Deb, Chartered Accountants, Statutory Auditor of the Company attended through video conferencing.

Ms. Soma Saha, Secretarial Auditor of the Company attended through video conferencing

5. CHAIRMAN OF THE MEETING:

Mr. Sankalan Datta unanimously elected as Chairman of the Meeting by the members to take the Chair. Mr. Sankalan Datta Chaired the 49th Annual General Meeting.

This Annual General Meeting is being held through video conference via NSDL platform in compliance with the Companies Act, 2013 and circulars issued by the Ministry of Corporate Affairs. Registers required under the Act for inspection are available at website of NSDL for members to inspect electronically. Since the meeting is being held through Video Conferencing, there is no requirement of proxies and hence no Register of Proxies is available for inspection.

CHAIRMAN'S
INITIALS



With the consent of the members, the Annual Report and Notice was taken as read.

Thereupon, at the direction of the Chairman, the Auditor's Report dated 30th June, 2021 were read out.

The Chairman then briefed the Members about the affairs and activities of the Company.

The Chairman informed that the Members who had registered themselves as Speakers were given the opportunity to ask questions or seek clarifications on the Agenda items. Thereafter, the Chairman/Directors/Secretary/ CFO of the Company responded to the queries raised / clarifications sought by the Members who spoke at the Meeting.

The Chairman informed that pursuant to the provisions of Companies Act, 2013 and SEBI (listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided facility to cast their votes electronically, on all resolutions set forth in the Notice convening the 49th AGM of the Company. The facility to cast votes through remote e-voting was provided to the Members (i.e., who were members on Wednesday 18th August, 2021, being the cut-off date of AGM) from **22nd August, 2021 (9:00am)** till **24th August, 2021(5.00Pm)**.

Mrs. Sweta Patwari, Practicing Company Secretary (ACS.: 23254 / CP : 9446) of M/s. S Patwari & Associates was appointed as Scrutinizer for conducting the entire e-voting process in a transparent and smooth manner.

Further, facility for e-voting was also provided during the Meeting to those Members who had not cast their votes to exercise their right to vote on all the Resolutions as set out in the notice of 49th Annual General Meeting, held through remote e-voting. The e-voting window for such shareholders was active throughout the meeting and remained so till 15 minutes after the conclusion of the meeting.

The Members were informed that the Results would be declared after considering the Remote e-voting. They were also informed that the results would be submitted to the Stock Exchange not later than 2 days of conclusion of the AGM and the Scrutinizers' Report shall be placed on the website of the Company for public dimension and shall also be forwarded to the stock exchanges and the NSDL facilitating the e-voting platform.

The chairman also announced that the said Scrutinizers' report shall be treated as a part of the concluding proceedings of this Annual General Meeting only and results on the resolutions in terms of the Scrutinizers' Report shall be construed as the passing of the respective resolutions accordingly in this Annual general Meeting itself.

The meeting concluded with a vote of thanks to the chair at 01.10P.M

All the Resolutions proposed vide Notice dated 15.07.2021 have been passed unanimously and which were approved in terms of the report dated 26.08.2021 as submitted by Mrs. Sweta Patwari, Practicing Company Secretary and the

CHAIRMAN'S
INITIALS



Scrutinizer appointed for the said purpose are hereby construed to be passed or failed in this Annual General Meeting in the manner as written herein under:

6. ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021:

The resolution regarding approval for Audited Financial Statements of the Company for the financial year ended 31st March, 2021 was discussed. Mr. Sujan Modak proposed the following resolution and seconded by Mr. Santosh Kumar Saraf as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the report of Directors' and Auditors' thereon be and are hereby approved and adopted by the Shareholders”

Combined result of Remote E-Voting and votes casted through Video Conferencing Meeting as submitted by the Scrutinizer:

Resolution required: (Ordinary / Special)			ORDINARY					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	%of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of votes - against (5)	%of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E-Voting	1981443	1981443	100.00%	1981443	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1981443	1981443	100.00%	1981443	0	100.00%	0.00%
Public-Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-non institutions	E-Voting	1588718	36197	2.2784%	36192	05	99.9862%	0.0138%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	1588718	36197	2.2784%	36192	05	99.9862%	0.0138%
Total		3570161	2017640	56.5140%	2017635	05	99.9998%	0.0002%
Whether resolution is passed or not?							Yes	

CHAIRMAN'S
INITIALS



7. RE-APPOINTMENT OF MR. KAJAL CHATTERJEE (DIN 05259861), WHO RETIRES BY ROTATION :

The resolution regarding approval of **Re-appointment of Mr. Kajal Chatterjee (DIN 05259861), who retires by rotation** was discussed. Mr. Anil Chandra proposed the following resolution and seconded by Mr. Kalyani Saha as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Kajal Chatterjee (DIN 05259861), Director of the company, who retires by rotation and being eligible, offers himself for re-election, thereon be and are hereby approved by the Shareholders.”

Combined result of Remote E-Voting and votes casted through Video Conferencing Meeting as submitted by the Scrutinizer:

Resolution required: (Ordinary / Special)			ORDINARY					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	%of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes –in favour (4)	No. of votes - against (5)	%of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	1981443	1981443	100.00%	1981443	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1981443	1981443	100.00%	1981443	0	100.00%	0.00%
Public-Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-non Institutions	E-Voting	1588718	36197	2.2784%	36192	05	99.9862%	0.0138%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	1588718	36197	2.2784%	36192	05	99.9862%	0.0138%
Total		3570161	2017640	56.5140%	2017635	05	99.9998%	0.0002%
Whether resolution is passed or not?							Yes	

CHAIRMAN'S
INITIALS
Total

Whether resolution is passed or not?

Yes

8. RE-APPOINTMENT OF MR. KAMAL KISHORE CHOWDHURY (DIN-06742937) AS A WHOLE TIME DIRECTOR OF THE COMPANY FOR A PERIOD OF THREE YEARS WITH EFFECT FROM 13TH AUGUST 2021:

The resolution regarding approval of **Re-appointment of Mr. Kamal Kishore Chowdhury (DIN 06742937)**, who has already attained the age of 73 Years and who qualifies for being appointed as Whole-time Director ('WTD') designated as Executive Director of the Company for another term of three (3) years commencing from 13th August, 2021 till 12th August, 2024 was discussed. Mr. Asish Majumdar proposed the following resolution and seconded by Mr. Krishnendu Bose as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or re-enactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded the terms of re-appointment and remuneration of Mr. Kamal Kishore Chowdhury (DIN 06742937) as a Whole Time Director of the Company, for a period of three years from 13th August, 2021 till 12th August, 2024, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on Thursday 15th day of July 2021 , on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Kamal Kishore Chowdhury, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

"RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

"RESOLVED FURTHER THAT any of the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

CHAIRMAN'S
INITIALS



Combined result of Remote E-Voting and votes casted through Video Conferencing Meeting as submitted by the Scrutinizer:

Resolution required: (Ordinary / Special)			SPECIAL					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	%of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of votes-against (5)	%of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	1981443	1981443	100.00%	1981443	0	100.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1981443	1981443	100.00%	1981443	0	100.00%	0.00%
Public-Institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-non Institutions	E-Voting	1588718	36197	2.2784%	36196	1	99.9972 %	0.0028%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total	1588718	36197	2.2784%	36196	1	99.9972 %	0.0028%
Total		3570161	2017640	56.5140 %	2017639	1	100.00%	0.0000%
Whether resolution is passed or not?							YES	

9. APPOINTMENT OF MS. SUMITA MUKHERJEE (DIN- 06926000) AS A WOMAN INDEPENDENT DIRECTOR OF THE COMPANY FOR A TERM OF FIVE (5) YEARS:

The resolution regarding approval of *Appointment of Ms. Sumita Mukherjee (DIN-06926000) as a woman Independent Director for a term of 5 years* was discussed. Mr. Sukamal Saha proposed the following resolution and seconded by Mr. Abhijit Das as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provision of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013

CHAIRMAN'S
INITIALS



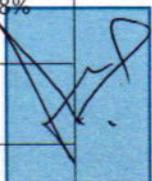
and Rules made there under, The Securities and Exchange Board of India(Listing Obligation and Disclosure Requirements) Regulations,2015 (including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Sumita Mukherjee (DIN - 06926000) who was appointed as an Additional Director in the capacity of Non-Executive Independent Director of the Company vide Board Meeting dated 15th July, 2021, the approval of the members/shareholders of the Company be and are hereby accorded for appointment of Ms. Sumita Mukherjee (DIN - 06926000) as an Independent Woman Director of the Company under Section 161 of the Companies Act, 2013, as recommended by the Nomination and Remuneration Committee, to hold the office for five(5) consecutive Years, i.e. up to 14th July, 2026, with effect from 15th July 2021 and whose office shall not be liable to determination by retirement of Directors by rotation."

"**RESOLVED FURTHER THAT** any of the Board of Directors of the Company be and is hereby authorised to do all acts and to take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

Combined result of Remote E-Voting and votes casted through Video Conferencing Meeting as submitted by the Scrutinizer:

Resolution required: (Ordinary / Special)			ORDINARY					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of voting	No. of shares held (1)	No. of votes polled (2)	%of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of votes-against (5)	%of votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	1981443	1981443	100.00%	0	1981443	0.00%	100.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	1981443	1981443	100.00%	0	1981443	0.00%	100.00%
Public-institutions	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	0	0	0.00%	0	0	0.00%	0.00%
Public-non Institutions	E-Voting	1588718	36197	2.2784%	36192	5	99.9862 %	0.0138%
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA
	Total							

CHAIRMAN'S INITIALS



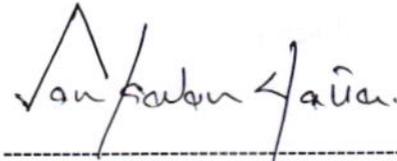
	Total	1588718	36197	2.2784%	36192	5	99.9862 %	0.0138%
Total		3570161	2017640	56.5140 %	2017635	5	99.9998 %	0.0002%
Whether resolution is passed or not?							YES	

10. VOTE OF THANKS:-

All the resolutions proposed hereinabove have been passed unanimously. There being no other business to be transacted the meeting concluded with a vote of thanks to the Chair at 1.10 P.M.

Place: Kolkata

Date: 25th August, 2021



**SANKALAN DUTTA
CHAIRMAN (DIN - 02478232)**

CHAIRMAN'S
INITIALS

