



Monday, 26th August, 2019

To,
The Department of Corporate Services,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code : 540147
Security ID : SHASHIJIT

Subject : Notice of the 12th Annual General Meeting (AGM) of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find attached herewith the Notice of 12th Annual General Meeting of the Members of the Company to be held on Monday, 30th September, 2019 at 11.00 A.M. at Royal Banquet, Ground Floor, Hotel Royal Shelter, Gunjan Chokdi, N. H. No. 8, Vapi-396191, Gujarat.

We request you to take the same on record.

Thanking you.

Yours Faithfully,
For SHASHIJIT INFRAPROJECTS LIMITED

(MANTHAN D. SHAH)
Company Secretary
& Compliance Officer
MEMBERSHIP NO. A42509



Encl. As above

CC to:

- 1) Bigshare Services Private Limited
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Apartments (Next to Keys Hotel),
Marol Maroshi Road, Andheri East,
Mumbai-400059, Maharashtra.
- 2) Central Depository Services (India) Limited
Marathon Futurex, 25th floor,
NM Joshi Marg, Lower Parel (East),
Mumbai - 400013, Maharashtra.
- 3) National Securities Depository Limited
Trade World, 'A' Wing, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai - 400013, Maharashtra.



NOTICE CALLING ANNUAL GENERAL MEETING

NOTICE IS HEREBY given that the 12th Annual General Meeting of the Members of **SHASHIJIT INFRAPROJECTS LIMITED** will be held at Royal Banquet, Ground Floor, Hotel Royal Shelter, Gunjan Chokdi, N. H. No. 8, Vapi, Gujarat-396191 on Monday, 30th September, 2019 at 11.00 A.M. to transact the following business;

ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Board of Directors and Independent Auditor's Report.
2. To declare final dividend on equity shares for the financial year 2018-19.

SPECIAL BUSINESS:

3. **To re-appoint Mr. Ajit Jain (DIN: 01846992) as Chairman & Managing Director for five (5) years:**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and any 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(s) thereof, for the time being in force), and read with Schedule V of the Act along with article of association of Company, with the recommendations of Nomination & Remuneration Committee, further approved by the Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mr. Ajit Jain (DIN: 01846992) as a Chairman & Managing Director, designated as Executive Director of the Company, who shall be liable to retire by rotation, for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from August 28, 2019 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit:

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ajit Jain (DIN: 01846992) are as under:

- a) Period;**
From 28th August, 2019 to 27th August, 2024

- b) Remuneration details per month;**

Sr. No.	Particulars	Remuneration
1	Remuneration	Up-to Rs. 5,00,000/- per month

- c) Increment in Remuneration, perquisites and allowances is based on net profits or by way of incentive/bonus/performance linked incentive payable to Mr. Ajit Jain (DIN: 01846992), as may be determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to the remuneration.**

- d) Remuneration based on net profits;**

In addition to the Remuneration, perquisites and allowances as set out above, Mr. Ajit Jain (DIN: 01846992) shall be entitled to receive remuneration based on net profits, subject to Section 197. Such remuneration based on net profits payable to him and also to the Whole-time Directors of the Company



will be determined by the Board and/or the Nomination & Remuneration Committee for each financial year.

e) Reimbursement of Expenses;

Expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

f) Other terms & Conditions;

- 1) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 2) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Managing Director shall adhere to the Company's Code of Conduct.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution and to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid appointment of Mr Ajit Jain (DIN: 01846992) from time to time, in accordance with and subject to the limits as stated in the Schedule V of Companies Act, 2013, if and to the extent necessary and applicable and to do all such acts, deeds, matters and things for giving effect to this resolution.

4. To re-appoint Mrs. Shashi Jain (DIN: 01847023) as Whole-time Director for five (5) years:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and any 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(s) thereof, for the time being in force), and read with Schedule V of the Act along with article of association of Company with the recommendations of Nomination & Remuneration Committee, further approved by the Board of Directors, the consent of the members be and is hereby accorded to re-appoint Mrs. Shashi Jain (DIN: 01847023) as Whole-Time Director, designated as Executive Director of the Company, who shall be liable to retire by rotation, for a further period of 5 (five) years from the expiry of her present term of office, that is, with effect from August 28, 2019 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit:

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Shashi Jain (DIN: 01847023) are as under:

a) Period;

From 28th August, 2019 to 27th August, 2024



b) Remuneration details per month:

Sr. No.	Particulars	Remuneration
1	Remuneration	Up-to Rs. 90,000/- per month

c) Increment in Remuneration, perquisites and allowances are based on net profits or by way of incentive/bonus/performance linked incentive payable to Mrs. Shashi Jain (DIN: 01847023), as may be determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to the remuneration.

d) Remuneration based on net profits;

In addition to the Remuneration, perquisites and allowances as set out above, Mrs. Shashi Jain (DIN: 01847023) shall be entitled to receive remuneration based on net profits, subject to Section 197. Such remuneration based on net profits payable to her and also to the Managing Director and other Whole-time Directors of the Company will be determined by the Board and/or the Nomination & Remuneration Committee for each financial year.

e) Reimbursement of Expenses;

Expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

f) Other terms & Conditions;

- 1) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 2) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Whole-time Director shall adhere to the Company's Code of Conduct.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to this resolution and to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid appointment of Mrs. Shashi Jain (DIN: 01847023) from time to time, in accordance with and subject to the limits as stated in the Schedule V of Companies Act, 2013, if and to the extent necessary and applicable and to do all such acts, deeds, matters and things for giving effect to this resolution.

5. To re-appoint Aakruti Jain (DIN: 02591552) as Whole-Time Director for five (5) years:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 and any 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(s) thereof, for the time being in force), and read with Schedule V of the Act along with article of association of Company, with the recommendations of Nomination & Remuneration Committee, further approved by the Board of Directors, the consent of the members be and is hereby accorded to re-appoint Aakruti Jain



(DIN: 02591552) as Whole-Time Director, designated as Executive Director of the Company, who shall be liable to retire by rotation, for a further period of 5 (five) years from the expiry of her present term of office, that is, with effect from August 28, 2019 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit:

Broad particulars of the terms of re-appointment of and remuneration payable to Aakruti Jain (DIN: 02591552) are as under:

a) Period:

From 28th August, 2019 to 27th August, 2024

b) Remuneration details per month:

Sr. No.	Particulars	Remuneration
1	Remuneration	Up to Rs. 50,000/- per month

c) Increment in Remuneration, perquisites and allowances is based on net profits or by way of incentive/bonus/performance linked incentive payable to Aakruti Jain (DIN: 02591552), as may be determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to the remuneration.

d) Remuneration based on net profits:

In addition to the Remuneration, perquisites and allowances as set out above, Aakruti Jain (DIN: 02591552) shall be entitled to receive remuneration based on net profits, subject to Section 197. Such remuneration based on net profits payable to her and also to the Managing Director and other Whole-time Director of the Company will be determined by the Board and/or the Nomination & Remuneration Committee for each financial year.

e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

f) Other terms & Conditions:

- 1) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 2) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Whole-time Director shall adhere to the Company's Code of Conduct.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper, expedient or desirable to give effect to the resolution and to make modifications as may be deemed to be in the interest of the Company, with liberty to the Board to alter and vary the terms and conditions of the aforesaid appointment of Aakruti Jain (DIN: 02591552) from time to time, in accordance with and subject to the limits as stated in the Schedule V of Companies Act, 2013, if and to the extent necessary and applicable and to do all such acts, deeds, matters and things for giving effect to the resolution.



Registered Office Plot No. 209, Shop No. 23, 2nd Floor, Girnar Khushboo Plaza, GIDC, Vapi-396195, Gujarat, India, Dated: 26th August, 2019	By Order of the Board For Shashijit Infraprojects Limited Sd/- Manthan D. Shah Company Secretary & Compliance officer
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NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business to be transacted at the Annual General Meeting as set out under Item No. 3, 4 & 5 are annexed herewith as “**Annexure I**”. Along with relevant details of Directors seeking Re-appointment pursuant to Regulation 36 of the Listing Regulations and SS-2 issued by the ICSI annexed herewith as “**Annexure II**”.
2. **A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing a proxy should be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A proxy form is annexed to the annual report. Proxies submitted on behalf of limited companies, societies, etc. Must be supported by an appropriate resolution/ authority, as applicable.**
3. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
4. Pursuant to Section 105 of the Companies Act, 2013, person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. A proxy holder shall prove his/her identity at the time of attending the Meeting.
5. Corporate members intending to send their authorized representative to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signature authorizing their representative(s) to attend and vote on their behalf of the Meeting.
6. The record Date for the purpose of determining the eligibility of the Member to attend the 12th AGM and determining the entitlement of members for final dividend for the financial year 2018-19 **will be Monday, 23rd September, 2019.**
7. Members are requested to bring their attendance slip along with copy of the Report to the Meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. prior to date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013 and the Registers of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.



9. Members are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai-400059, Maharashtra, India by quoting their Folio Number(s).
10. The Company has implemented the "Green Initiatives" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addressed indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronics mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. Shareholders are requested to bring their copy of the Annual Report to the meeting as the practice of handling out copies of the Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
13. The notice of the Annual General Meeting and the Annual Report 2018-19 of the Company circulated to the members of the Company will be made available on the Company's website at www.shashijitinfraprojects.com. The physical copy of the aforesaid documents will also be available at the Registered Office of the Company for inspection during the normal business hours on working days. Members having any query may write to us at investors@shashijitinfraprojects.com.
14. The Board has appointed Nitesh P. Shah (COP: 13222), Practicing Company Secretaries as Scrutinizer for conducting voting process in a fair and transparent manner. The Results shall be declared at the Corporate Office of the Company and along with the Report of the Scrutinizer shall be placed on the website of the Company viz. www.shashijitinfraprojects.com within 3 days of conclusion of the Annual General Meeting and shall be communicated to BSE Limited where the shares of the Company are listed.
15. Voting through remote e-voting:
 - i. In compliance with the provision of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 44 of the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), members are provided e-voting services facilities to cast their votes;

Instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

1. The e-voting period begins on Friday, 27th September, 2019 at 09:00 A.M. and ends on Sunday, 29th September, 2019 at 5.00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of Monday, 23rd Day of September, 2019, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



2. The shareholders should log on to the e-voting website www.evotingindia.com.
3. Click on Shareholders.
4. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
7. If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant SHASHIJIT INFRAPROJECTS LIMITED on which you choose to vote.



12. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. If Demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. **Note for Non – Individual Shareholders and Custodians:**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Important Communications to Members

MEMBERS WHO HAVE NOT YET REGISTERED THEIR EMAIL ADDRESS ARE REQUESTED TO REGISTER THEIR EMAIL ADDRESS EITHER WITH THE DEPOSITORIES OR WITH THE COMPANY Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar, Bigshare Services Pvt. Ltd, by sending a letter, duly signed by the first/sole holder quoting details of folio number



All queries relating to Share Transfer and allied subjects should be addressed to:

CONTACT DETAILS:

Company	Registrar and Transfer Agent
<p>Shashijit Infraprojects Limited Plot No. 209, Shop No. 23, 2nd Floor, Girnar Khushboo Plaza, GIDC, Vapi-396195, Gujarat, India,</p> <p>Contact No: 0260-2432963 Email: investors@shashijitinfraprojects.com Website: www.shashijitinfraprojects.com CIN: L45201GJ2007PLC052114</p>	<p>Bigshare Services Private Limited 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai-400059, Maharashtra Phone No: 022-62638200</p>



“ANNEXURE I”

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3:

TO RE-APPOINT MR. AJIT JAIN (DIN: 01846992) AS CHAIRMAN & MANAGING DIRECTOR FOR FIVE (5) YEARS

The Board of Directors of the Company (“the Board”) at its meeting held has, subject to approval of members, re-appointed Mr. Ajit Jain (DIN: 01846992) as a Chairman & Managing Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of his present term, that is August 28, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board. It is proposed to seek the members’ approval for the re-appointment of and remuneration payable to Mr. Ajit Jain (DIN: 01846992) as a Chairman & Managing Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mr. Ajit Jain (DIN: 01846992) are as under:

a) Period:

From 28th August, 2019 to 27th August, 2024

b) Remuneration details per month:

Sr. No.	Particulars	Remuneration
1	Remuneration	Up-to Rs. 5,00,000/- per month

c) Increment in Remuneration, perquisites and allowances is based on net profits or by way of incentive/bonus/performance linked incentive payable Mr. Ajit Jain (DIN: 01846992), as may be determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to the remuneration.

d) Remuneration based on net profits:

In addition to the Remuneration, perquisites and allowances as set out above, Mr. Ajit Jain (DIN: 01846992) shall be entitled to receive remuneration based on net profits, subject to Section 197. Such remuneration based on net profits payable to him and also to the Whole-time Directors of the Company will be determined by the Board and/or the Nomination & Remuneration Committee for each financial year.

e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company’s business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

f) Other terms & Conditions:

- 1) The Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 2) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in **Section 166** of the Act with regard to duties of directors.



3) The Managing Director shall adhere to the Company's Code of Conduct.

Mr. Ajit Jain (DIN: 01846992) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Ajit Jain (DIN: 01846992) under Section 190 of the Act.

Details of Mr. Ajit Jain (DIN: 01846992) are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mr. Ajit Jain (DIN: 01846992) is interested in the resolution set out at Item No. 3 of the Notice. Mrs. Shashi Jain (DIN: 01847023) and Aakruti Jain (DIN: 02591552), Whole-time Directors being related to Mr. Ajit Jain (DIN: 01846992), may be deemed to be interested in the resolution set out at Item No. 3 of the Notice.

The other relatives of Mr. Ajit Jain (DIN: 01846992) may be deemed to be interested in the resolution set out at Item No. 3 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

**ITEM NO. 04:
TO RE-APPOINT MRS. SHASHI JAIN (DIN: 01847023) AS WHOLE-TIME DIRECTOR FOR FIVE (5) YEARS:**

The Board of Directors of the Company ("the Board") at its meeting held has, subject to approval of members, re-appointed Mrs. Shashi Jain (DIN: 01847023) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of her present term, that is August 28, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mrs. Shashi Jain (DIN: 01847023) as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Mrs. Shashi Jain (DIN: 01847023) are as under:

a) Period;
From 28th August, 2019 to 27th August, 2024

b) Remuneration details per month;

Sr. No.	Particulars	Remuneration
1	Remuneration	Up-to Rs. 90,000/- per month

c) Increment in salary, perquisites and allowances and remuneration based on net profits or by way of incentive/bonus/performance linked incentive payable to Mrs. Shashi Jain (DIN: 01847023), as may be



determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to the remuneration.

d) Remuneration based on net profits;

In addition to the salary, perquisites and allowances as set out above, Mrs. Shashi Jain (DIN: 01847023) shall be entitled to receive remuneration based on net profits, subject to Section 197. Such remuneration based on net profits payable to her and also to the Managing Director and other Whole-time Directors of the Company will be determined by the Board and/or the Nomination & Remuneration Committee for each financial year.

e) Reimbursement of Expenses;

Expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

f) Other terms & Conditions;

- 1) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 2) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Whole-time Director shall adhere to the Company's Code of Conduct.

Mrs. Shashi Jain (DIN: 01847023) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mrs. Shashi Jain (DIN: 01847023) under Section 190 of the Act.

Details of Mrs. Shashi Jain (DIN: 01847023) are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Mrs. Shashi Jain (DIN: 01847023) is interested in the resolution set out at Item No. 4 of the Notice. Mr. Ajit Jain (DIN: 01846992), Managing Director and Aakruti Jain (DIN: 02591552), Whole-time Director being related to Mrs. Shashi Jain (DIN: 01847023), may be deemed to be interested in the resolution set out at Item No. 4 of the Notice.

The other relatives of Mrs. Shashi Jain (DIN: 01847023) may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

ITEM NO. 05:



TO RE-APPOINT AAKRUTI JAIN (DIN: 02591552) AS WHOLE-TIME DIRECTOR FOR FIVE (5) YEARS:

The Board of Directors of the Company ("the Board") at its meeting held has, subject to approval of members, re-appointed Aakruti Jain (DIN: 02591552) as a Whole-time Director, designated as Executive Director, for a further period of 5 (five) years from the expiry of her present term, that is August 28, 2019, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Company and approved by the Board. It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Aakruti Jain (DIN: 02591552) as a Whole-time Director, designated as Executive Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of re-appointment of and remuneration payable to Aakruti Jain (DIN: 02591552) are as under:

a) Period:

From 28th August, 2019 to 27th August, 2024

b) Remuneration details per month:

Sr. No.	Particulars	Remuneration
1	Remuneration	Up-to Rs. 50,000/- per month

c) Increment in salary, perquisites and allowances and remuneration based on net profits or by way of incentive/bonus/performance linked incentive payable Aakruti Jain (DIN: 02591552), as may be determined by the Board and / or the Nomination & Remuneration Committee, shall be in addition to the remuneration.

d) Remuneration based on net profits:

In addition to the salary, perquisites and allowances as set out above, Aakruti Jain (DIN: 02591552) shall be entitled to receive remuneration based on net profits, subject to Section 197. Such remuneration based on net profits payable to her and also to the Whole-time Directors of the Company will be determined by the Board and/or the Nomination & Remuneration Committee for each financial year.

e) Reimbursement of Expenses:

Expenses incurred for travelling, board and lodging during business trips and provision of car(s) for use on Company's business and communication expenses at residence shall be reimbursed at actuals and not considered as perquisites.

f) Other terms & Conditions:

- 1) The Whole-time Director will perform her duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- 2) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- 3) The Whole-time Director shall adhere to the Company's Code of Conduct.

Aakruti Jain (DIN: 02591552) satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for her re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.



The above may be treated as a written memorandum setting out the terms of re-appointment of Aakruti Jain (DIN: 02591552) under Section 190 of the Act.

Details of Aakruti Jain (DIN: 02591552) are provided in the “Annexure” to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Aakruti Jain is interested in the resolution set out at Item No. 5 of the Notice. Aakruti Jain (DIN: 02591552) Mr. Ajit Jain (DIN: 01846992), Managing Director and Mrs. Shashi Jain (DIN: 01847023), Whole-time Director being related to Aakruti Jain (DIN: 02591552), may be deemed to be interested in the resolution set out at Item No. 5 of the Notice.

The other relatives of Aakruti Jain (DIN: 02591552) may be deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Registered Office Plot No. 209, Shop No. 23, 2nd Floor, Girnar Khushboo Plaza, GIDC, Vapi-396195, Gujarat, India, Dated: 26 th August, 2019	By Order of the Board For Shashijit Infraprojects Limited Sd/- Manthan D. Shah Company Secretary & Compliance officer
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“ANNEXURE II”

Pursuant to Regulation 36 of the Listing Regulations and SS-2 issued by the ICSI, information about the Directors proposed to be re-appointed is furnished below:

Particulars	MR. AJIT JAIN	MRS. SHASHI JAIN	AAKRUTI JAIN
DIN	01846992	01847023	02591552
Date of Birth	04/07/1964	12/05/1968	01/02/1991
Age	55 years	51 years	28 years
Date of 1 st Appointment on the Board	05/11/2007	05/11/2007	01/07/2009
Qualification	B.E Civil	B. A	B. Arch
Experience	33 years	12 years	10 years
Expertise in Specific Functional Areas	He is a Director of our Company since incorporation. He looks after the overall management and operations of our Company.	She is a Director of our Company since incorporation. She looks after the overall administration of the Company.	She is looking after General Administrative affairs of Company, Interior & structural designs of various commercial & residential projects.
List of other Companies in which Directorship held	NIL	NIL	NIL
Chairman/ Member of the Committees of the Board of other Companies in which he/she is a Director	NIL	NIL	NIL
Shareholding in the Company as on March 31, 2019	49,95,019 Eq. Shares	21,78,000 Eq. Shares	2,90,400 Eq. Shares
Remuneration last drawn	Rs.30,00,000/- P. A	Rs.7,80,000/- P. A	Rs.3,60,000/- P. A
Number of Meetings of the Board attended during the year	7 out of 7	7 out of 7	7 out of 7
Relationship with other Directors/ Key Managerial Personnel	Mrs. Shashi Jain - Wife Mrs. Aakruti Jain - Daughter	Mr. Ajit Jain - Husband Mrs. Aakruti Jain - Daughter	Mr. Ajit Jain - Father Mrs. Shashi Jain - Mother



ATTENDANCE SLIP
(To be presented at the entrance)

12th Annual General Meeting
SHASHIJIT INFRAPROJECTS LIMITED

Registered Office: Plot No. 209, Shop No. 23, 2nd Floor, Ginnar Khushboo Plaza,
GIDC, Vapi-396195, Gujarat, India.

Contact No.: 0260-2432963.

Email: investors@shashijitinfraprojects.com

Website: www.shashijitinfraprojects.com

CIN: L45201GJ2007PLC052114

Regd. Folio No/DP ID/Client ID : _____

No. of shares held : _____

I certify that I am a registered member/proxy for the member of the Company.

I/We hereby record my presence at the 12th Annual General Meeting of the Company on Royal Banquet, Ground Floor, Hotel Royal Shelter, Gunjan Chokdi, N. H. No. 8, Vapi, Gujarat-396191 on Monday, 30th September, 2019 at 11.00 A.M

Name of the Member/Proxy

Signature of Member/Proxy

Note:

- 1) Please complete the Folio/DP ID-Client ID No. and name, sign the Attendance Slip and hand it over at the Attendance Verification counter at the entrance of the Meeting Hall.
- 2) Electronic copy of the Annual Report for the financial year ended on 31st March, 2019 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-mail address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- 3) Physical copy of Annual Report for the financial year ended on 31st March, 2019 and Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.



FORM NO. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L45201GJ2007PLC052114
Name of the company : Shashijit Infraprojects Limited
Registered Office : Plot No. 209, Shop No. 23,
2nd Floor, Girnar Khushboo Plaza,
GIDC, Vapi-396195, Gujarat.

Name of the Member(s) : _____
Registered address : _____
E-mail Id : _____
Folio No /Client ID : _____
DP ID : _____

I/We, being the member(s) of _____ shares of the above-named company, hereby appoint

1. Name : _____
E-Mail ID : _____
Address : _____

Signature : _____

Or Failing him/her

2. Name : _____
E-Mail ID : _____
Address : _____

Signature : _____

Or Failing him/her

3. Name : _____
E-Mail ID : _____
Address : _____

Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 12th Annual General Meeting of the company, to be held on Royal Banquet, Ground Floor, Hotel Royal Shelter, Gunjan Chokdi, N. H. No. 8, Vapi, Gujarat-396191 on Monday, 30th September, 2019 at 11.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Particulars	Vote: Refer Note No. 4		
		For	Against	Abstain
1.	To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Board of Directors and Independent Auditor's Report (Ordinary Resolution)			
2.	To declare a dividend on equity shares for the financial year ended March 31, 2019 (Ordinary Resolution)			
Special Business				
3.	To re-appoint Ajit Jain (DIN: 01846992) as Chairman & Managing Director for five (5) years (Special Resolution)			
4.	To re-appoint Shashi Jain (DIN: 01847023) as Whole-time Director for five (5) years (Special Resolution)			
5.	To re-appoint Aakruti Jain (DIN: 02591552) as Whole-Time Director for five (5) years (Special Resolution)			

Signed this _____ day of _____ 2019

Affix
Revenue
Stamps

Signature of Shareholder(s) : _____

Signature of Proxy Holder(s) : _____

NOTES:

1. For the Resolutions, Explanatory Statements and Notes, please refer to the notice of the 12th Annual General Meeting.
2. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
3. A Proxy need not be a member of the Company.
4. It is optional. To indicate your preference please put 'X' in appropriate column. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.



ROUTE MAP OF VENUE OF ANNUAL GENERAL MEETING

Day & Date : Monday, 30th September, 2019
Time : 11.00 a.m.
Address : Royal Banquet, Ground Floor,
Hotel Royal Shelter, Gunjan Chokdi,
N. H. No. 8, Vapi, Gujarat-396191

