

REPORT ON CORPORATE GOVERNANCE

The company pursuant to the code on Corporate Governance introduced by the Securities and Exchange Board of India (SEBI) furnishes its report as under:

Company's Philosophy on Code of Governance

The Company's philosophy on corporate governance envisages the attainment of the highest level of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its stakeholders, including shareholders, employees, the government and lenders.

BOARD OF DIRECTORS

a) Size and Composition of the Board:

The Company has a proper blend of Executive and Independent Directors to maintain the independence of the Board. As of the year ended 31st March, 2014, the Board of Directors had 4 members comprising of 2 Executive Directors and 2 Non-Executive Directors. All the Non-Executive Directors are Independent Directors.

The details in regard to the attendance of Directors at Board Meetings/Shareholders Meetings held during the year as also the number of Directorship/s held by them in other Companies and the position of membership of Committee/s are given below:

Name of Director	Category of Director	No. of Board Meetings attended	Attendance at the last AGM	Directorships in other Indian Public Companies* as at 31 st March 2014	Other Mandatory Committee** membership as at 31 st March 2014	
					Chairman	Member
Mr. Pradip B. Shah	Executive Director	27	Yes	No	No	No
*Mr. Kalpen R. Shah	Executive Director	27	Yes	No	No	No
Mr. Rajesh N. Raval	Non - Executive Director	27	Yes	No	No	No
Mr. Paresh N. Raval	Non -- Executive Director	27	Yes	No	No	No

Note: *Mr. Kalpen R. Shah – Director of the company resigned from the post of directorship as on 12.05.2014

*Excludes Directorships in private/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

**Represents Membership/Chairmanship of the Audit Committee, Shareholders/ Investors Grievance Committee and Remuneration Committee of other companies.

CMD-Chairman & Managing Director, WTD- Whole Time Director, NE- Non Executive.

b) Management & Function of the Board:

The day-to-day management of the Company is conducted by the Chairman & Managing Director in consultation with four Whole Time Directors and subject to the supervision and control of the Board of Directors. The required information as enumerated in Annexure I to Clause 49 of the Listing Agreement is made available to the Board of Directors for discussions and consideration at Board Meetings. The Board also reviews the Board Minutes of its Subsidiary Company.

c) Details of Board Meetings held during the Financial Year and the number of Directors present:

Serial No.	Dates on which the Board Meeting was held	Total Strength of the Board	No. of Directors Present
1.	30.04.2013	4	4
2.	01.05.2013	4	4
3.	30.06.2013	4	4
4.	31.07.2013	4	4
5.	02.09.2013	4	4
6.	04.10.2013	4	4
7.	09.10.2013	4	4
8.	15.10.2013	4	4
9	19.10.2013	4	4
10	24.10.2013	4	4
11	29.10.2013	4	4
12	02.11.2013	4	4
13	04.11.2013	4	4
14	08.11.2013	4	4
15	15.11.2013	4	4
16	21.11.2013	4	4
17	26.11.2013	4	4
18	30.11.2013	4	4
19	03.12.2013	4	4
20	05.12.2013	4	4
21	10.12.2013	4	4
22	18.12.2013	4	4
23	24.12.2013	4	4
24	31.12.2013	4	4
25	10.03.2014	4	4
26	17.03.2014	4	4
27	19.03.2014	4	4

d) Committees of the Board

Currently the Board has three committees viz:

1) Audit Committee

Composition:

The Audit Committee has been constituted in conformity with the requirements of Section - 292A of the Companies Act, 1956 and Clause – 49 of the Listing Agreement with Stock Exchanges.

At present the Audit Committee comprises of three Directors. Details of the composition, number of meetings held during the year and attendance thereat are as under:

Name	Position held	Attendance at Audit Committee meeting held on			
		30.04.2013	31.07.2013	31.10.2013	31.01.2014
Mr. Pradip B. Shah	Chairman	Yes	Yes	Yes	Yes
Mr. Rajesh N. Raval	Member	Yes	Yes	Yes	Yes
Mr. Paresh N. Raval	Member	Yes	Yes	Yes	Yes

Minutes of meetings of the Audit Committee are circulated to members of the Committee and the Board is kept apprised.

Members of the Audit Committee have requisite financial and management expertise. The Statutory Auditors, Internal Auditor and the Chief Financial Officer are invited to attend and participate at meetings of the Committee.

Powers of the audit committee includes:

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

The terms of reference are broadly as under:

- a. Oversight of the company's financial reporting process and the disclosure of its financial Information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on;

- Matters required to be included in the Director's Report in terms of clause 2AA of Section 217 of the Companies Act, 1956
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management.
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards.
 - Compliance with stock exchange and legal requirements concerning financial statement.
 - Any related party transactions i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of Company at large.
- d. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
 - e. Reviewing the periodical financial statements with management before submission to the board for their approval.
 - f. Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - g. Discussion with internal auditors any significant findings and follow up there on.
 - h. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - i. Discussion with external auditors before the audit commences nature and scope of audit as well as have post-audit discussion to ascertain any area of concern.
 - j. Reviewing the Company's financial and risk management policies.
 - k. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.

2) Shareholders'/Investors' Relations Committee

The Shareholders'/Investors' Grievance Committee of the Company comprises of two directors. Details of the composition, number of meetings held during the year and attendance thereat as under:

Name	Position held	Attendance at Shareholders' Committee meeting held on				
		29.04.2013	30.07.2013	30.09.2013	29.01.2014	31.03.2014
Mr. Paresh N. Raval	Chairman	Yes	Yes	Yes	Yes	Yes
Mr. Pradip B. Shah	Member	Yes	Yes	Yes	Yes	Yes

The Company addresses all complaints, suggestions and grievances expeditiously and replies have been sent / issues resolved usually within 15 days except in case of dispute over facts or other legal constraints.

During the year complaints were received from SEBI or shareholders were resolved satisfactory.

No requests for share transfers are pending except those that are disputed or sub-judice.

Mr. Pradip B. Shah, Director of the company is the Compliance Officer of the Company.

3) Remuneration Committee:

The Remuneration Committee of the Company comprises of three members. Details of composition, number of meetings held during the year and attendance thereat are as under:

Name	Position held	Attendance at Remuneration Committee meeting held on			
		30.06.2013	30.09.2013	31.12.2013	31.03.2014
Mr. Rajesh N. Raval	Chairman	Yes	Yes	Yes	Yes
Mr. Paresh N. Raval	Member	Yes	Yes	Yes	Yes
Mr. Pradip B. Shah	Member	Yes	Yes	Yes	Yes

The terms of reference of the Remuneration Committee, inter alia consists of to recommend to the Board and to the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for executive directors including any compensation payment if required and shall review the same from time to time if required.

e) Remuneration Policy & Remuneration paid to Board of Directors:

Remuneration Policy

At present the company has decided not to pay any remuneration to any directors of the company unless and until the company will achieve good financial performance.

The Company does not have any scheme for grant of stock option to its Directors or Employees nor it pay any commission to any of its Directors.

Code of Conduct for Senior Management

The Company has adopted a Code of Conduct for Directors and Senior Management. It is the responsibility of all employees and Directors to familiarize themselves with the Code and comply with the same.

The Code includes provisions where the employees of the Company can voice their concerns on violation and potential violation of this Code in a responsible and effective manner.

All Board members and senior management personnel have confirmed compliance with the code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the company.

CEO Certification

Chief Executive Office (CEO) certification on financial statements pursuant to the provisions of Clause 49 of the listing agreement is annexed and forms part of the Annual Report of the company.

SHAREHOLDERS INFORMATION:

Location and time of Annual General Meetings held in last three years

For the Year	Location	Date & Time	Special Resolution passed Yes Or No
2012-13	G.F 1, Shagun Complex, 93 Swastik Society, Opp. Fairdeal House, Navrangpura, Ahmedabad-380009	30 th September, 2013 11.00 a.m.	--
2011-12	E- 104, Kamdhenu Complex, Opp. Sahjanand College, Ambawadi, Ahmedabad- 380015	29 th September, 2012 03.00 p.m.	--
2010-11	E- 104, Kamdhenu Complex, Opp. Sahjanand College, Ambawadi, Ahmedabad- 380015	30 th September, 2011 03.00 p.m.	--

Financial year : 1st April 2013 to 31st March 2014

Date & Time of Annual General Meeting : 30th September, 2014 at 03.00 p.m.

Venue : GF-1, Shagun Complex, 93, Swastik Society, Opp. Fairdeal House, Navrangpura, Ahmedabad-380009

Book closure date : 25th September, 2014 to 30th September, 2014 (both days inclusive) for Annual General Meeting.

Dividend payment date : N.A.

Registered office : GF-1, Shagun Complex, 93, Swastik Society,
Opp. Fairdeal House, Navrangpura, Ahmedabad-
380009

Compliance officer : Mr. Pradip B. Shah

Financial calendar

The Company has announced/expects to announce the unaudited quarterly results for the year 2014-15 as per the following schedule:

First quarter : on or before 30th July, 2014
Second quarter : on or before 31st October, 2014
Third quarter : on or before 30th January, 2015
Fourth Quarter : on or before 30th April, 2015

Means of communication

The quarterly and half-yearly financial results are published in newspapers.

Listing on Stock Exchange

The shares of the Company are listed on Ahmedabad Stock Exchange Limited. However the trading at stock exchange is not available.

Categories of Shareholders as on March 31, 2014

	Category	No. of Shares	% of Shares
A	Promoter's Holding		
1	Indian Promoters	1036200	14.97
2	Foreign Promoters	-----	-----
	Sub total	1036200	14.97
B	Non-Promoters		
3	Institutional Investors	-----	-----
	A Mutual Funds and UTI	-----	-----
	B Banks, Financial Inst., Insurance Com. (Central State Gov. Inst. /Non- Gov Inst.)	-----	-----
	C FIIS	-----	-----
	Sub total	-----	-----
4	Non – Institutional Investors		
	A Private corporate Bodies	-----	-----
	B Indian Public	5887000	85.03
	C NRIs / Clearing Member/OCBs	-----	-----
	Sub total	6923200	100.00
	GRAND TOTAL	6923200	100.00

Disclosures

(1) There are no materially significant related party transactions of the Company with key managerial personnel which have potential conflict with the interest of the Company at large.

(2) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the period from 1st April 2013 to 31st March 2014: NIL.

Unclaimed Dividends

The Company will be required to transfer dividends which have remained unpaid/unclaimed for the period of 7 years to the Investor Education & Protection Fund established by the Government. However there is no such unclaimed/unpaid dividend for which Company has to transfer the same to the Investor Education & Protection Fund in this financial year.

Address for Correspondence

Shareholders can do the correspondence at:

To,

Compliance Officer

Ishaan Infrastructures and Shelters Limited

GF-1, Shagun Complex, 93, Swastik Society,

Opp. Fairdeal House, Navrangpura, Ahmedabad-380009

DECLARATION

The Board has laid down a code of conduct for all Board Members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with the code of conduct.

FOR, ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED

SD/-

DIRECTOR

CEO CERTIFICATION

We, Mr. Pradip B. Shah, Director certify to the Board that:

(a) We have reviewed financial statements and the cash flow statement for the year ended on 31.03.2014 and that to the best of their knowledge and belief:

(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or volatile of the company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the auditors and the Audit committee

(i) Significant changes in internal control during the year;

(ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

FOR ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED

**SD/-
DIRECTOR**

ISHAAN INFRASTRUCTURES AND SHELTERS LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Overall Review

The Growth rate of the company is down wards compare to previous year due to negative market approach.

2. Financial Review

During the year the company has continue its business activities and earned the profit of Rs. 0.13 Lacs.

3. Risk and Concern

Bullish trend in Equity Markets, Commodities and Real estate will effect volume and profitability of Government Securities business. Changes in rate of Interest will effect Company's Profitability.

4. Internal Control System and their adequacy

The internal control system is looked after by Directors themselves, who also looked after the day to day affairs to ensure compliance of guide lines and policies, adhere to the management instructions and policies to ensure improvements in the system. The Internal Audit reports are regularly reviewed by the management.

5. Environmental Issues

As the company is not in the field of manufacture, the matter relating to produce any harmful gases and the liquid effluents are not applicable.

6. Financial Performance with Respect to Operation Performance

The Company has all the plans for tight budgetary control on key operational performance indication with judicious deployment of funds without resorting to any kind borrowing where ever possible.

7. Cautionary Statement

Statement in this report on Management Discussion and Analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially, from those expressed or implied. Important factors that could make a difference to the company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

The Company assumes no responsibility in respect of forward - looking statements, which may be amended or modified in future on the basis of subsequent developments, information or events.