

# SHELTER INFRA PROJECTS LIMITED

(formerly CCAP Limited)



REGD. AND HEAD OFFICE

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Dated: 23.04.2025

To,  
The Secretary  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai-400001

To,  
The Secretary  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Dalhousie  
Kolkata - 700001

Scrip Code: BSE: 526839

Scrip Code: CSE: 13077

Dear Sir,

**Sub.: Updation of Policies, Guidelines and of M/s Shelter Infra Projects Limited.**

Pursuant to Regulation 30 and Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that we have been updated various policies and guidelines of company M/s Shelter Infra Projects Limited and shall be duly updated on the Company's website at [www.ccapltd.in](http://www.ccapltd.in) within two working days from the date of such change in content.

This is submitted for your information and record.

Thanking You,  
Yours faithfully,

**For SHELTER INFRA PROJECTS LIMITED**

**KAMAL KISHORE CHOWDHURY**  
**WHOLE TIME DIRECTOR**  
**DIN- 06742937**

Encl: as above

**SHELTER INFRA PROJECTS LIMITED**  
**CIN: L45203WB1972PLC028349**

**POLICY ON RELATED PARTY**  
**TRANSACTIONS**

## **Related Party Transaction Policy**

### **INTRODUCTION**

Shelter Infra Projects Limited (the “Company”) has formulated this Related Party Transaction policy (this “Policy”) in pursuance with Regulation 23 of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements), 2015 as amended ( “**LODR Regulations**”) and other applicable provisions (including any statutory enactments/ amendments thereof).

### **OBJECTIVES**

The provisions of Section 177 and 188 of the Companies Act, 2013 (“Companies Act”), as amended from time to time, the rules and schedules framed thereunder, and Regulation 23 of the SEBI Listing Regulations, require companies to have transparency and due process for approval of related party transactions. Accordingly, the Company has framed this Policy on Related Party Transactions (“Policy”) with the intent to ensure the compliance with applicable laws and Regulations, proper approval and reporting requirements of related party transactions.

The Audit Committee of the Company has approved this Policy to set forth the procedures under which transactions between the Company and Related Parties shall be identified and reviewed for approval or ratification in accordance with the procedures set forth below and as prescribed under LODR Regulations and the Companies Act 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof) (the “Act”).

No Related Party transaction may be entered into or no existing Related Party transaction shall be modified or renewed by the Company, except in accordance with the provisions of this Policy.

### **DEFINITIONS**

“**Audit Committee**” or “**Committee**” means the audit committee of the Board of Directors of the Company constituted in accordance with the requirements prescribed under the Act and LODR Regulations.

“**Key Managerial Personnel**” shall have the meaning prescribed to it under the Act.

“**Material Related Party Transaction**” means a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower

Notwithstanding the above, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be

entered into individually or taken together with previous transactions during a financial year, exceed five percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity.

**“Related Party”:** - an entity shall be considered related to the Company if

such entity is a related party under Section 2(76) of the Act ; or any other applicable standards

- (a) Any person or entity forming a part of the promoter or promoter group of the listed entity
- (b) Any person of such entity, holding equity shares of 10% or more

in the listed entity either directly or on a beneficial interest basis as provided under section 89 of the Companies Act, 2013 at any time during the immediate preceding financial year shall be deemed to be related party.

**“Related Party Transaction”** means any transaction involving transfer of resources, services or obligations between a company and a Related Party, regardless of whether a price is charged.

**“Relative”** shall have the meaning prescribed to it under the Act.

In the event of any inconsistency or conflict between a term as defined in this Policy and as prescribed under LODR Regulations, the Act or AS-24 (as applicable), the definition under such relevant regulatory framework would prevail.

## **Related Party Transaction Policy**

### **RELATED PARTIES**

The Related Parties of the Company would have to be identified and ascertained in light of the aforementioned definition of Related Party.

Each director, manager and key managerial personnel of the Company shall disclose to the Company, a list of all persons, companies, firms, body corporates and other entities (together with their interest/holding thereunder) who/which would be categorized as a Related Party to the Company. The list shall be submitted to the Company (i) at the time of appointment of such person to office; and (ii) at the first meeting of the Board held in every financial year, subject to immediately intimating the Company of any modification/variation to the list so provided.

The obligations of the directors and key managerial personnel of the Company to disclose their interest as required under the Act are in addition and not in substitution of the aforementioned obligations. In addition, the directors have to give an undertaking that all business transactions entered into between company and themselves comply with the terms of this Policy.

Similarly, the disclosure obligations of the directors and key managerial personnel hereunder would not supersede or prevail over the right and obligation of the Audit Committee and the Board to evaluate and determine whether a party is a Related Party, whose decision shall be final.

A company shall enter into any contract or arrangement with a related party subject to the following conditions, namely:-

- (1) The agenda of the Board meeting at which the resolution is proposed to be moved shall disclose-
  - (a) the name of the related party and nature of relationship;
  - (b) the nature, duration of the contract and particulars of the contract or arrangement;
  - (c) the material terms of the contract or arrangement including the value, if any;
  - (d) any advance paid or received for the contract or arrangement, if any;
  - (e) the manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract;
  - (f) whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and
  - (g) any other information relevant or important for the Board to take a decision on the proposed transaction.

Along with the explanatory statement to be annexed to the notice of a general meeting convened pursuant to section 101 shall contain the following particulars, namely: –

- (a) name of the related party ;

- (b) name of the director or key managerial personnel who is related, if any;
  - (c) nature of relationship;
  - (d) nature, material terms, monetary value and particulars of the contract or arrangement;
  - (e) any other information relevant or important for the members to take a decision on the proposed resolution.
- (2) Any director who has an interest in a contract or arrangement with a linked party is not allowed to attend the meeting when the resolution's topic is being discussed.
- (3) A company is prohibited from engaging in any of the transactions listed in Sub-Rule 3 of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, unless the company has previously approved the transaction or transactions by a resolution.
- (4) The Turnover or Net Worth shall be computed on the basis of the Audited Financial Statement of the preceding Financial year.
- (5) In case of a wholly owned subsidiary, resolution passed by the holding company shall be sufficient for the purpose of entering into the transactions between the wholly owned subsidiary and the holding company.
- (6) Dealing with related party and the Related party transactions are as per Section 188 of the Companies Act, 2013.

#### **REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS**

- No member of the Audit Committee shall participate in the review, consideration or approval process of any Related Party Transaction with respect to which he is interested.
- If a related party transaction, whether made alone or in combination with other transactions during a fiscal year, exceeds one thousand crore rupees or 10% of the listed entity's annual consolidated turnover as reported in the most recent audited financial statements, whichever is less, it will be deemed material.
- A payment made to a related party for brand usage or royalty will be deemed material if, when made separately or in combination with other transactions during a fiscal year, the transaction or transactions exceed 5 percent of the listed entity's annual consolidated turnover as reported in the most recent audited financial statements.
- the audit committee of a listed entity shall specify what constitutes "material modifications" and disclose it as part of the policy concerning the materiality of related party transactions and related party transaction dealings.
- If a related party transaction involving a listed entity's subsidiary but not the listed entity itself exceeds ten percent of the annual consolidated turnover as reported in the most recent audited financial statements of the listed entity, the audit committee of the listed entity must give its prior approval, whether the transaction is carried out separately or in conjunction with other transactions during a financial year
- a related party transaction involving a subsidiary of a listed entity but not the listed entity itself, shall require prior approval from the audit committee of the listed entity if the value of such transaction, whether conducted individually or together with prior transactions during a financial year, exceeds ten percent of the annual

standalone turnover according to the last audited financial statements of the subsidiary;

- prior approval from the audit committee of the listed entity is not necessary for a related party transaction where the listed subsidiary is a party but the listed entity is not, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations apply to that listed subsidiary. For related party transactions of unlisted subsidiaries of a listed subsidiary, the prior approval of the audit committee of the listed subsidiary will be sufficient.
- All related party transactions and any subsequent significant modifications must receive prior approval from the audit committee of the listed entity's audit committee with only the audit committee members who are independent directors shall provide approval for related party transactions.
- remuneration and sitting fees given by the listed entity or its subsidiary to its director, key managerial personnel, or senior management, excluding those who are part of the promoter or promoter group, will not require the audit committee's approval provided that it is not considered material in accordance with the provisions of sub-regulation (1) of regulation 23 of SEBI LODR 2015.
- The independent directors on the audit committee may ratify related party transactions within three months from the date of the transaction, or in the immediate next meeting of the audit committee, whichever occurs first, subject to the following conditions:
  - (i) the total value of ratified transaction(s) with a related party, whether conducted individually or collectively, during a financial year must not exceed one crore rupees;
  - (ii) the transaction is not deemed material according to the provisions of sub-regulation (1) of regulation 23 ;
  - (iii) the reasons for the inability to seek prior approval for the transaction must be presented to the audit committee when requesting ratification;
  - (iv) The specifics of ratification must be revealed together with the disclosures of related party transactions as required by sub-regulation (9) of regulation 23;
  - (v) any additional condition as determined by the audit committee:

However, neglecting to obtain ratification from the audit committee will make the transaction voidable at the discretion of the audit committee, and if the transaction involves a related party of any director, or is approved by another director, the relevant director(s) shall compensate the listed entity for any losses it suffers.

## **OMNIBUS APPROVAL BY AUDIT COMMITTEE**

Audit committee may grant omnibus approval for related party transactions proposed to be entered into by the listed entity or its subsidiary subject to the following conditions, namely-

(a) the audit committee shall lay down the criteria for granting the omnibus approval in line with the policy on related party transactions of the listed entity and such approval shall be applicable in respect of transactions which are repetitive in nature;

(b) the audit committee shall satisfy itself regarding the need for such omnibus approval and that such approval is in the interest of the listed entity;

(c) the omnibus approval shall specify:

(i) the name(s) of the related party, nature of transaction, period of transaction, maximum amount of transactions that shall be entered into,

(ii) the indicative base price / current contracted price and the formula for variation in the price if any; and

(iii) such other conditions as the audit committee may deem fit:

The audit committee may grant omnibus permission for related party transactions if the need for them cannot be anticipated and the aforementioned details are unavailable. However, the value of each transaction must not exceed one crore rupees.

(d) The specifics of related party transactions that the listed business or its subsidiary enters into in accordance with each of the granted omnibus approvals must be reviewed by the audit committee at least once per quarter.

(e) These omnibus approvals will only be valid for a maximum of one year, after which they will need to be renewed:

Regardless of whether the entity is a related party to the specific transaction or not, all related party transactions and any subsequent material modifications as determined by the audit committee must first receive shareholder approval through resolution. Related parties will not vote to approve such resolutions.

However, if regulation 23 and sub-regulation (2) of regulation 15 of these regulations apply to a listed subsidiary, then prior shareholder approval of the listed entity will not be necessary for a related party transaction in which the listed subsidiary is a party but the listed entity is not. The transactions upon which the sub regulations are not applicable shall be complied as per the provisions mentioned in the regulation 23. The listed entity shall make such disclosures every six months on the date of publication of its standalone financial results.



## CRITERIA FOR GRANTING THE OMNIBUS APPROVAL

1. Subject to the omnibus approval process referred to under Regulation 23 of LODR Regulations and hereunder, all Related Party Transactions shall require the prior approval of the Audit Committee.
2. Accordingly,
  - a. The Audit Committee shall meet to consider the Related Party Transactions of for the financial year in the beginning of the financial year; and
  - b. During the financial year, if any Related Party Transaction is proposed to be entered, the Audit Committee shall consider the approval of the said Related Party Transaction at the relevant time.
3. The management shall present to the Audit Committee the necessary information with respect to each Related Party as specified. After reviewing such information and after seeking such other information, documentation and clarifications that the Committee may require, the members of the Audit Committee (without the participation of the Audit Committee member(s) interested in the transaction, if any) may approve or disapprove such transaction(s), subject to such monetary or other limitations and conditions as the Committee may deem fit. The Committee may convene, adjourn, reconvene and hold afresh such number of meetings as it may require in this regard.
4. Approval of Related Party Transactions shall be given only if it is determined by the Audit Committee that such transactions are:
  - a. in (or not inconsistent with) the best interests of the Company and its shareholders; and
  - b. on terms that are fair and comparable to those that would be obtained in arm's length transactions with unrelated third parties.
  - c. within the threshold limits/ criteria approved by the Board of Directors.

The Committee shall have due regard to (i) the business and commercial rationale for the transaction; (ii) alternate options available with the Company; and (iii) the nature and extent of any interest, including any actual or potential conflict of interest of the management, Board members, key managerial personnel and shareholders.

The Audit Committee would grant omnibus approval only if it is satisfied of the need of such approval and that it meets the criteria set out for approval of Related Party Transactions.

The Audit Committee shall lay down the criteria for granting the omnibus approval in line with this Policy and such approval shall be applicable in respect of transactions which are repetitive in nature.

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Audit Committee may grant standing pre-approval / omnibus approval. While granting the approval, the Audit Committee shall satisfy itself of the need for the omnibus approval and that the same is in the interest of the Company. The omnibus approval shall specify the following:

- a. Name of the related party.
- b. Nature of the transaction.
- c. Period of the transaction.
- d. Maximum amount of the transactions that can be entered into.
- e. Indicative base price / current contracted price and formula for variation in price, if any.
- f. Such other conditions as the Audit Committee may deem fit.

Industry Standards on Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction shall be effective from 1<sup>st</sup> July 2025 as per the Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/37 dated 25<sup>th</sup> March, 2025.

#### INTERPRETATION

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities including SEBI, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provision and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule or regulation governing the Company, the law, rule, or regulation will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule or regulation.

**SHELTER INFRA PROJECTS LIMITED**  
**CIN - L45203WB1972PLC028349**  
**Nomination and Remuneration Policy.**

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**1.0 TITLE**

Nomination and Remuneration Policy.

**2.0 PURPOSE**

Pursuant to Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

**3.0 APPLICABILITY**

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other employees of Shelter Infra Projects Limited ("Company").

**4.0 OBJECTIVES**

This policy is framed with the following objectives:

- I. To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- II. To evaluate the performance of members of the Board and provide necessary report to the Board for further evaluation.
- III. To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.
- IV. The relationship of remuneration with performance is clear and meets appropriate performance benchmarks.
- V. To recommend the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- VI. To promote and develop a high performance workforce in line with the Company strategy.
- VII. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/ Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.
- VIII. To determine the remuneration based on the Company's size and financial position and practices in the industry.

**5.0 DEFINITIONS**

- I "Act" means Companies Act, 2013 and rules framed thereunder as amended from time to time.

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- II. “Board of Directors” or Board, in relation to the company, means the collective body of the Directors of the Company.
- III. “Committee” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- IV. “Company” means “Shelter Infra Projects Limited”.
- V. “Managerial Personnel” means Managerial Personnel or Persons, applicable under section 196 and other applicable provisions of the Companies Act, 2013.
- VI. “Policy” or “This policy” means Nomination and Remuneration Policy.
- VII. “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- VIII. “Independent Director” means a Director referred to in Section 149 (6) of the Companies Act, 2013.
- IX. “Key Managerial Personnel” (KMP) means
  - a. The Chief Executive Officer or the Managing Director or the Manager
  - b. the Whole-time Director
  - c. The Company Secretary and
  - d. The Chief Financial Officer
  - e. such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board.
- X. “Senior Management” mean personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads..

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Regulations as may be amended from time to time shall have the meaning respectively assigned to them therein.

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**Nomination and Remuneration Policy.**

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**6.0 POLICY**

**6.1 CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:**

This Policy envisages the role and responsibility of the Independent Directors, Constitution of the Nomination and Remuneration Committee, term of appointment of Managerial Personnel, Directors, KMPs, Senior Management, remuneration of the Managerial Personnel, KMPs, Senior Management, Independent Directors, Stock Options to Managerial Personnel, KMPs, Senior Management, other employees, evaluation of Managerial Personnel, KMPs, Senior Management, Independent Directors, etc. The Nomination and Remuneration Committee will consist of three or more nonexecutive directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee. The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Regulations. The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy. The Committee members may attend the meeting physically or through Video conference or through permitted audio –visual mode, subject to the provisions of the applicable laws. The Committee shall have the authority to call such employee (s), senior official(s) and / or externals, as it deems fit. The Company Secretary shall act as Secretary to the Committee.

**6.2 ROLE AND POWERS OF THE COMMITTEE:**

The Role and Powers of the Committee shall be as under:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) To formulate criteria for evaluation of Independent Directors and the Board.
- c) To identify persons who qualify to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meet appropriate performance benchmarks.

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**CIN - L45203WB1972PLC028349**  
**Nomination and Remuneration Policy.**

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h) To carry out any other function as is mandated by the Board from time to time and /or enforced by the statutory notification, amendment or modification, as may be applicable.

i) To devise a policy on Board Diversity.

j) To formulate the Nomination and Remuneration policy of the Company and propose any amendments.

k) To assist the Board in ensuring that plans are in place for orderly succession for appointments to the Board, Key Managerial Personnel and to senior management.

l) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

The Chairperson of the Nomination and Remuneration Committee or, in his absence, any other member of the Committee authorised by him, shall be present at the General meetings of the Company, to answer the shareholders queries, if any.

The Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and /or Officers of the Company, as deemed necessary for proper and expeditious execution.

**6.3 APPOINTMENT OF MANAGERIAL PERSONNEL, DIRECTOR, KMP AND SENIOR MANAGEMENT:**

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director or KMP or Senior Management and recommend to the Board his /her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient /satisfactory for the concerned position.

c) Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder and the Listing Regulations.

**6.4 TERM / TENURE**

a. Managerial Personnel: The appointment shall as per the applicable laws and Listing Regulations. No re-appointment shall be made earlier than one year before the expiry of term

b. Independent Director: An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company. The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

**6.5 RETIREMENT:**

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**6.6 REMUNERATION:**

- a) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Director, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company. The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Director.
- b) The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- c) Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- d) If, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or whole time director or manager, or any other non-executive director, including an independent director by way of remuneration any sum exclusive of any fees payable to directors under sub-section (5) hereunder except in accordance with the provisions of Schedule V
- e) The Non-Executive as well as Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. Remuneration of Managerial Personnel, KMP, Senior Management and other employees shall be as per the applicable laws and Listing Regulations. The power to decide structure of remuneration for other employees has been delegated to HR Department of the Company.

## **PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

### **I COMMITMENT:**

**M/s Shelter Infra Projects Limited** is committed to provide a work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment.

**M/s Shelter Infra Projects Limited** is also committed to promote a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity.

The Company will not tolerate any form of sexual harassment and is committed to take all necessary steps to ensure that its employees (men or women) are not subjected to any form of harassment.

### **II SCOPE:**

This policy applies to all categories of employees of the Company, including permanent management and workmen, temporaries, trainees and employees on contract at its workplace or at client sites.

The Company will not tolerate sexual harassment, if engaged in by clients or by suppliers or any other business associates.

The workplace includes:

1. All offices, factories or other premises where the Company's business is conducted.
2. All company-related activities performed at any other site away from the Company's premises.
3. Any social, business or other functions where the conduct or comments may have an adverse impact on the workplace or workplace relations.

### **III. DEFINITION OF SEXUAL HARASSMENT:**

#### **What is Sexual Harassment?**

Sexual Harassment includes such unwelcome sexually determined behavior, as physical contacts and advances, sexually colored remarks, showing pornography and sexual demands whether by words, gestures or actions.



Such conduct can be humiliating and may constitute a health and safety problem.

It is discriminatory when the complainant has reasonable grounds to believe that his or her objection would disadvantage them in connection with employment, including recruiting or promotion or when it creates a hostile working environment.

Sexual harassment includes such unwelcome sexually determined behaviour (whether directly or by implication) as:

- (a) Physical contact and advances;
- (b) A demand or request for sexual favors;
- (c) Sexually colored remarks;
- (d) Showing pornography;
- (e) Unwelcome sexual advances involving verbal, non-verbal, or physical conduct such as sexually coloured remarks, jokes, letters, phone calls, e-mail, gestures, showing of pornography, lurid stares, physical contact or molestation, stalking, sounds, display of pictures, signs, verbal or non-verbal communication which offends the individuals sensibilities and affect her/his performance.
- (f) Eve teasing, innuendos and taunts, physical confinement against one's will and likely to intrude upon one's privacy;
- (g) Act or conduct by a person in authority which creates the environment at workplace hostile or intimidating to a person belonging to the other sex;
- (h) Conduct of such an act at work place or outside in relation to an employee of Shelter Infra or vice versa during the course of employment; and
- (i) Any unwelcome gesture by an employee having sexual overtones.

Sexual harassment is emotionally abusive and creates an unhealthy, unproductive atmosphere at the workplace. Sexual harassment cases can be classified into two categories: -

#### **IV. COMPLAINT PROCESS**

Whether or not such conduct constitutes an offence under law and a breach of the employment rules, an appropriate complaint mechanism in the form of "Complaints Committee" has been created in the company for time-bound redressal of the complaint made by the complainant.

Company will ensure that any Complainant will not suffer adverse job consequences as a result of any complaint being made.

Complaints Committee:

**SHELTER INFRA PROJECTS LIMITED**  
**CIN: L45203WB1972PLC028349**  
**ETERNITY BUILDING DN-1, SECTOR - V, SALT LAKE, KOLKATA -700091**

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The Company has formed a Internal Complaints Committee for redressal of harassment complaints and for ensuring time bound treatment and resolution of such complaints.

Initially, and till further notice, the Internal Complaints Committee will comprise of the following four members:

1. Susmita Sengupta – Chairperson (at least 1/2 of the members should be women)
2. Sumita Mukherjee – Employee
3. Vivekananda Gain- – Employee
4. CS Rupanjana De

**The Internal Complaints Committee is responsible**

**for: -**

- > Investigating every formal written complaint of harassment
- > Taking appropriate remedial measures to respond to any substantiated allegations of harassment
- > Discouraging and preventing any harassment at work place.

Procedures for Resolution, Settlement of acts of Harassment:

The Company is committed to providing a supportive environment in which to resolve concerns of harassment as under:

Informal Resolution Options:

When an incident of harassment occurs, the victim of such conduct can communicate her/his disapproval and objections immediately to the harasser and request the harasser to desist from such conduct in the future.

It is advisable that the victim keeps a record of incident i.e. date, place, possible witness and file a complaint as soon as possible.

If the harassment does not stop or if the victim is not comfortable with addressing the harasser directly, she/ he can bring the concern to the attention of the Complaints Committee for redressal of grievances. The Complaints Committee will thereafter provide advice or extend support as requested and will do the needful to resolve the matter.

**Procedure for complaints in occurrence of sexual harassment:**

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1. Any employee with a harassment concern, who is not comfortable with the informal resolution option or has exhausted such option, may make a formal complaint to the Chairperson or any member of the Internal Complaints Committee. The victim should make a complaint within three months from the date of occurrence of the event or in a case of series of incidents, within a period of three months from the date of the last occurrence.
2. The complaint should be submitted in writing for it to be considered as formal and for the committee to probe and take the necessary actions. The victim may submit the complaint in the form of a written letter, duly signed by the victim and submitted in a sealed envelope to the Chairperson/Member of Internal Complaints Committee. Alternatively, the victim may also send in a written communication through email to the Chairperson/Member of Internal Complaints Committee. The victim should disclose their name, department, date of occurrence, place of occurrence in the complaint letter.
3. Once the complaint is received by the Internal Complaints Committee, the alleged accused should be informed regarding the complaint. It should also be made clear that no act of retaliation or unethical action by the accused shall be tolerated and that the accused should extend full support during the investigation of the case.
4. The Internal Complaints Committee shall ensure that a fair and just investigation is undertaken immediately.
5. Both the victim and the alleged accused will be questioned separately by the Internal Complaints Committee with a view to ascertain the authenticity of their contentions.
6. Witnesses named if any, shall also be questioned separately.
7. Where such complaint cannot be made in writing, any Member of the Internal Committee shall render all reasonable assistance to the woman for making the complaint in writing.
8. In case of circumstances permit internal committee on account of reason recorded in writing may extend the time limit more than three months.
9. Where the aggrieved woman is unable to make a complaint on account of her physical or mental incapacity or death or otherwise, her legal heir or such other person as may be prescribed may make a complaint.

### **Conciliation**

1. The Internal Committee may, before initiating an inquiry under and at the request of the aggrieved woman take steps to settle the matter between her

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and the respondent through conciliation. No monetary settlement shall be made as a basis of conciliation.

2. Where settlement has been arrived at under point (1), the Internal Committee shall record the settlement so arrived and forward the same to the employer to take action as specified in the recommendation.
3. The Internal Committee shall provide the copies of the settlement as recorded under point 2 to the aggrieved woman and the respondent.
4. Where a settlement is arrived at under sub-section (1), no further inquiry shall be conducted by the Internal Committee.

**Inquiry into complaint**

(1) Subject to the provisions of section 10, the Internal Committee where the respondent is an employee, proceed to make inquiry into the complaint in accordance with the provisions of the service rules applicable to the respondent and where no such rules exist, in such manner as may be prescribed or in case of a domestic worker, the Local Committee shall, if prima facie case exist, forward the complaint to the police, within a period of seven days for registering the case under section 509 of the Indian Penal Code (45 of 1860), and any other relevant provisions of the said Code where applicable. where the aggrieved woman informs the Internal Committee or the Local Committee, as the case may be, that any term or condition of the settlement arrived at under sub-section (2) of section 10 has not been complied with by the respondent, the Internal Committee or the Local Committee shall proceed to make an inquiry into the complaint or, as the case may be, forward the complaint to the police:

2. where both the parties are employees, the parties shall, during the course of inquiry, be given an opportunity of being heard and a copy of the findings shall be made available to both the parties enabling them to make representation against the findings before the Committee.

3. the court may, when the respondent is convicted of the offence, order payment of such sums as it may consider appropriate, to the aggrieved woman by the respondent, having regard to the provisions of section 15.

4. For the purpose of making an inquiry under sub-section (1), the Internal Committee shall have the same powers as are vested in a civil court the Code of Civil Procedure, 1908 (5 of 1908) when trying a suit in respect of the following matters, namely:—

(a) summoning and enforcing the attendance of any person and examining him on oath;

(b) requiring the discovery and production of documents; and

(c) any other matter which may be prescribed.

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(4) The inquiry under sub-section (1) shall be completed within a period of ninety days.

5. During the pendency of an inquiry on a written request made by the aggrieved woman, the Internal Committee or the local Committee, as the case may be, may recommend to the employer to –

(a) transfer the aggrieved woman or the respondent to any other workplace; or

(b) grant leave to the aggrieved woman up to a period of three months; or

(c) grant such other relief to the aggrieved woman as may be prescribed.

(2) The leave granted to the aggrieved woman under this section shall be in addition to the leave she would be otherwise entitled.

(3) On the recommendation of the Internal Committee or the Local Committee, as the case may be, under point (5), the employer shall implement the recommendations made under sub-section (5) and send the report of such implementation to the Internal Committee.

#### **Inquiry report**

(1) On the completion of an inquiry under this Act, the Internal Committee shall provide a report of its findings to the employer within a period of ten days from the date of completion of the inquiry and such report be made available to the concerned parties.

(2) Where the Internal Committee arrives at the conclusion that the allegation against the respondent has not been proved, it shall recommend to the employer that no action is required to be taken in the matter.

(3) Where the Internal Committee arrives at the conclusion that the allegation against the respondent has been proved, it shall recommend to the employer –

(i) to take action for sexual harassment as a misconduct in accordance with the provisions of the service rules applicable to the respondent or where no such service rules have been made, in such manner as may be prescribed;

(ii) to deduct, notwithstanding anything in the service rules applicable to the respondent, from the salary or wages of the respondent such sum as it may consider appropriate to be paid to the aggrieved woman or to her legal heirs, as it may determine, in accordance with the provisions of section 15:

in case the employer is unable to make such deduction from the salary of the respondent due to his being absent from duty or cessation of employment it may direct to the respondent to pay such sum to the aggrieved woman:

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in case the respondent fails to pay the sum referred to in clause (ii), the Internal Committee may forward the order for recovery of the sum as an arrear of land revenue to the concerned District Officer.

(4) The employer or the District Officer shall act upon the recommendation within sixty days of its receipt by him.

#### Show Related Subordinates

(1) Where the Internal Committee or the Local Committee, as the case may be, arrives at a conclusion that the allegation against the respondent is malicious or the aggrieved woman or any other person making the complaint has made the complaint knowing it to be false or the aggrieved woman or any other person making the complaint has produced any forged or misleading document, it may recommend to the employer or the District Officer, as the case may be, to take action against the woman or the person who has made the complaint under sub-section (1) or sub-section (2) of section 9, as the case may be, in accordance with the provisions of the service rules applicable to her or him or where no such service rules exist, in such manner as may be prescribed:

Provided that a mere inability to substantiate a complaint or provide adequate proof need not attract action against the complainant under this section:

Provided further that the malicious intent on part of the complainant shall be established after an inquiry in accordance with the procedure prescribed, before any action is recommended.

(2) Where the Internal Committee or the Local Committee, as the case may be, arrives at a conclusion that during the inquiry any witness has given false evidence or produced any forged or misleading document, it may recommend to the employer of the witness or the District Officer, as the case may be, to take action in accordance with the provisions of the service rules applicable to the said witness or where no such service rules exist, in such manner as may be prescribed.

#### Compensation

For the purpose of determining the sums to be paid to the aggrieved woman under clause (ii) of sub-section (3) of section 13, the Internal Committee or the Local Committee, as the case may be, shall have regard to—

- (a) the mental trauma, pain, suffering and emotional distress caused to the aggrieved woman;
- (b) the loss in the career opportunity due to the incident of sexual harassment;
- (c) medical expenses incurred by the victim for physical or psychiatric treatment;
- (d) the income and financial status of the respondent;
- (e) feasibility of such payment in lump sum or in instalments.

## **V. CONFIDENTIALITY:**

The Company understands that it is difficult for the victim to come forward with a complaint of sexual harassment and recognizes the victim's interest in keeping the matter confidential. To protect the interests of the victim, the accused person and others who may report incidents of sexual harassment, confidentiality will be maintained throughout any investigatory process to the extent practicable and appropriate under the circumstances. In this case the contents of the complaint made under section 9, the identity and addresses of the aggrieved woman, respondent and witnesses, any information relating to conciliation and inquiry proceedings,

recommendations of the Internal Committee or the Local Committee, as the case may be, and the action taken by the employer or the District Officer under the provisions of this Act shall not be published, communicated or made known to the public, press and media in any manner.

## **VI. PENALTY**

Any person entrusted with the duty to handle or deal with the complaint, inquiry or any recommendations or action to be taken under the provisions of this Act, contravenes the provisions of laws, he shall be liable for penalty in such manner as may be prescribed.

1. Any agreed person can make an appeal may prefer an appeal to the court or tribunal in accordance with the provisions of the law.
2. Duties of employer is as per the provisions of the law.
3. The Internal Committee shall in each calendar year prepare, in such form and at such time as may be prescribed, an annual report and submit the same to the employer and the District Officer. The District Officer shall forward a brief report on the annual reports received to the State Government.

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4. The employer shall include in its report the number of cases filed, if any, and their disposal under the Act in the annual report of his organisation or where no such report is required to be prepared, intimate such number of cases, if any, to the District Officer.
5. Every employer and District Officer shall produce on demand before the officer making the inspection all information, records and other documents in his custody having a bearing on the subject matter of such inspection.
6. A quorum of 3 members is required to be present for the proceedings to take place. The quorum shall include the Chairperson and at least two members, one of whom shall be a lady. Disciplinary action may include any of the following:
  - Formal written apology
  - Suspension from services
  - Transfer
  - Withholding promotion
  - Termination
  - Police Complaint
7. In case the complaint is found to be false, the Complainant shall, if deemed fit, be liable for appropriate disciplinary action by the Internal Complaints Committee and the Management.

The final decision shall be communicated to the victim and the alleged harasser.



**VII. ACCESS TO REPORTS AND DOCUMENTS:**

All records of complaints, including contents of meetings, results of investigations and other relevant material will be kept confidential by the Company except where disclosure is required under disciplinary or other remedial processes.

**VIII. PROTECTION TO COMPLAINANT / VICTIM:**

The Company is committed to ensuring that no employee who brings forward a harassment concern is subject to any form of reprisal. Any reprisal will be subject to disciplinary action. The Company will ensure that victim or witnesses are not victimized or discriminated against while dealing with complaints of sexual harassment. However, anyone who abuses the procedure (for example, by maliciously putting an allegation knowing it to be untrue) will be subject to disciplinary action.

Note: The applicable laws and rules shall be apply in relation to this policy and the policy will deemed amended accordingly till not approved by the Board of Directors.

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## **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

### **I. INTRODUCTION**

The SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, requires that the Board of Directors ('Board') of the Company shall lay down a Code of Conduct for all the Board members and Senior Management Personnel of the Company. Accordingly, the Company has laid down this Code of Conduct and Ethics (the 'Code') for its Board and Senior Management Personnel.

### **II. APPLICABILITY**

The Code is applicable to the Board and Senior Management personnel (together hereinafter referred to as "Key Personnel"). Senior Management shall mean personnel of the company who are members of its core management team excluding Board of Directors and comprises all members of management one level below the executive directors, including all functional heads.

### **III. DEFINITIONS:**

1. "Act" shall mean the Companies Act, 2013 and rules made thereunder including any modifications, amendments or re-enactments thereof.
2. "Applicable Laws" shall mean the Companies Act, 2013 and rules made thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other extant law or regulations applicable to the Company.
3. "Directors" or Board Members" or "Board" shall mean all Directors on the Board of Directors of the Company.
4. "Code" shall mean this Code of Conduct for Directors and Senior Management Personnel of the Company and as may be amended from time to time.
5. "Company" shall mean Shelter Infra projects Limited.
6. "Compliance Officer" shall mean Company Secretary of the company.
7. "Senior Management Personnel" shall mean personnel of the Company who are members of core management team excluding Board of Directors and normally this would comprise all members of management one level below the Chief Executive Officer/Executive Director(s)/Managing Director(s)/Whole Time Director/Manager (including chief executive officer/manager, in case they

are not part of the Board) and shall specifically include Company Secretary and Chief Financial Officer, including all functional heads, by whatever name called.

#### **IV. CODE OF CONDUCT FOR THE MEMBERS OF THE BOARD**

- The Directors should not have any personal interest and they shall not exploit for their own personal gain, the opportunities that are discovered through Company's business, information or position, unless the opportunity is disclosed fully in writing to the Company's Board of directors and the Managing director as the case may be.
- The Directors act in trusteeship capacity because they act on behalf of the shareholders of the Company for the benefit of shareholders.
- The Directors should utilize their powers and authority in discharging their duty with responsibility.
- The Directors should act collectively with the Board in their individual capacity and responsibility.
- The Directors should take necessary care and due diligence in the discharge of their duty as expected from the person of his position.
- Directors should maintain the confidentiality of information entrusted to them by the Company.
- To engage with the activities and discharge of duties as per the laws rules and regulations applicable to the company.
- The Directors should ensure that:
  - i. He is not an undischarged insolvent.
  - ii. He is not convicted by a Court of any offence involving moral turpitude.
  - iii. He has not been sentenced thereof to imprisonment not less than six months.
  - iv. He does not suffer from any disqualifications as specified in Section 164(1) of the Companies Act, 2013.

**The other basic Code of Conduct to be followed are:-**

- To exercise adequate skill and expertise in taking decisions.
- To ensure compliance of all applicable laws, rules and regulations.
- To discharge duty in good faith, honesty and fair dealings.
- To exercise all such powers and to do all such acts and things as has been authorised to do.
- To maintain high ethical and professional standards in all dealings.
- To maintain highest standards of integrity, fairness and ethical conduct.
- That duty to and care of employees is maintained.
- That there is disclosure of interests in all affairs.
- That no secret profit is made to the detriment of the Company.

**Section 166 - Duties of directors:**

- (1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
- (2) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment,
- (3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment,
- (4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (6) A director of a company shall not assign his office and any assignment so made shall be void.

## **V. CODE OF CONDUCT FOR SENIOR MANAGEMENT PERSONNEL**

- > To ensure that there is no potential conflict of personal interest with the interest of the Company at large relating to all material, financial and commercial transactions of the Company.
- > To exercise power for the best of interest and benefit of the company.
- > To act in conformity with the basic Rules and Regulations of the land.
- > To keep in mind that a duty of care is owed to the company i.e. not to act negligently, the standard being "to exercise reasonable care and prudence in course of discharging duties which is expected from a person of his position".
- > To exercise adequate skill and expertise in the assigned job.
- > To ensure that authority and power as enunciated and understood are not exceeded.
- > To discharge duty in good faith with honesty and fair dealing.
- > To ensure confidentiality of business interests are maintained.
- > To ensure no secret profit is made to the detriment of the company for e.g. that adequate disclosure in terms of Insider Trading norms in dealing with the Company Shares will be made.
- > To comply with the terms and conditions of the employment and Company's rules and regulations from time to time.
- > To ensure that statutory duties in the sphere of work are fulfilled.
- > To exercise best endeavors and organize the resources available in a manner so as to optimize their uses for the attainment of the Company's objectives.
- > To disclose personal interest, if any, in the activities of the company.
- > To desist from using the office for personal gain or for the gain of relatives.
- > To refrain from giving misleading information in respect of business, financial data, operating results etc. of the Company.
- > To ensure safety and protection of the Company's assets including its resources viz. men, materials and machines.
- > To maintain morals, integrity, ethics and other attributes acceptable to the society at large while discharging duties and responsibilities as delegated by the company.
- > To maintain high ethical and professional standards in all dealings.
- > To refrain from taking any activities which competes with the business of the company.
- > To engage with the activities and discharge of duties as per the laws rules and regulations applicable to the company.

## **VI. DUTIES OF INDEPENDENT DIRECTORS**

The duties of Independent Directors of the Company in terms of Schedule IV of the Companies Act, 2013, are incorporated herein and are enumerated below:

- a) To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- b) To seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- c) To strive to attend all meetings of the Board of Directors and of the Board Committees of which they are a member;
- d) To participate constructively and actively in the Board Committees in which they are chairpersons or members;
- e) To strive to attend the general meetings of the Company;
- f) To ensure, where they have concerns about the running of the Company or a proposed action, that these are addressed by the Board of Directors;
- g) To keep themselves well informed about the Company and the external environment in which it operates;
- h) To not to unfairly obstruct functioning of an otherwise proper Board or Board Committee;
- i) To pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- j) To ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) To report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct;
- l) To act within their authority and assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m) To not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans and unpublished price sensitive information, unless such disclosure is expressly approved by the Board of Directors or required by law.

## **VII. DECLARATION FOR COMPLIANCE WITH THE CODE**

The members of the Board and Senior Management personnel shall affirm compliance with the Code on an annual basis and shall sign a confirmation to that effect as per the format set out in Annexure I. Any breach of the aforesaid Code brought to the notice of the Compliance Officer or any Member of the Board for necessary action.

## **VIII. AMENDMENTS:**

This Code of Conduct is framed pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and in compliance with provisions of the Companies Act, 2013. In case of any subsequent changes in the provisions of the Companies Act, 2013 or any other regulations which make any of the provisions in the policy inconsistent with the Act or regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law. This Policy will be reviewed periodically by the Board and amended as appropriate.

**ANNEXURE - I**

**Affirmation by Director/ Senior Management with Code of Conduct**

To,

The Board of Directors

Shelter Infra projects Limited

Eternity Building DN-1,

Sector - V, Salt Lake, Kolkata -700091

I, .....confirm that I have duly complied with the  
'Code of Conduct' applicable to the Directors and Senior Management Personnel of  
the company, for the financial year ended 31st March .....

Signature .....

Name : .....

Designation :.....

Date .....



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Pursuant to the Regulation 30(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has authorized the following person for the purpose of determining the materiality of an event or information and for the purpose of making disclosure to the Stock exchanges:

NAME	DESIGNATION	PHONE NO	EMAIL ID
Mr. Kamal Kishore Chowdhury	Whole Time Director	033-4003-2290	<a href="mailto:kamalkishorechowdhury48@gmail.com">kamalkishorechowdhury48@gmail.com</a>