

21<sup>st</sup> September, 2021

**The Manager  
Listing Department  
National Stock Exchange of India Limited  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051**

**Subject: Disclosure under Regulations 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/ Ma'am,

In continuation of our submission dated 6<sup>th</sup> September, 2021 w.r.t. Annual Report for the Financial Year 2020-21 along with the Notice of 10<sup>th</sup> Annual General Meeting schedule to be held on 30<sup>th</sup> day of September, 2021 at 12.30 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1<sup>st</sup> Floor, Sapna Sangeeta Road Indore- 452001 (M.P.).

We are pleased to announce that the equity shares of the Company are admitted to dealing on the Capital Market Segment (Main Board) pursuant to Migration from SME Emerge Platform w.e.f. 16<sup>th</sup> September, 2021.

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is also pleased to provide members facility to exercise their right to vote prior to AGM by electronic means and the business may also be transacted through e-voting Services.

The procedure for Remote e-voting and instructions for shareholders voting electronically are attached herewith along with the Notice. The said Annual Report, AGM notice and further details may be accessed on website of the Company at [www.shantioverseas.com](http://www.shantioverseas.com)

Thanking you,  
Yours faithfully,

**For Shanti Overseas (India) Limited**

  
**Ramita Otwani  
Company Secretary**





## NOTICE OF THE 10<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that 10<sup>th</sup> Annual General Meeting of the Members of **SHANTI OVERSEAS (INDIA) LIMITED** ("the Company") will be held on Thursday, the 30<sup>th</sup> day of September, 2021 at 12.30 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, Sapna Sangeeta Road, Indore (M.P.) 452001 to transact the following business:

### **ORDINARY BUSINESS:-**

1. To receive, consider and adopt the Audited Financial Statements of the Company on Standalone and Consolidated basis as at 31<sup>st</sup> March, 2021 and Statement of Profit and Loss Account together with the notes & schedules forming part thereof and Cash Flow Statement for the financial year ended on that date, and the Reports of the Board of Directors ("The Board") and Auditors thereon.
2. To re-appoint a Director in place of Mrs. Sangeeta Kacholia (DIN: 07817342), who retires by rotation and being eligible, offers herself for re-appointment.

### **SPECIAL BUSINESS:-**

#### **3. RE-APPOINTMENT OF MR. ROHAN KACHOLIA (DIN:03623354) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 198 read with Schedule V and/or 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 thereof for the time being in force), the approval of the members be and is hereby accorded for the re-appointment of Mr. Rohan Kacholia (DIN:03623354) as a Whole-Time Director of the Company for a period of 5 (Five) years on expiry of his present term of office, i.e. with effect from 25<sup>th</sup> April, 2022 to 24<sup>th</sup> April, 2027 on such terms and conditions including remuneration, as set out in the statement annexed to the Notice convening this meeting as recommended by the Nomination and Remuneration Committee and the Board of Directors, with the liberty to the Board to alter and vary the terms and conditions of the said re-appointment and/ or remuneration as it may deem fit and as may be acceptable to Mr. Rohan Kacholia, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modifications or re-enactment thereof and shall be liable to retire by rotation;

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

#### **4. RE-APPOINTMENT OF MR. VIJAY NICHANI (DIN:03136935) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Vijay Nichani (DIN:03136935), who was appointed as a Non Executive Independent Director of the Company by the members of the Company with effect from 18<sup>th</sup> May, 2017 to hold the office for 5 (Five) consecutive years, and whose re-appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as a Non- Executive Independent Director of the Company for a 2<sup>nd</sup> term of 5 (Five) consecutive years with effect from 18<sup>th</sup> May, 2022 not subject to retirement by rotation, upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Companies Act, 2013;

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

#### **5. REGULARIZATION OF APPOINTMENT OF MRS. POOJA CHORDIA (DIN:09196546) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Pooja Chordia (DIN: 09196546) who has been appointed



as an Additional Director in the capacity of Non- Executive Independent Director of the Company by the Board of Directors with effect from 10<sup>th</sup> June, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Independent Director of the Company for a period of five consecutive years with effect from 10<sup>th</sup> June, 2021, not subject to retirement by rotation, upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Companies Act, 2013;

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

**6. REGULARIZATION OF APPOINTMENT OF MRS. SHRIBALA MANDHANYA (DIN:09198012) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shribala Mandhanya (DIN:09198012) who has been appointed as an Additional Director in the capacity of Non- Executive Independent Director of the Company by the Board of Directors with effect from 10<sup>th</sup> June, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as a Non- Executive Independent Director of the Company for a period of five consecutive years with effect from 10<sup>th</sup> June, 2021, not subject to retirement by rotation, upon such remuneration as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Companies Act, 2013;

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

**By the order of the board  
FOR AND ON BEHALF OF  
SHANTI OVERSEAS (INDIA) LIMITED**

**RAMITA OTWANI  
COMPANY SECRETARY  
ACS:28101**

**PLACE: INDORE**

**DATE: 6<sup>TH</sup> SEPTEMBER, 2021**

**NOTES**

- PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of maximum of 50 members and holding in aggregate not more than 10% of total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other Member.
- Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved there at, shall be entitled during the period beginning twenty- four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three day's notice in writing of the intention so to inspect is given to the Company.







3. A proxy form is enclosed herewith. In case a Member wants to appoint a proxy, a duly completed and stamped proxy form must reach the registered office of the Company not later than 48 hours before the time of the aforesaid meeting.
4. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the 10<sup>th</sup> Annual General Meeting.
5. Members who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and Members are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai -400 083, Maharashtra.
6. Members/Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the 10<sup>th</sup> Annual General Meeting.
7. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
8. The AGM will be held at the said venue by strictly adhering to Social Distancing norms and other safety protocols including face masks, hand sanitization etc. as per the latest guidelines/advisories/SOP issued by the Ministry of Health and Family Welfare, Government of India and the State/Local Government amid COVID-19 Pandemic. Entry to the venue will be made in such a manner according to the maximum permissible limit for a gathering at a place as per lock down restrictions prevailing at that time.
9. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on 21<sup>st</sup> April, 2011 stating that the service of documents by a Company can be made through electronic mode or since the requirement of printing and dispatch of hard copy of annual report to the shareholders are dispensed with for listed entities who conduct their AGMs during the calendar year 2021 (i.e. till 31<sup>st</sup> December, 2021) by SEBI vide its circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021, therefore the Annual Report for the Financial Year 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories/RTA. Members may note that the Notice and Annual Report of 2020-2021 will also be available on the Company's website.
10. Electronic copy of the notice of the Annual General Meeting along with Annual Report inter-alia, including Polling Paper, proxy form and attendance slip is being sent to all the Members whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 3<sup>rd</sup> September, 2021 at the email ids registered with the Company/RTA/DP for communication purpose.
11. Members are also informed that voting shall be by polling paper only. The Company will make arrangements of polling papers in this regard at the Meeting Venue.
12. Members are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant.
13. Members are requested to address all correspondence to the Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai -400 083, Maharashtra.
14. The Company has set Thursday, 23<sup>rd</sup> September, 2021 as the "cut-off Date" for taking record of the Members of the Company who will be eligible for casting their vote on the resolutions to be passed in the ensuing 10<sup>th</sup> Annual General Meeting, by means of Voting by Physical Mode through polling papers.
15. The Board of Directors of the Company have appointed M/s. Archana Maheshwari & Co., Practicing Company Secretaries, Indore as the scrutinizer, for conducting the Poll Paper Voting process for the 10<sup>th</sup> Annual General Meeting in a fair and transparent manner.
16. The Resolutions will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the Paper Poll Votes indicates that the requisite majority of the Members had assented to the Resolution.
17. The Scrutinizer shall, immediately after the conclusion of voting at the 10<sup>th</sup> Annual General Meeting, first count the votes cast at the meeting, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated Scrutinizer's Report indicating total votes cast in favor or against, if any, to the Chairman or a person authorized by her in writing who shall countersign the same and declare the result of the voting forthwith. After declaration, the result of the Paper Poll Votes will also be posted on the Company's website [www.shantioverseas.com](http://www.shantioverseas.com) beside communicating the same to CDSL and Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent on the said date and also to National Stock Exchange of India Limited, Emerge Platform where the shares of the Company are listed.
18. Members may note that the Notice of this meeting has been posted under the Investor Tab on Company's Website [www.shantioverseas.com](http://www.shantioverseas.com).
19. In case of joint-holding, the Voting Poll Paper must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.



20. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
21. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their Depository Participant(s).
22. The route map showing directions to reach the venue of the 10<sup>th</sup> Annual General Meeting is annexed herewith.
23. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3, 4, 5 and 6 of the accompanying Notice is annexed hereto.

**STATEMENT IN PURSUANCE OF SECTION 102(1) OF THE COMPANIES ACT, 2013**

**3. RE-APPOINTMENT OF MR. ROHAN KACHOLIA (DIN:03623354) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

The present term of appointment of Mr. Rohan Kacholia (DIN:03623354) as a Whole-Time Director of the Company will expire on 24<sup>th</sup> April, 2022. In recognition of the leadership and strategic guidance provided by him over the last couple of years, the Nomination & Remuneration Committee has recommended his re-appointment for a further period of 5 (five) years with effect from 25<sup>th</sup> April, 2022 and the same was approved by the Board of Directors, subject to the approval of members in the ensuing Annual General Meeting of the Company. In terms of the provisions of Section 197 and Schedule V of the Companies Act, 2013, the Nomination and Remuneration Committee has recommended the remuneration, perquisites payable to Mr. Rohan Kacholia and other terms & conditions as follows:-

<b>Basic Salary exclusive of all allowances</b>	INR 1,60,000/- per month. The Whole-Time Director shall be entitled to such increment from time to time as the Board may determine by its discretion.
<b>Perquisites and allowances in addition to salary</b>	<p>A. House Rent Allowance: The Company will pay House Rent Allowance of INR 56,000/- per month to the Whole-Time Director.</p> <p>B. Conveyance Allowance: The Company will pay Conveyance Allowance of INR 64,000/- per month to Whole-Time Director.</p> <p>C. Children Education Allowance: The Company will pay Children Education Allowance of INR 80,000 per month to the Whole-Time Director.</p> <p>D. Medical Allowance: The Company will pay Medical Allowance of INR 40,000/- per month to the Whole-Time Director.</p> <p>Any other benefits, facilities, allowance and expenses as may be allowed under the Company rules/schemes.</p> <p>Note: For the purpose of perquisites stated herein above, family means spouse, dependent children and dependent parents of the appointee.</p> <p>Perquisites shall be evaluated as per Income Tax Rules wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.</p>
<b>Retirement Benefits</b>	<p>A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rules.</p> <p>B. Earned Leave on full pay and allowances as per the rules of the Company, leaves accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling on perquisites.</p>
<b>Other benefits</b>	<p>A. The Whole-Time Director shall be entitled to reimbursement of expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the company.</p> <p>B. The appointee shall be eligible for Housing, Education and Medical Loan and other Loans or facilities as applicable in accordance with the rules of the company and in compliance with the provisions of the Companies Act, 2013.</p>
<b>Minimum Remuneration</b>	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities as aforesaid to the Whole-Time Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act or any other approvals as may be required under law.</p>



His office shall be liable to retire by rotation.

Mr. Rohan Kacholia is a master of Science (International Business) from the University of Leeds, Bachelor of Engineering (IT) and is specialized in the Production and Marketing of commodities.

Besides, as per the provision of section 197(3) and Part II of Schedule V of the Companies Act, 2013 where in any financial year during the currency of tenure of a managerial person, a Company has no profit or its profit are inadequate the appointment of a person as managerial personnel is to be approved by the members by passing a special resolution. A Statement as per Schedule V (third proviso of Section II of Part II) in respect of appointment of Mr. Rohan Kacholia as an Executive Director is annexed hereto which forms part of this explanatory statement.

None of the Directors or any key managerial personnel or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested in the aforesaid resolution except Mr. Mukesh Kacholia, Mr. Ayush Kacholia, Mrs. Karuna Kacholia, Mrs. Sangeeta Kacholia and Mrs. Namrata Kacholia.

The Board recommends passing of the Resolution as set out in Item No. 3 for approval of the members as a Special Resolution.

#### **4. RE-APPOINTMENT OF MR. VIJAY NICHANI (DIN:03136935) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

The present term of appointment of Mr. Vijay Nichani (DIN:03136935) as a Non-Executive Independent Director of the Company will expire on 17<sup>th</sup> May, 2022. He is discharging his duties efficiently and having adequate qualification and experience of many years. His experience, commitment and capabilities are playing crucial role in the growth of the Company, therefore, on the recommendation of the Nomination & Remuneration Committee, the Board of Directors has approved his re-appointment for a 2<sup>nd</sup> term of 5 (five) consecutive years with effect from 18<sup>th</sup> May, 2022, subject to the approval of members in the ensuing Annual General Meeting of the Company.

The resolution seeks approval of members for re-appointment of Independent Director, for the smooth running of business activity and in compliance of Section 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mr. Vijay Nichani confirming that he meets the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received his consent in writing to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Vijay Nichani fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his re-appointment as an Independent Director and he is Independent of the management.

A copy of the draft letter of appointment of Mr. Vijay Nichani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief profile of Mr. Vijay Nichani is also annexed hereto which forms part of this explanatory statement.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution.

The Board considers that his continued association would be of immense benefit to the Company. Accordingly, the Board recommends passing of the Resolution at Item No. 4 of the Notice as a Special Resolution.

#### **5. REGULARIZATION OF APPOINTMENT OF MRS. POOJA CHORDIA (DIN: 09196546) AS A NON- EXECUTIVE INDEPENDENT DIRECTOR**

Mrs. Pooja Chordia (DIN: 09196546) was appointed by the Board as an Additional Director in the capacity of Independent Director (Non-Executive) of the Company w.e.f. 10<sup>th</sup> June, 2021, in terms of section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 104 of the Articles of Association of the Company. As per the provisions of Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting. Accordingly Mrs. Pooja Chordia, as an Additional Director, holds office upto the date of this Annual General Meeting.

The resolution seeks approval of members for the appointment of Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mrs. Pooja Chordia confirming that she meets the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received her consent in writing to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In line with the aforesaid provisions of the Act and considering Mrs. Pooja Chordia’s deep knowledge and varied exposure in the field of Finance, Auditing



and Accounting, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as a Non-Executive Independent Director for a period of five consecutive years with effect from 10<sup>th</sup> June, 2021 on the Board of the Company. In the opinion of the Board, Mrs. Pooja Chordia fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director and she is Independent of the management.

A copy of the draft letter of appointment of Mrs. Pooja Chordia, as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief profile of Mrs. Pooja Chordia is also annexed hereto which forms part of this explanatory statement.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution.

Accordingly, for the smooth management of the affairs of the Company, the Board recommends passing of the Resolution as set out in Item No. 5 for approval of the members as an Ordinary Resolution.

#### **6. REGULARIZATION OF APPOINTMENT OF MRS. SHRIBALA MANDHANYA (DIN:09198012) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR**

Mrs. Shribala Mandhanya (DIN: 09198012) was appointed by the Board as an Additional Director in the capacity of Independent Director (Non-Executive) of the Company w.e.f. 10<sup>th</sup> June, 2021, in terms of section 161 of the Companies Act, 2013, rules made thereunder and also in terms of Article 104 of the Articles of Association of the Company. As per the provisions of Section 161 of the Companies Act, 2013, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting. Accordingly Mrs. Shribala Mandhanya, as an Additional Director, holds office upto the date of this Annual General Meeting.

The resolution seeks approval of members for the appointment of Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013.

The Company has received a declaration from Mrs. Shribala Mandhanya confirming that she meets the criteria of Independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also received her consent in writing to act as a Director in terms of Section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. In line with the aforesaid provisions of the Act and considering Mrs. Shribala Mandhanya’s dynamic qualifications work experience in the areas of Financial Management including Planning & Budgeting, Profit Maximization, Cost Management and excellent relationship building & interpersonal skills, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint her as a Non-Executive Independent Director for a period of five consecutive years with effect from 10<sup>th</sup> June, 2021 on the Board of the Company. In the opinion of the Board, Mrs. Shribala Mandhanya fulfils the conditions specified in the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director and she is Independent of the management.

A copy of the draft letter of appointment of Mrs. Shribala Mandhanya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. Brief profile of Mrs. Shribala Mandhanya is also annexed hereto which forms part of this explanatory statement.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution.

Accordingly, for the smooth management of the affairs of the Company, the Board recommends passing of the Resolution as set out in Item No.6 for approval of the members as an Ordinary Resolution.







**ANNEXURE TO THE NOTICE**

**Details of Directors seeking Appointment /Reappointment at the 10<sup>th</sup> Annual General Meeting in pursuance of provisions of the Companies Act, 2013 & Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	<b>Mrs. Sangeeta Kacholia (DIN: 07817342)</b>	<b>Mr. Rohan Kacholia (DIN: 03623354)</b>	<b>Mr. Vijay Nichani (DIN: 03136935)</b>	<b>Mrs. Pooja Chordia (DIN: 09196546)</b>	<b>Mrs. Shribala Mandhanya (DIN: 09198012)</b>
<b>Date of Birth</b>	27/01/1967	09/01/1991	06/01/1959	22/09/1987	26/05/1990
<b>Nationality</b>	Indian	Indian	Indian	Indian	Indian
<b>Date of Appointment</b>	18/05/2017	25/10/2013	18/05/2017	10/06/2021	10/06/2021
<b>Qualification</b>	B.A. (1st year)	Master of Science (International Business) from University of Leeds, Bachelor of Engineering (IT)	Master of Surgery	CA (Chartered Accountant), B.COM	CA(Chartered Accountant)
<b>Experience</b>	4 years of experience in looking after the business affairs	8 years of experience in Production and Marketing of Commodities	44 years of experience in business field	Varied exposure of 10 years in the field of Finance, Auditing and Accounting.	Work Experience of 8 years in the areas of Financial Management including Planning & Budgeting, Profit Maximization & Cost Management.
<b>No. of Shares held in the Company as on 31<sup>st</sup> March, 2021</b>	808125 Equity Shares of INR 10/- each	1701000 Equity Shares of INR 10/- each	Nil	Nil	Nil
<b>Relationship with other Directors, Manager and other</b>	Mr. Mukesh Kacholia – Spouse Mr. Ayush Kacholia – Son Mr. Rohan Kacholia – Son Mrs. Karuna Kacholia- Son's Wife Mrs. Namrata Kacholia- Son's Wife	Mr. Mukesh Kacholia – Father Mrs. Sangeeta Kacholia -Mother Mr. Ayush Kacholia – Brother Mrs. Karuna Kacholia – Brother's Wife Mrs. Namrata Kacholia- Spouse	No Relation	No Relation	No Relation
<b>Number of Meetings of the Board attended during the year</b>	5	6	6	Nil	Nil
<b>Directorship in other Companies</b>	Nil	1. Biograin Protinex Private Limited 2. Shaan Agro Oils & Extractions Private Limited	1. Eureka Hospital & Research Centre Private Limited. 2. Anandmayee Milk and Milk Products India Private Limited	Nil	Nil
<b>Chairman/Members of the Committees of Board of other Companies</b>	No	No	No	No	No



**Addendum to Annual Report 2020-21 and Notice of the 10<sup>th</sup> Annual General Meeting ("AGM") of Shanti Overseas (India) Limited to be held on Thursday, 30<sup>th</sup> September, 2021 at 12.30 P.M**

The Company has made arrangement with Link Intime India Private Limited for facilitating e-voting services through e-voting platform. The members can opt for only one mode of voting, i.e., either by e-voting or the poll facility available at the venue of the meeting.

M/s Archana Maheshwari & Co., Practicing Company Secretaries, Scrutinizer, will also scrutinize the remote e-voting process for the 10<sup>th</sup> Annual General Meeting in a fair and transparent manner.

**PROCEDURE FOR REMOTE E-VOTING:**

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	From 09.00 AM (IST) on Monday, 27 <sup>th</sup> September, 2021
<b>End of e-voting</b>	Upto 5.00 PM (IST) on Wednesday, 29 <sup>th</sup> September, 2021

During this period shareholders of the Company may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Any person, who is not a Member as on cut-off date should treat this Notice for information purposes only.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date i.e., 23<sup>rd</sup> September, 2021.**

Members can exercise their option to vote either through remote e-voting or the poll facility available at the venue. If a Member has opted for remote e-voting prior to the AGM, he/she may attend the AGM, but shall not be entitled to cast vote again during the AGM.

E-voting website of the Link Intime could be accessed by visiting <https://instavote.linkintime.co.in>.



**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

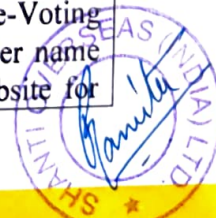
Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<b><u>Type of shareholders</u></b>	<b><u>Login Method</u></b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password.</li> <li>• After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” “Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will</li> </ul>



	<p>have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for</li> </ul>



	casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b>	<p>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>► Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</p> <p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <p>► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>► Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your</p>



desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).  
7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

#### **Individual Shareholders holding securities in Physical mode & evoting service Provider is LINK INTIME, have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.



- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact Mr. Rajiv Ranjan (Tel: 022 -4918 6000).

