

27th
Annual Report
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**SHANTI EDUCATIONAL
INITIATIVES LIMITED**

CIN : U80101GJ1988PLC010691

CORPORATE INFORMATION

BOARD OF DIRECTORS

VINEETA VISHAL CHIRIPAL

Director (DIN: 00155462)

JAIPRAKASH DEVKINANDAN CHIRIPAL

Director (DIN: 00155430)

SURUCHI SANCHIT SARAF

Independent Director (DIN: 07259779)

ANAND AGARWAL

Independent Director (DIN: 00156618)

(Resigned on 17/02/2015)

BIMAL BALASARIA

Director (DIN: 00156535)

(Resigned on 17/02/2015)

BINODCHAND AGRAWAL

Independent Director (DIN: 07250959)

(Resigned on 01/07/2015)

CHIEF FINANCIAL OFFICER

JAYESHBHAI RAMANBHAI PATEL

COMPANY SECRETARY/

COMPLIANCE OFFICER

DIMPLE RAJENDRASINH PADHIAR

Email: dimple@seil.edu.in

STATUTORY AUDITORS

M/S ANIL S. SHAH & CO.

CHARTERED ACCOUNTANTS

302, SHAILY COMPLEX, OPP. LOHA BHAVAN,

OLD HIGH COURT ROAD, NAVRANGPURA,

AHMEDABAD- 380009

Email: kprofessionals@yahoo.com,

anilsshahco@yahoo.com

WEBSITE ADDRESS

www.sei.edu.in

REGISTERED OFFICE ADDRESS

283, NEWCLOTH MARKET,

AHMEDABAD- 380002, GUJARAT

Contact No. : 079- 22162006

CORPORATE OFFICE ADDRESS

CHIRIPAL HOUSE,

SHIVRANJANI CROSS ROAD,

SATELLITE, AHMEDABAD- 380015,

GUJARAT

Email: info@sei.edu.in

Contact No. : +91- 9099044150

Main No. : 079- 26734660/2/3

NOTICE

Notice is hereby given the 27th Annual General Meeting of the members of the Company will be held on Wednesday, 19th day of August, 2015 at 11:00 A.M. at the Registered Office of the Company situated at 283, New Cloth Market, Ahmedabad – 380 002 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss Account for the year ended on 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jaiprakash D. Chiripal, who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Auditors:

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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, M/s Anil S. Shah & Co., Chartered Accountants(Firm: Registration No.:100474W), be and is hereby appointed as Auditors of the Company to hold office from the conclusion of the Annual General Meeting till the conclusion of the 32nd AGM of the Company to be held in the year 2020(subject to their ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

SPECIAL BUSINESS:

4. **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 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Scheduled IV of the Act, as amended from time to time, Mr. Binod Agrawal (DIN: 07250959), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a period of 5 (five) consecutive years with effect from 01st July, 2015.”

5. **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 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), as amended or re-enacted from time to time, read with Schedule V to the Act, the members hereby approve the appointment and terms of remuneration of Mrs. Vineeta Chiripal as the Managing Director of the Company for the period from 01st July, 2015 to 30th June, 2020, upon which the terms and conditions set out in the Explanatory Statement annexed to the

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Notice convening this meeting, with liberty to the Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the other Directors and Mrs. Vineeta Chiripal.”

“RESOLVED FURTHER THAT Mrs. Vineeta Chiripal be paid remuneration of Rs. 40,000 p.m. as is decided by the Board of Directors of the Company.”

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

“RESOLVED THAT, pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.

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

“RESOLVED THAT, consent of the Company be and is hereby accorded pursuant to section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors, borrowing moneys (apart from temporary loans from time to time obtained from the Company’s bankers in the ordinary course of business) in excess of the aggregate of paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time deem necessary, provided that the sum or sums so borrowed and remaining outstanding at any one time shall not exceed in the aggregate Rs. 500.00 crore (Rupees Five Hundred Crore).

“RESOLVED FURTHER THAT the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalize with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.”

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

“RESOLVED THAT, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification or re-enactment thereof, to the Board of Directors to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the Company’s Units and any other undertaking of the Company wheresoever situated and the whole or substantially the whole of

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any one or more of the said undertakings of the Company, with the right to take over the management and concern of the undertaking(s) whose properties are agreed to be mortgaged and/or charged in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding Rs. 500.00 Crores (Rupees Five Hundred Crores) in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said term loans, debentures or other financial instruments or assistance.”

“RESOLVED FURTHER THAT the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalize with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.”

“RESOLVED FURTHER THAT, any Director of the company be and is hereby authorized to file requisite e-forms with the appropriate authority with in such time and period as may be prescribed”.

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

“RESOLVED THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the members of the Company and Registrar of Companies, Gujarat, to substitute the sub-clauses of clause III (A) of the Memorandum of Association of Company in the following manner:

To carry on the business of establishing, constructing, leasing, franchising, providing, maintaining and conducting, pre-schools, schools, colleges, universities, sports complexes, stadiums and to establish and run in India or abroad educational institutions like school, college, coaching classes, practical training classes, boarding houses, NGO, ashrams, gurukuls, teaching classes, placement services, libraries, hostels, canteens, science and non science stream labs and work shops of all professions and of all allied nature of classes and to conduct courses for under graduate, graduates and post graduate degree and diploma in the subjects and branches of all types of disciplines/faculties such as commerce, hardware, software, computers, science, arts, business management, engineering, science medical industrial, pharmacy, mining, military, music, dance, acting, sports, journalism, and any other field of education and to act as advisors, consultants, promoters, partners or associates for such business and to get affiliated/associated with Indian and/or Foreign Universities, institutes, colleges and grant degrees/diplomas etc on behalf of such affiliated institution, to provide learning solutions and to achieve the object to establish

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and run educational institutions, to conduct and support preparatory classes for all types of competitive exams such as preparation for entry exams of state/central administrative services, MBA entrance exams, MCA entrance exams, Engineering entrance exams, Medical entrance exams, and/or any other pre-entry exams and to conduct practical practices/workshops thereof including distance learning programs with or without electronic media or E-business help and to grant franchise therefore and to run and set up all support facilities for such students including hostels, canteens, mess, enjoyment and recreational facilities and/or to act as advisors, consultants for setting up such institutes/classes and business and other institutions for imparting training, education, and instructions in the fields of education and creative arts and fields incidental and ancillary to the promotion of creative arts through various media forms.

To deliver systems/technology led interactive or otherwise, education to students, corporate, and homes across the globe, setting up learning network centers and education institutions and to building content and design education delivery methods through Television, Computer, Multimedia, Internet, VSAT, DTH, and other Emerging Technologies to source and distribute service relevant to audiences address by the education network.

“RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form in prescribed form to the Registrar of Companies, Gujarat.”

“RESOLVED FURTHER THAT, the certified true copy of the resolution be provided to the concerned authority as and when required under the signature of any of the Directors of the Company for their reference and record.”

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the “Companies Act, 2013”) and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the “Companies Act, 1956”), the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India (“SEBI”) or any other competent authority (collectively, the “Regulatory Authorities”), from time to time, to the extent applicable, including enabling provisions of the listing agreement on SME Exchange to be entered into with the stock exchanges, where the equity shares of company are proposed to be listed (the “Listing Agreements”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as

the "Board"), consent of the members of the Company be and is hereby granted for an initial public offering and Offer For Sale of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot equity shares of the face value of `10/- (Rupees Ten only) (the "Shares") each for an aggregate amount of upto Rs. 30 Crores (Rupees Thirty Crores Only) by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, and to provide for an offer for sale by the existing shareholders of the Company, at its discretion, of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem feet offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Managers ("LM"), so appointed including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) or entities whether incorporated or not, and such other persons in one or more combinations thereof, and/ or any other categories of investors("Initial Public Offer"), which shall include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer and Offer For Sale, in consultation with the LM or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer and Offer For Sale, the Board be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts

that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and Offer For Sale and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer and Offer For Sale, the Board be and is hereby authorised on behalf of the company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the company;

RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the company.”

By Order of the Board of Directors

Date: 03rd August, 2015
Place: Ahmedabad

Vineeta Chiripal Jaiprakash Chiripal
Managing Director Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. Corporate Members intended to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice:

Item No. 4 :

The Board of Directors, at its meeting held on July 01, 2015, appointed Mr. Binod Agrawal as an Additional Director (Independent) under Section 161(1) of the Act. Accordingly, Mr. Binod Agrawal holds office as a director up to the date of the forthcoming Annual General Meeting. It is proposed to appoint him as a Non-executive and Independent Director of the Company for five consecutive years with effect from July 01, 2015 in terms of Section 149 of the Act.

The Company has received a notice along with the deposit of requisite amount under Section 160 of the Act from a member proposing Mr. Binod Agrawal as a candidate for the office of a director of the Company. Mr. Binod Agrawal has confirmed to the Board that he qualifies to be an independent director within the meaning of Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Binod Agrawal fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company. The Directors are of the view that Mr. Binod Agrawal would bring valuable experience and knowledge to the Board and the Company would benefit from his appointment as Director. Accordingly, the Board commends the passing of the Ordinary Resolution.

A copy of the draft letter setting out the terms and conditions of his appointment as Independent Director will be available for inspection by members at the registered office of the Company between 2.00 p.m. and 4.00 p.m. on any working day (Monday to Friday), up to the date of the Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Binod Agrawal, is in any way, concerned or interested, financially or otherwise, in the resolution.

Item No. 5:

Mrs. Vineeta Chiripal was first inducted to the Board at the Board Meeting held on 05th December, 2013. The Board considered and decided to entrust Mrs. Vineeta Chiripal with increased role and responsibility by elevating her as the Managing Director of the Company. The Board accordingly commends the Resolution for approval by the Members. Mrs. Vineeta Chiripal be paid remuneration of Rs. 40,000 p.m. as is decided by the Board of Directors of the Company in accordance with the provisions of Schedule V of the Companies Act, 2013. The Board of Directors will also be at the liberty to alter, vary or revise the remuneration, including commission and the perquisites, from time to time, within the limits prescribed in Schedule V to the Companies Act, 2013 or any amendment or statutory modifications thereto.

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In terms of the provisions of the Companies Act, 2013, consent of the shareholders is required for appointment of Mrs. Vineeta Chiripal as the Managing Director of the Company. The Board recommends the resolution for approval of the members as an ordinary resolution.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the Company.

Item No. 6:

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Indian Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting.

None of the Directors or Key Managerial Personnel and the relatives, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution for the approval of Members.

Item No. 7 and 8:

In terms of the provisions of Section 180(1)(a) and 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company by a special resolution, borrow moneys, apart from temporary loans, in excess of aggregate of the paid up capital and its free reserves (section 180(1)(c)) nor the Board can create security or create mortgages, charges and hypothecations over the assets of the Company which would be required to secure aforesaid borrowings(section 180(1)(a)). The above section 180 of the Companies Act, 2013 corresponds to section 293 of Companies Act, 1956 under which the consent of the Company was required by ordinary resolution. Therefore, it is proposed to increase the limit of such borrowing power of Rs. 500.00 Crores (Rupees Five Hundred Crores Only). The Board recommends the resolution for the approval of the members.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested in the proposed resolution.

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Item No. 9:

The Board of Directors in its meeting held on Monday, 03rd Day of August, 2015 discussed the need of changing the main object of the Company as most of the contracts of the Company are related to providing educational services and the company is providing all the services required to accomplish the object of promoting education. The main object of the Company presently includes the object relating to textiles. However, the Company is not carrying on any activity related to textiles and does not have any plans to venture into the field of textiles. Moreover, with the changing scenario and to make efficient use of the enhanced technology, your Company has decided to carry on the business of education at a larger scale. The proposed business activities can be conveniently and advantageously combined with the existing business of the Company, upon its undertaking.

In order to enable the Company to achieve the above-mentioned object, it is required to alter the Object clause of the Memorandum of Association of the Company so as to include the said business. In terms of Section 13 of the Companies Act, 2013 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, approval of the members is sought for alteration of Object Clause of Memorandum of Association of the Company.

A copy of the existing Memorandum of Association and Article of Association of the Company along with the proposed draft amendments are available for inspection at the Registered Office of the Company on all working days) upto the date of Annual General Meeting. The resolution of the Notice is recommended for your approval.

None of the Directors, Key Managerial Personnel and the relatives of the aforesaid persons of the Company are interested or concerned in the resolution except to the extent of their shareholding in the Company.

Item No. 10:

The Company plans to enhance its equity capital by issuing equity shares of amount not exceeding Rs 30 Crores (Rupees Thirty Crores Only) by way of an IPO as a proactive move to leverage business opportunities and to share its growth with the prospective stakeholders. Accordingly, in terms of the provisions of Section 62(1)(c) of the Companies Act, 2013, approval of the shareholders is sought to raise capital by way of issue of one or more securities as stated in the Resolution. Also, the consent of the Board, be and is hereby accorded to the Company, under Section 28 of the Act, to offer for sale equity shares held by the existing shareholders of the Company.

The Directors recommend the adoption of the Resolution stated at Item No. 10 of the Notice.

No Director is in any way concerned or interested in the Resolution stated in the Notice except to the extent of his/her holding of equity shares and to the extent of his/her subscribing to equity shares if any when issued as also to the extent of subscription by a company in which the Director or his/her relative may be directly or indirectly interested.

By Order of the Board of Directors

Date: 03rd August, 2015

Place: Ahmedabad

Vineeta Chiripal Jaiprakash Chiripal
Managing Director Director

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Details of Directors seeking Appointment / Re – appointment

| Name of Director | Date of Birth | Brief Resume and Nature of Expertise in Functional Area | List of Directorship / Committee Memberships in other Public Companies |
|-------------------------|----------------------|---|---|
| Mr. Jaiprakash Chiripal | 02/11/1959 | He B.Com. from Gujarat University and holds Directorship in Chiripal Poly Films Limited, Chiripal Industries Limited and Shanti Educational Initiatives Limited. Having an experience of around 25 years in the textile industry. He is instrumental in setting up the BOPP Project. I look after Production, Marketing, Human Resource Development of Chiripal Poly Films Limited and I am the key executive for overall supervision of policies laid down by the Board. | <p>Other Directorship:</p> <ul style="list-style-type: none"> ➤ Chiripal Industries Ltd. ➤ NPL Industries Private Ltd. ➤ Vraj Integrated Textile Park Ltd. ➤ Dholi Integrated Spinning Park Ltd. ➤ Chiripal Lifestyle Ltd. ➤ Chiripal Energy Ltd. ➤ Apta Swarnim Gujarat Private Ltd. ➤ Chiripal Polyfilms Ltd. ➤ Narol Textile Infrastructure & Enviro Management ➤ Shanti Polytechnic Foundation ➤ Picasso Flexibles Ltd. ➤ Nandan CorporationLLP ➤ Chiripal Exim LLP ➤ Devkinandan Corporation LLP <p>Committee positions held in Shanti Educational Initiatives Limited:</p> <ul style="list-style-type: none"> ➤ Member – Audit Committee ➤ Chairman – Stakeholders Relationship Committee ➤ Member – Nomination & Remuneration Committee <p>Committee Positions held in other Public Companies: NIL</p> |

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|-----------------------|------------|--|--|
| Mrs. Vineeta Chiripal | 13/05/1980 | <ul style="list-style-type: none"> - She has done BA(Maths) from Lady Shree Ram College, New Delhi in 2002 and Fashion Diploma from NIFT, New Delhi in 2002. - She has also completed MBA (HR) from Symbiosis, Pune and Interior Design from Ex-in Institute, New Delhi in 2001. - She has worked as a Member in AIESEC in the year 2000 and is also actively involved in the activities of Blind Peoples Association. | <p>Other Directorship: NIL</p> <p>Committee positions held in Shanti Educational Initiatives Limited: ➤ Member – Audit Committee</p> <p>Committee Positions held in other Public Companies: NIL</p> |
| Mr. Binod Agrawal | 31/12/1942 | <p>Professor Binod C. Agrawal,(MS 1969, Ph. D, 1970, University of Wisconsin, Madison, USA) is a well known Socio- Cultural Anthropologist and International Communication Expert having reputation of being innovative in Research Methods and Techniques, institution building, management and teaching leadership. Dr. Agrawal was awarded by AIMC Asian Communicatin Award 2009 for his outstanding contribution and leadership to Asian Communication Research. Earlier he received his M.A. , 1963(Anthropolgy) degree from Lucknow University, India and awarded two Gold Medals for being best all-round student and for obtaining highest marks in Masters' thesis.</p> | <p>Other Directorship: NIL</p> <p>Committee positions held in Shanti Educational Initiatives Limited: Chairman – Audit Committee Member – Stakeholders Relationship Committee Member – Nomination and Remuneration Committee</p> <p>Committee Positions held in other Public Companies: NIL</p> |

DIRECTORS' REPORT

TO,
THE MEMBERS
SHANTI EDUCATIONAL INITIATIVES LTD.
AHMEDABAD

Your Directors take pleasure in presenting their report on the business and operations of your Company for the year ended on 31st March, 2015.

FINANCIAL REVIEW:

| FINANCIAL RESULTS | Current Year ended on 31st March, 2015 Amount | Previous Year ended on 31st March, 2014 Amount |
|---|---|--|
| Income | 66674223 | 64567788 |
| Expense | 56877312 | 62996152 |
| Profit before depreciation | 9796911 | 1571636 |
| Less – depreciation | 921936 | 969897 |
| Profit after depreciation | 8874975 | 601739 |
| Less - Current Tax | 2900000 | 120000 |
| Less – Deferred Tax | 156093 | 70793 |
| Add – Provision for I. Tax written back | 0 | 0 |
| Add – Deferred Tax of Earlier Year Written Back | 0 | 0 |
| Add – Deferred Tax Assets for Earlier Year | 0 | 0 |
| Less – Income Tax for Earlier Year | 0 | 0 |
| Profit after taxation | 5818882 | 410944 |
| Depreciation of earlier years | 0 | 0 |
| Balance of profit / (loss) brought forward | 0 | 0 |
| Balance Carried To Balance Sheet | 5818882 | 410944 |

FINANCIAL PERFORMANCE:

Your Company's total income for the year 2014-15 is Rs. 66674223 compared to last year's income of Rs. 64567788. The Profit Before Tax (after depreciation) during the year under review was Rs. 8874975 as compared to previous year's figure of Rs.601739. Your Company has earned Net Profit of Rs. 5818882 against the Net Profit of Rs. 410944 during the previous year. Your Company expects to achieve better performance during the current year.

DIVIDEND:

Your Directors have not recommended any dividend during the year under review.

FIXED DEPOSIT:

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31st March, 2015.

DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return as on March 31, 2015 in the prescribed Form No. MGT-9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as `Annexure A` and forms part of this Report.

BOARD OF DIRECTORS:

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, Mr. Jaiprakash Chiripal, Director of the Company who retires by rotation from the Board of Directors of the Company at the ensuing Annual General Meeting during the year under review, and offers himself for reappointment. Mrs. Vineeta Chiripal appointed as Managing Director of the Company with remuneration of Rs.40,000 p.m.

Mr. Anand Agrawal resigned as an Independent Director with effect from 17th February, 2015 and Mr. Bimal Kumar Balasaria was appointed as an Independent Director from the same date.

After that, Mr. Bimal Kumar Balasaria resigned as an Independent Director from the Board with effect from 01st July, 2015. The Board places on record his appreciation and gratitude for his guidance and valuable contribution during their association with the Company.

Mr. Binod Agrawal and Mrs. Suruchi Saraf were appointed as Additional Directors with effect from 01st July, 2015 and 03rd August, 2015 respectively. Both Additional Directors were appointed in the capacity of Independent Directors. They hold the office upto the date of forthcoming Annual General Meeting and are eligible for appointment as Directors.

Declaration of Independence:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the schedules and rules issued thereunder as well as Clause 49 of the Listing Agreement so as to qualify themselves to be appointed as Independent Directors.

NO. OF BOARD MEETINGS:

During the financial year, six Board Meetings were held on 09th June, 2014, 01st September, 2014, 06th September, 2014, 25th September, 2014, 20th January, 2015 & 17th February, 2015 respectively.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of Companies Act 2013, with respect to the Directors' Responsibility Statement, your directors hereby confirm that:

- (a) In preparation of the Annual Accounts, the applicable accounting standards have been followed. Necessary explanations are given for material departures, if any;
- (b) Such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;
- (c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities;
- (d) The Annual Accounts of the Company have been prepared on a going concern basis.
- (e) The Directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. This will ensure legal compliance in all areas of companies operations.

DIRECTORS' REPORT

Material changes and commitments affecting the financial position of the Company:

The business of the Company has been diversified from textile and related activities to education and other related matters. Therefore, the main object of the company has been changed accordingly except that there have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

STATUTORY AUDITORS:

The Company's Auditors, M/s. Anil S. Shah & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder and being eligible have consented and offered themselves for re-appointment as Statutory Auditors for the financial year 2015-16 for reappointment as Auditors of the Company.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self-explanatory.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall affect the going concern status of the Company's operations.

ADEQUACY OF INTERNAL FINANCIAL CONTROL:

The Company has clearly defined organization structure and lines of authority and sufficient control is exercised through quarterly and annual business review by the Management. The Company has adopted a well-defined system to ensure adequacy and efficacy of the Internal Financial Control function.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Company is not a manufacturing company so there is not much power requirement for its activities. There is no specific investment plan for energy conservation. There is no technology absorption and Company has not incurred any Research and Development expenditure. There is no foreign exchange earnings and outgo during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of loans and investments by the Company to other bodies corporate or persons are given in notes to the financial statements.

TRANSFER TO RESERVES:

The Company proposes to transfer NIL amount to the General Reserve out of the amount available for appropriation.

DIRECTORS' REPORT

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES AS PER COMPANIES ACT, 2013:

The Company has entered into transactions with related parties as defined under section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014. The transactions were carried out in the ordinary course of business and on arm's length basis and in accordance with the provisions of the Companies Act, 2013.

There were no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large, form AOC – 2 is attached as part of the Directors Report.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has a well-defined risk management framework in place. Further, it has established procedures to periodically place before the Board, the risk assessment and management measures.

FIXED DEPOSIT:

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31st March, 2015.

SECRETARIAL AUDITORS AND THEIR REPORT:

The following companies are required to obtain Secretarial Audit Report:

1. Every listed company;
2. Every public company having a paid-up share capital of fifty crore rupees or more; or
3. Every public company having a turnover of two hundred fifty crore rupees or more.

“Turnover” means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year. [Section 2(91)]

The company does not fall under any of the above mentioned categories, hence it need not appoint Secretarial Auditor for the year 2014-2015.

PARTICULARS OF EMPLOYEES:

The Company does not have any employee in the category as specified under Section 217(2A) of the Companies Act, 1956.

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under the provisions of Companies Act, 2013 read with the schedules and rules issued thereunder as well as Clause 49 of the Listing Agreement so as to qualify themselves to be appointed as Independent Directors.

COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board constituted and /or re-constituted its committees. There are currently three Committees of the Board, as follows:

DIRECTORS' REPORT

AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013. The Audit Committee comprises one Non-Executive Independent Director and two Non- Executive Directors who are well versed with financial matters and corporate laws. Further the board has accepted all the recommendations made by the Audit Committee during the year. The members of the Audit Committee are:

Mr. Binod Agrawal - Chairman
Mrs. Vineeta Chiripal - Member
Mr. Jaiprakash Chiripal - Member

VIGIL MECHANISM:

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies(Meeting of Board and its Powers) Rules, 2014 the Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower Policy. Through this policy Directors, Employees or business associates may report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code etc. to the Chairman of the Audit Committee.

ACKNOWLEDGEMENT:

Your Directors place on records their appreciations for the contributions made by the employees at all levels for their dedicated services enabling the Company to achieve a satisfactory performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co-operation and continued support extended by the Company's Bankers, and other business associates.

By Order of the Board of Directors

Date: 03rd August, 2015
Place: Ahmedabad

Vineeta Chiripal Jaiprakash Chiripal
Managing Director Director

ANNEXURE -A TO THE DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2015

FORM NO. MGT-9

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

| | | | |
|--------|-----------------------|--|--|
| i) CIN | U80101GJ1988PLC010691 | | |
|--------|-----------------------|--|--|

| | | | |
|-----------------------|------|-------|------|
| ii) Registration Date | 12 | 5 | 1988 |
| | Date | Month | Year |

| | |
|--------------------------|--|
| iii) Name of the Company | SHANTI EDUCATIONAL INITIATIVES LIMITED |
|--------------------------|--|

| | | |
|-----------------------------|-----------------|---|
| iv) Category of the Company | | |
| 1. | Public Company | ✓ |
| 2. | Private Company | |

| | | |
|-------------------------|------------------------------------|---|
| Sub Category of Company | | |
| 1. | Government Company | |
| 2. | Small Company | |
| 3. | One Person Company | |
| 4. | Subsidiary of Foreign Company | |
| 5. | NBFC | |
| 6. | Guarantee Company | |
| 7. | Limited by Shares | ✓ |
| 8. | Unlimited Company | |
| 9. | Company having Share Capital | |
| 10. | Company not having Share Capital | |
| 11. | Company registered under Section 8 | |

| | |
|--|--|
| v) Address of the Registered Office and Contact Details | |
| Company Name | Shanti Educational Initiatives Limited |
| Address | 283, New Cloth Market |
| Town / City | Ahmedabad |
| State | Gujarat |
| Pin Code | 380002 |
| Country Name | India |
| Country Code | IND |
| Telephone with STD Area Code Number | 079-22162006 |
| Fax Number | - |
| Email Address | dimple@sei.edu.in |
| Website, if any | - |
| Name of the Police Station having jurisdiction where the Registered Office is situated | Kagda Pith Police Station |

ANNEXURE -A TO THE DIRECTORS' REPORT

II. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of your Company shall be stated:

| Name and Description of main products / services | NIC Code of the Product / Service | % to total turnover of the Company |
|--|-----------------------------------|------------------------------------|
| Education & related activities | 80101 | 92.16 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Shanti Educational Initiatives Limited does not have any holding, subsidiary or associate company.

IV. SHAREHOLDING PATTERN (Equity share capital break-up as percentage to total equity)

Category-wise Shareholding

ANNEXURE -A TO THE DIRECTORS' REPORT

| | | | | | | | | | | |
|---|--|---|----------|----------|-------|---|----------|----------|-------|---|
| b. | Individuals: 1) Individual shareholders holding nominal share capital upto Rs. 1 lakh | 0 | 7500 | 7500 | 0.06 | 0 | 7500 | 7500 | 0.06 | 0 |
| | 2) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c. | Others (specify) | | | | | | | | | |
| | 1) Non-Resident Indian | | | | | | | | | |
| | 2) Overseas Corporate Bodies | | | | | | | | | |
| | 3) Foreign Nationals | | | | | | | | | |
| | 4) Clearing Members | | | | | | | | | |
| | 5) Trust | | | | | | | | | |
| | 6) Foreign Bodies | | | | | | | | | |
| Sub-Total (B)(2) | | 0 | 3100000 | 3100000 | 22.14 | 0 | 3100000 | 3100000 | 22.14 | 0 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | | 0 | | | | | | | | |
| C | Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | | 0 | 14000000 | 14000000 | 100 | 0 | 14000000 | 14000000 | 100 | 0 |

ANNEXURE -A TO THE DIRECTORS' REPORT

Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sr. No. | Top 10 Share holders | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|----------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of Shares | % of total Shares of the Company |
| 1 | Devikinandan Corporation LLP | 1250000 | 8.93 | 1223070 | 8.74 |
| 2 | Chiripal Exim LLP | 1250000 | 8.93 | 1298500 | 9.28 |
| 3 | Kautilya Traders Pvt. Ltd. | 347500 | 2.48 | 347500 | 2.48 |
| 4 | Tripoli Management Pvt. Ltd. | - | - | 223430 | 1.6 |
| 5 | Chiripal Textile Mills Pvt. Ltd. | 142500 | 1.02 | - | - |
| 6 | Mijay Subham Contrade Pvt. Ltd. | 102500 | 0.73 | - | - |
| 7 | Sushma Jain | 2500 | 0.02 | 2500 | 0.02 |
| 8 | Devendra Jain | 2500 | 0.02 | 2500 | 0.02 |
| 9 | Gunjan Jain | 2500 | 0.02 | 2500 | 0.02 |

Shareholding of Directors and Key Managerial Personnel:

| Sr. No. | Shareholder's Name | Shareholding at the beginning of the year | | Shareholding at the end of the year | |
|---------|-------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
| | | No. of shares | % of total shares of the Company | No. of Shares | % of total Shares of the Company |
| 1 | Mr. Jaiprakash Chiripal | 700000 | 5.00 | 700000 | 5.00 |
| 2 | Mrs. Vineeta Chiripal | 480000 | 3.43 | 480000 | 3.43 |

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

| Particulars | Secured Loans (excluding deposits) | Unsecured Loans | Deposits | Total Indebtedness |
|-------------|------------------------------------|-----------------|----------|--------------------|
| N.A. | | | | |

ANNEXURE -A TO THE DIRECTORS' REPORT

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Remuneration to Managing Director

| Sr. No. | Name of Managing Director | Designation | Amount |
|---------|---------------------------|-------------------|--|
| 1 | Mrs. Vineeta Chiripal | Managing Director | Rs.4,80,000.00 (Ceiling as per the Act, 5% of the Net Profits of the Company) |

Remuneration to Other Directors

| Sr. No. | Name of Directors | Designation | Amount |
|---------|-------------------|----------------------|--|
| 1 | Mr. Binod Agrawal | Independent Director | Rs.3000 as sitting fees for each meeting (Ceiling as per the Act, 1% of the Net Profits of the Company) |

ANNEXURE B TO THE DIRECTORS' REPORT

FORM AOC – 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:-

| SR. NO | PARTICULARS | APPLICABILITY |
|--------|---|-----------------------|
| 1. | Name(s) of the related party and nature of relationship | NOT APPLICABLE |
| 2. | Nature of contracts/arrangements/transactions | |
| 3. | Duration of the contracts / arrangements/transactions | |
| 4. | Salient terms of the contracts or arrangements or transactions including the value, if any | |
| 5. | Justification for entering into such contracts or arrangements or transactions | |
| 6. | Date(s) of approval by the Board | |
| 7. | Amount paid as advances, if any: | |
| 8. | Date on which the special resolution was passed in general meeting as required under first proviso to section 188 | |

ANNEXURE B TO THE DIRECTORS' REPORT

2. Details of contracts or arrangements or transactions at arm's length basis:

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions | Duration of the contracts /arrange ments/ transactio ns | Salient terms of the contracts or arrangements or transactions including the value, if any: | Date(s) of approval by the Board, if any: | Amount paid as advances, if any: |
|---|---|---|---|---|----------------------------------|
| Chiripal Industries Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Nandan Denim Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Shanti Innovation and Research Foundation | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Nav Srajan Projects Private Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Shanti Exports Private Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Shanti Innovation and Research Foundation | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Shanti Academic and Research Foundation | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Vrindavan Furnishing Private Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Quality Exim Private Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |
| Vishal Fabrics Limited | Sales/ Purchase/ Finance/ Expense/ Outstanding | - | At market price | - | - |

INDEPENDENT AUDITOR'S REPORT

To the Members of Shanti Educational Initiatives Ltd Report on the Financial Statements

We have audited the accompanying financial statements of **Shanti Educational Initiatives Ltd.** which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India,

- i. In the case of the Balance sheet, of the state of affairs of the Company as at March 31, 2015;
- ii. In the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- iii. In the case of Cash Flow Statements, the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditor's report of the Company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection fund by the Company.

For, M/S Anil S shah & Co.,
Chartered Accountants
FRN: 100474W

Anil S Shah
Partner
Membership number: 016613

Place: AHMEDABAD
Date : 03/08/2015

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of Shanti Education Initiative Ltd, ("the Company") on the financial statements for the year ended on 31 March 2015, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. Further we have been informed that reconciliation of assets physically verified with the fixed assets register is in progress and according to information and explanation, given no material discrepancies have been noticed on such verification by the management.
- (b) As per the information and explanation given to us, the management has at reasonable intervals during the year in accordance with a programme of physical verification, has physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (ii) (a) As per the information and explanation given to us, the inventories have been physical verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and as per the information and explanation given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
- (c) On the basis of our examination of the records of inventory, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and books records were not material.
- (iii) The Company has not granted any loans or advances to parties covered in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the receipt of principal and interest are regular and whether reasonable steps for recovery of overdue of such loans are taken does not arise.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of services and goods. During the course of audit, no major weakness has been noticed in the internal controls.
- (v) The Company has not accepted any deposits from public.
- (vi) As per information and explanation given to us the company is not required to maintain the cost records as per the provisions of Companies (Cost Records and Audit) Rules, 2014, hence Clause (vi) of the Companies (Auditor's Report) Order, 2015 is not applicable.
- (vii) (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax, tax deducted at

source, service tax, sales tax, custom duty, excise duty, cess and other statutory dues with the appropriate authorities.

- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, Cess and other material statutory dues were outstanding as at 31 March 2015 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us no amounts which required to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- (viii) The Company has no accumulated losses and has not incurred cash losses during the financial year under the review or in the immediately preceding financial year.
- (ix) Based on our audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of dues to a Financial Institutions, Banks or debenture holders.
- (x) According to information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. In our opinion, the terms and condition of the guarantees given are not prejudicial to the interest of the Company.
- (xi) To the best of our knowledge and belief and according to the information and explanation given to us, no fresh term loans availed by the company during the year under audit.
- (x) Based upon the audit procedures performed and information and explanation given by the management , we report that no fraud has been noticed or reported during the course of our audit.

For, M/s Anil S Shah & Co.,
Chartered Accountants
FRN: 100474W

Anil S. Shah
Partner
M. No.: 016613

Place: Ahmedabad
Date : 03/08/2015

BALANCE SHEET as at MARCH, 2015

SHANTI EDUCATIONAL INITIATIVES LIMITED

BALANCE-SHEET AS ON 31st MARCH,2015

| PARTICULARS | Note | Amount in ` | |
|--|------|------------------|------------------|
| | | CURRENT YEAR | PREVIOUS YEAR |
| I EQUITY AND LIABILITIES | | | |
| A SHARE HOLDERS FUNDS | | | |
| Share Capital | 2 | 140000000 | 140000000 |
| Reserve & Surplus | 3 | 84833343 | 80103065 |
| | | 224833343 | 220103065 |
| B Non-current liabilities | | | |
| (a) Long-term borrowings | 4 | 258568631 | 280399850 |
| (b) Deferred tax liabilities (Net) | | 0 | 0 |
| (c) Other Long term liabilities | 5 | 274170 | 397119 |
| (d) Long-term provisions | 6 | 1998740 | 491305 |
| | | 260841541 | 281288274 |
| C Current liabilities | | | |
| (a) Short-term borrowings | 7 | 0 | 0 |
| (b) Trade payables | 8 | 2311047 | 2930072 |
| (c) Other current liabilities | 9 | 10940270 | 7532036 |
| (d) Short-term provisions | 10 | 4551235 | 3412737 |
| | | 17802552 | 13874845 |
| | | | |
| TOTAL>>>>> | | 503477436 | 515266184 |
| II ASSETS | | | |
| A Non-current assets | | | |
| (a) Fixed assets | 11 | | |
| (i) Tangible assets | | 74471895 | 61156758 |
| (ii) Intangible assets | | 248189 | 148501 |
| (iii) Capital work-in-progress | | 0 | 195500 |
| (iv) Intangible assets under development | | 0 | 0 |
| (b) Non-current investments | 12 | 77730213 | 114116213 |
| (c) Deferred tax assets (Net) | 13 | 279741 | 435834 |
| (d) Long-term loans and advances | 14 | 315257389 | 309595674 |
| (e) Other non current assets | 15 | 7923518 | 197538 |
| | | 475910945 | 485846018 |
| B Current assets | | | |
| (a) Current investments | | 0 | 0 |
| (b) Inventories | 16 | 8311716 | 7795558 |
| (c) Trade receivables | 17 | 7173412 | 11207668 |
| (d) Cash and cash equivalents | 18 | 5074937 | 2547662 |
| (e) Short-term loans and advances | 19 | 5995186 | 7869278 |
| (f) Other current assets | 19A | 1011240 | 0 |
| | | 27566491 | 29420166 |
| | | | |
| TOTAL>>>>> | | 503477436 | 515266184 |

The notes referred to above are an integral part of Profit & Loss Significant Accounting Policies and Notes on Accounts as Note "1"

M/s.ANIL S. SHAH & CO.

Chartered Accountants
Firm Reg. No. 100474W

For, SHANTI EDUCATIONAL INITIATIVES LTD.

ANIL S. SHAH

Partner
(Membership No.016613)

JAIPRAKASH D. CHIRIPAL
DIRECTOR
DIN -00155430

VINEETA V. CHIRIPAL
DIRECTOR
DIN -00155462

JAYESH PATEL
CHIEF FINANCIAL OFFICER

DIMPLE PADHIAR
COMPANY SECRETARY

Place: Ahmedabad
Date: 03/08/2015

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED
ON 31st MARCH. '2015**

| PARTICULARS | Note | Amount in ` | |
|--|------|--------------|---------------|
| | | CURRENT YEAR | PREVIOUS YEAR |
| I. Revenue from operations | | 61448836 | 51686750 |
| Less Excise duty | | 0 | 0 |
| Revenue from operations (net) | 20 | 61448836 | 51686750 |
| II. Other Income | 21 | 5225387 | 12881037 |
| III. Total revenue >>(i+ii) | | 66674223 | 64567787 |
| IV. Expenses | | | |
| (a) Cost of Materials | 22 | 0 | 0 |
| (b) Purchases of stock-in-trade | 23 | 19024198 | 18022393 |
| (c) Changes in inventories of finished goods, work-in-progress | 24 | (516156) | (1277315) |
| (e) Employee benefits expenses | 25 | 22037889 | 30639558 |
| (f) Finance costs | 26 | 21516 | 18255 |
| (g) Depreciation and amortisation expense | 11 | 921936 | 969897 |
| (h) Other expenses | 27 | 16309865 | 15593262 |
| Total expenses >> | | 57799248 | 63966050 |
| V. Profit / (Loss) before exceptional and extraordinary items and tax | | 8874975 | 601737 |
| VI. Exceptional items | | 0 | 0 |
| VII. Profit / (Loss) before extraordinary items and tax | | 8874975 | 601737 |
| VIII. Extraordinary Items | | 0 | 0 |
| IX. Profit / (Loss) before tax | | 8874975 | 601737 |
| X. Tax expense : | | | |
| (a) Current Tax | | 2900000 | 120000 |
| (b) Deferred Tax | | 156093 | 70793 |
| | | 3056093 | 190793 |
| XI. Profit / (Loss) from for the period from continuing operations | | 5818882 | 410944 |
| XII. Profit / (Loss) from discontinuing operations (before tax) | | 0 | 0 |
| XIII. Tax expense of discontinuing operations | | 0 | 0 |
| XIV. Profit / (Loss) from discontinuing operations (after tax) | | 0 | 0 |
| XV. Profit / (Loss) from for the period from continuing operations | | 5818882 | 410944 |
| Earning per equity share [nominal value of 10/- (perivious year-10)] | | | |
| Basic and Diluted | | 0.42 | 0.03 |

The notes referred to above are an integral part of Profit & Loss
Significant Accounting Policies and Notes on Accounts as Note "1"

M/s.ANIL S. SHAH & CO.

Chartered Accountants
Firm Reg. No. 100474W

For, SHANTI EDUCATIONAL INITIATIVES LTD.

ANIL S. SHAH

Partner
(Membership No.016613)

JAIPRAKASH D. CHIRIPAL
DIRECTOR
DIN -00155430

VINEETA V. CHIRIPAL
DIRECTOR
DIN -00155462

JAYESH PATEL
CHIEF FINANCIAL OFFICER

DIMPLE PADHIAR
COMPANY SECRETARY

Place: Ahmedabad
Date:03/08/2015

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH 2015

| PARTICULARS | Current Year | Previous Year |
|---|-------------------|--------------------|
| A. Cash Flow from Operating Activities | | |
| Net Profit After Tax & Exceptional Items | 5818882 | 410946 |
| Adjustments for: | | |
| Reserves & Surplus Dif. Prior Years | 0 | 6399 |
| Depreciation & amortization | 921936 | 969897 |
| Rent Income | (1920000) | (790000) |
| Profit on Sale of Investments | (1152590) | (10687675) |
| Provision for Income Tax | 2900000 | 120000 |
| Deffered Tax | 156093 | 70793 |
| | 905439 | (10310586) |
| Operating Profit Before Working Capital Changes | 6724321 | (9899640) |
| Adjustments for: | | |
| Trade and Other Receivables | 4034256 | 128934713 |
| Inventories | (516158) | (1277879) |
| Trade Payables | (619025) | (176928565) |
| Short term provisions | 1138498 | 668409 |
| Long Term Provisions | 1507435 | 0 |
| Other Long term liabilities | (122949) | 224849 |
| Other current liability | 3408234 | (181866404) |
| Other Current Assets | (1011240) | 0 |
| Other non current assets | (7725980) | 379102 |
| | 93071 | (229865775) |
| Cash Generated from Operations | 6817392 | (239765415) |
| Income Taxes | 2900000 | 120000 |
| Net Cash Generated by Operating Activities | 3917392 | (239885415) |
| B. Cash Flow from Investing Activities: | | |
| Purchase of Fixed Assets (Including Intangible Asset) | (15425365) | (429403) |
| Non Current Investment | 36386000 | 18601 |
| Rent Income | 1920000 | 790000 |
| Capital Work In Progress | 195500 | (8500) |
| Sale/Transfer of Fixed Assets | 0 | 2468806 |
| Profit on Sale of Investments | 1152590 | 10687675 |
| Net Cash Generated by / (used in) Investing Activities | 24228725 | 13527179 |
| C. Cash Flow from Financing Activities: | | |
| Increase/decrease in Long Term Borrowings | (21831219) | 277899850 |
| Increase/Decrease in Short Term Loans & Adv. | 1874092 | (4226641) |
| Increase/Decrease in Long term Loans Advances | (5661715) | (50190092) |
| Net Cash Generated by / (used in) Finance Activities | (25618842) | 223483117 |
| Net (Decrease) / Increase in Cash and cash equivalents | 2527275 | (2875119) |
| Opening Cash and Cash Equivalent | 2547662 | 5422781 |
| Cash & Cash Equivalents at the end of the period | 5074937 | 2547662 |

As per our Report of even date annexed herewith

For, M/s. Anil S. Shah & Co.

Chartered Accountants

FRN. 100474W

Anil S. Shah

Partner

M.No.:016613

Place: Ahmedabad

Date: 03/08/2015

For, Shanti Educational Initiatives Ltd.

JAIPRAKASH D. CHIRIPAL

DIRECTOR

DIN -00155430

VINEETA V. CHIRIPAL

DIRECTOR

DIN -00155462

Jayesh Patel
Chief Financial Officer

Dimple Padhiar
Company Secretary

SHANTI EDUCATIONAL INITIATIVES LTD.

NOTE - 2
Share Capital

| PARTICULARS | Amount in | |
|---|---------------------|---------------------|
| | 31.03.2015 | 31.03.2014 |
| AUTHORISED | | |
| 30000000 Equity Shares of Rs.10/- each (Previous Year 30000000 Shares) | 30,00,00,000 | 30,00,00,000 |
| | <u>30,00,00,000</u> | <u>30,00,00,000</u> |
| ISSUED, SUBSCRIBED AND PAID-UP | | |
| 14000000 Equity Shares of Rs.10/- each fully paid up (Previous Year 14000000 Shares) | 14,00,00,000 | 14,00,00,000 |
| Total | <u>14,00,00,000</u> | <u>14,00,00,000</u> |

2.1 The reconciliation of the number of shares outstanding is set out below

| Particulars | As at 31st March,2015 | As at 31st March,2014 |
|--|-----------------------|-----------------------|
| | No.of Shares | No.of Shares |
| Equity Shares at the beginning of the year | 14000000 | 14000000 |
| Add: Shares issued | 0 | 0 |
| Less : Shares cancelled | 0 | 0 |
| Equity: Shares at the end of the year | 14000000 | 14000000 |

2.2 Terms attached to Equity Share

The Company has only one class of Equity Shares having a par value of Rs.10/- per share. Each holder of Equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of the equity shares would be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of the equity shares held by the shareholders.

2.3 The details of Shareholders holding more than 5%shares

| Sr.No. | Name of Shareholders | As at 31st March, 2015 | | As at 31st March, 2014 | |
|--------|-----------------------------|------------------------|--------|------------------------|--------|
| | | No. of Shares | % held | No. of Shares | % held |
| 1 | Jaiprakash D. Agrawal | 700000 | 5.00% | 700000 | 5.00% |
| 2 | Vedprakash D Agrawal | 850000 | 6.07% | 850000 | 6.07% |
| 3 | Brijmohan D Agrawal | 800000 | 5.71% | 800000 | 5.71% |
| 4 | Manju J Agrawal | 800000 | 5.71% | 800000 | 5.71% |
| 5 | Urmila J Agrawal | 750000 | 5.36% | 750000 | 5.36% |
| 6 | Priti B Agrawal | 800000 | 5.71% | 800000 | 5.71% |
| 7 | Ronak Agrawal | 1000000 | 7.14% | 1000000 | 7.14% |
| 8 | Vansh Chiripal | 1000000 | 7.14% | 1000000 | 7.14% |
| 9 | Chiripal Exim LLP | 1298500 | 8.49% | 1250000 | 8.93% |
| 10 | Devkinandan Corporation LLP | 1223070 | 7.99% | 1250000 | 8.93% |
| 11 | Vishal Chiripal | 800000 | 5.71% | 800000 | 5.71% |
| 12 | Dipak Chiripal | 840000 | 6.00% | 840000 | 6.00% |
| 13 | Savitridevi D Chiripal | 950000 | 6.79% | 950000 | 6.79% |

2.4 As per the records of the Company including its Register of Shareholder/members, the above shareholding represent both legal & beneficial ownership of the shares

NOTE - 3
Reserve & Surplus

| PARTICULARS | Amount in ` | |
|---|-------------------|-------------------|
| | CURRENT | PREVIOUS |
| | YEAR | YEAR |
| A <u>GENERAL RESERVE</u> | | |
| Balance Brought Forward | 145,000 | 145,000 |
| Total | 145,000 | 145,000 |
| B <u>PROFIT & LOSS ACCOUNT</u> | | |
| Balance Brought Forward | 32,502,065 | 32,091,120 |
| Less : Retained Earning (Refer Note No. 11.1) | (1,088,604) | 0 |
| Add : Profit/(loss) for the year | 5,818,882 | 410,945 |
| | 0 | 0 |
| Total | 37,232,343 | 32,502,065 |
| C <u>SECURITY PREMIUM RESERVE</u> | | |
| Balance Brought Forward | 47,456,000 | 47,456,000 |
| Add : During the year | 0 | 0 |
| Total | 47,456,000 | 47,456,000 |
| TOTAL (A+B+C+D) | 84,833,343 | 80,103,065 |

NOTE - 4
Long-Term Borrowing

| | | |
|--|--------------------|--------------------|
| 4.A SECURED TERM LOANS | 0 | 0 |
| 4.B OTHER SECURED LOANS FROM BANK | 0 | 0 |
| Total | 0 | 0 |
| 4.C UNSECURED | | |
| From Others | 49,290 | 118,706,125 |
| From Related parties - InterCorporate | 146,019,341 | 71,693,725 |
| From others - Intercorporate | 112,500,000 | 90,000,000 |
| Total | 258,568,631 | 280,399,850 |
| TOTAL (A+B+C) | 258,568,631 | 280,399,850 |

NOTE - 5
Other Long-Term Liabilities

| | | |
|-------------------------------------|----------------|----------------|
| -Sundry Creditors for Capital Goods | 274,170 | 397,119 |
| Total | 274,170 | 397,119 |

Note 5.1 : Balance confirmation not called for, are subject to confirmation and reconciliation, if any.

Note 5.2 : In absence of available information regarding suppliers / buyers fall within definition of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, the amount outstanding and interest due thereon to Micro, Small and Medium Enterprises is not ascertainable as on Balance Sheet date.

NOTE - 6
Long-Term Provisins

| | | |
|--|------------------|----------------|
| -Provision for Gratuity (Refer Note No. 6.1) | 1,998,740 | 491,305 |
| Total | 1,998,740 | 491,305 |

Note 6.1: Benefits : Defined plan and long term employment benefit**Gratuity (Defined Benefit Plan)**

The following tables summarise the components of net benefit expenses recognized in statement of Profit and Loss and the funded status and amounts recognized in the balance sheet for the respective plans

Net Employee benefit expense (recognized in employee cost)

| Particulars | | |
|--|---------|----------|
| Current Service Cost | 289970 | 265784 |
| Interest Cost | 54869 | 40287 |
| Expected Return on Plan assets | 0 | 0 |
| Net actuarial (gain)/loss recognized in the year | 1054564 | (196221) |
| Prior Year Change | 0 | 2527 |
| Net Benefit Exp. | 1399403 | 491305 |

Details of Provision for Gratuity

| Particulars | | |
|--|---------|--------|
| Defined benefit obligation | 1399403 | 112377 |
| Fair Value of Plan Assets | 0 | 0 |
| | 1399403 | 112377 |
| Less : Un recognized past service cost | 0 | 0 |
| Liability/(Assets) recognized in the Balance sheet | 1399403 | 112377 |

Changes in the present value of the defined benefit obligation are as follows

| Particulars | | |
|-------------------------------------|---------|---------|
| Opening defined benefit obligation | 603682 | 491305 |
| Interest cost on benefit obligation | 54869 | 40287 |
| Current year service cost | 289970 | 265784 |
| Prior year charge | 0 | 2527 |
| Benefits Paid | 0 | 0 |
| Actuarial gains/(losses) | 1054564 | -196221 |
| Closing fair value of plan assets | 2003085 | 603682 |

Changes in the fair value of plan assets are as follows

| Particulars | | |
|-----------------------------------|---|---|
| Opening fair value of plan assets | 0 | 0 |
| Expected Return | 0 | 0 |
| Contributions by employer | 0 | 0 |
| Benefits paid | 0 | 0 |
| Actuarial gains/(losses) | 0 | 0 |
| Closing fair value of plan assets | 0 | 0 |

The principal actuarial assumption used in determining the Gratuity for the Company's plan are as under

| Particulars | | |
|-------------------------------|-------|-------|
| Discount Rate | 7.80% | 9.10% |
| Salary Growth Rate | 6.00% | 6.00% |
| Rate of return of plan assets | NA | NA |

NOTE - 7**Short-Term Borrowings**

| | | |
|------------------|---|---|
| SECURED | 0 | 0 |
| UNSECURED | 0 | 0 |
| Total | 0 | 0 |

NOTE - 8
Trade Payables

| PARTICULARS | Amount in ` | |
|-----------------------------|------------------|------------------|
| | CURRENT | PREVIOUS |
| | YEAR | YEAR |
| -Sundry Creditors for Goods | 2,311,047 | 2,930,072 |
| | 0 | 0 |
| Total | <u>2,311,047</u> | <u>2,930,072</u> |

Note 8.1 In absence of available information regarding suppliers / buyers fall within definition of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, the amount outstanding and interest due thereon to Micro, Small and Medium Enterprises is not ascertainable as on Balance Sheet date.

Note 8.2 : Balance confirmation not called for, are subject to confirmation and reconciliation, if any

NOTE - 9
Other Current Liabilities

| | | |
|--|-------------------|------------------|
| Statutory remittances (Contributions to PF and ESIC, Withholding Taxes, Excise Duty, VAT, Service Tax, etc.) | 1,133,867 | 3,642,505 |
| Balance sheet Dif | -1,635 | 561 |
| Advances from customers (Others) | 6,536,253 | 0 |
| Sundry Others Liabilities | 10,505 | 0 |
| -Sundry Creditors for Expenses (Others) | 2,575,703 | 3,888,970 |
| -Sundry Creditors for Expenses (Related Party) | 685,577 | 0 |
| Total | <u>10,940,270</u> | <u>7,532,036</u> |

NOTE - 10
Short-term Provisions

| | | |
|------------------------|------------------|------------------|
| -Salary payable | 825,569 | 2,353,803 |
| -Bonus payable | 596,772 | 676,216 |
| -Expenses others | 104,549 | 262,718 |
| Provision For Taxation | 3,020,000 | 120,000 |
| Provision For Gratuity | 4,345 | 0 |
| Total | <u>4,551,235</u> | <u>3,412,737</u> |

SHANTI EDUCATIONAL INITIATIVES LIMITED

NOTE - 11

FIXED-ASSETS

| ASSETS | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | | |
|---|---------------------|-----------------|----------------------|----------------------|---------------------|---------------|-------------------------|-------------------|----------------------|----------------------|----------------------|
| | As at April 1, 2014 | Additions | Deductions/ Transfer | As at March 31, 2015 | As at April 1, 2014 | Additions | Deductions/ adjustments | Retained Earnings | As at March 31, 2015 | As at March 31, 2015 | As at March 31, 2014 |
| Land (Refer Note No. 11.2) | 46464410 | 14975605 | 0 | 61440015 | 0 | 0 | 0 | 0 | 0 | 61440015 | 46464410 |
| Building (Mumbai Office) (Refer Note No. 11.3) | 14248269 | 0 | 0 | 14248269 | 2285511 | 229599 | 0 | 0 | 2515110 | 11733159 | 11962758 |
| Plant & Machinery | 904393 | 0 | 0 | 904393 | 463344 | 70882 | 0 | 0 | 534226 | 370167 | 441049 |
| Air condition | 790759 | 0 | 0 | 790759 | 549141 | 32674 | 0 | 110894 | 692709 | 98050 | 241618 |
| Furniture & Fixture | 6725070 | 8200 | 0 | 6733270 | 5549531 | 84048 | 0 | 598457 | 6232036 | 501234 | 1175539 |
| Intangible Assets | 368138 | 254686 | 0 | 622824 | 219638 | 71048 | 0 | 83949 | 374635 | 248189 | 148500 |
| Computer Fix | 1652496 | 95519 | 0 | 1748015 | 1014330 | 306557 | 0 | 273209 | 1594097 | 153918 | 638166 |
| EPBX System | 67500 | 0 | 0 | 67500 | 51125 | 0 | 0 | 13000 | 64125 | 3375 | 16375 |
| Office Equipment | 64343 | 91355 | 0 | 155698 | 39866 | 43371 | 0 | 2378 | 85615 | 70083 | 24477 |
| Fax machine | 34000 | 0 | 0 | 34000 | 25989 | 2574 | 0 | 0 | 28563 | 5437 | 8011 |
| Mobile | 13500 | 0 | 0 | 13500 | 6109 | 0 | 0 | 6716 | 12825 | 675 | 7391 |
| Cycle Display | 401900 | 0 | 0 | 401900 | 250536 | 74147 | 0 | 0 | 324683 | 77217 | 151364 |
| Internet Tower | 28392 | 0 | 0 | 28392 | 2792 | 7036 | 0 | 0 | 9828 | 18564 | 25600 |
| TOTAL >>>> | 71763170 | 15425365 | 0 | 87188535 | 10457912 | 921936 | 0 | 1088604 | 12468452 | 74720083 | 61305258 |
| Work in Progress | | | | | | | | | | | |
| Trade Mark | 195500 | 0 | 195500 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 195500 |
| TOTAL >>>> | 195500 | 0 | 195500 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 195500 |
| Sub Total | 71958670 | 15425365 | 195500 | 87188535 | 10457912 | 921936 | 0 | 0 | 12468452 | 74720083 | 61500758 |
| PREVIOUS YEAR | 73989574 | 429403 | 2468806 | 71763171 | 9488015 | 969897 | 0 | 0 | 10457912 | 61500758 | 64501559 |

Note 11.1 : Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives specified in Schedule II. According to the unamortized carrying value is being depreciated/amortised over the revised / remaining useful lives. The written down value of fixed assets whose lives have expired as at 1st April 2014 have been adjusted net of tax, in the opening balance of Profit and Loss Account amounting to Rs. 1088604/-

Note 11.2 : Land at surat Rs. 19090890/- (At Cost) given as additional collateral security for credit facility availed by others. (Refer Note No. 28.3(1))

Note 11.3 : Office at Mumbai mortgaged as security for credit facility availed by director and director's relatives. (Refer Note No.28.3(3))

NOTE-12
Non Current Investments

| PARTICULARS | Amount in ` | |
|---|-------------------|--------------------|
| | CURRENT | PREVIOUS |
| | YEAR | YEAR |
| Investment | | |
| Long Term Investments Other than Trade | | |
| INVESTMENT IN IMMOVABLE PROPERTY | | |
| Flat at Ashok Tower at Mumbai (Refer Note No.28.3(2)) | 29,302,269 | 29,302,269 |
| Flat No. CTS 274 at Greenwoods Co-Op. Hou. Soc. Ltd at Mumbai | 4,104,673 | 4,104,673 |
| Office at House No. D, 21st Century Business Centre at Surat | 1,603,200 | 1,603,200 |
| Land at Plot No. 22,23,24,25 at Narol | 10,154,000 | 0 |
| QUOTED SHARES (At Cost) Other | | |
| 34900(P.Y. 34900) Equity Shares of GSL Nova Petrochemicals Ltd. | 283,396 | 283,396 |
| 47850(P.Y. 95700) Rs. 10/- (P.Y. Rs. 5/-) Equity Shares of CIL Nova Petrochemicals Ltd. | 283,396 | 283,396 |
| UNQUOTED SHARES (At Cost) Other | | |
| Nil(P.Y. 266600) Equity Shares of CIL | 0 | 39,990,000 |
| Nil(P.Y. 50000) Equity Shares of HIPL | 0 | 500,000 |
| 383828 (P.Y. 383828) Equity shares of Kautilya Traders P.Ltd | 3,838,280 | 3,838,280 |
| 960000(P.Y. 960000) Equity Shares of Navsarjan Proj. Pvt. Ltd | 24,000,000 | 24,000,000 |
| 25000 (P.Y. 25000) Equity shares of Dindayal Pcessors Pvt Ltd | 1,125,000 | 1,125,000 |
| Nil (P.Y. 25000) Equity Shares of DIPL | 0 | 350,000 |
| 25000(P.Y. 25000) Equity Shares of DPPL | 250,000 | 250,000 |
| Nil(P.Y. 19000) Equity shares of PCPL | 0 | 190,000 |
| Nil(P.Y. 15000) Equity Shares of Hexa International P.Ltd | 0 | 3,750,000 |
| 5000(P.Y. 5000) Equity Shares of Quality Exim Pvt Ltd | 250,000 | 250,000 |
| 26000(P.Y. 26000) Equity shares of Sparrow Exports Pvt Ltd | 0 | 260,000 |
| 109100 (P.Y. 109100) Equity Shares of Vijay Shubham Contrade P.Ltd | 1,091,000 | 1,091,000 |
| Nil (P.Y. 30000) Equity Shares of Somnath Weaving Pvt. Ltd. | 0 | 1,500,000 |
| 19500(P.Y. 19500) Equity Shares of BPPL | 195,000 | 195,000 |
| 25000(P.Y. 25000) Equity shares of Quality Exim Pvt Ltd | 1,250,000 | 1,250,000 |
| Total | 77,730,213 | 114,116,213 |
| 1. Aggregate value of Unquoted Investmetns | 31,999,280 | 78,539,280 |
| 2. Market Value of Quoted Investment | 1,882,305 | 2,364,543 |
| 3. Aggregate Value of Quoted Investment | 566,791 | 566,791 |

NOTE-13
Deferred tax assets (Net)

| | | |
|---|----------------|----------------|
| Deferred Tax Liability (Refer Note 36) | 0 | 0 |
| Deffered tax asses (Refer Note 36) | 279,741 | 435,834 |
| Total | 279,741 | 435,834 |

NOTE - 14
Long-term loans and advances

| | | |
|--|--------------------|--------------------|
| Advance for Capital Asset | 314,257,389 | 308,186,220 |
| Loans and Advances to Related parties - Others | 0 | 409,454 |
| Loans and Advances to Others | 1,000,000 | 1,000,000 |
| Total | 315,257,389 | 309,595,674 |

Note 14.1 : The Company has advanced money for acquisition/purchase of assets as per MOU executed and terms and condition stated there in. (Refer Note No. 28.2)

| PARTICULARS | Amount in ` | |
|-------------|-------------|----------|
| | CURRENT | PREVIOUS |
| | YEAR | YEAR |

NOTE-15

Other non current assets

| | | |
|-----------------------------------|------------------|----------------|
| Unsecured, considered good | | |
| Trade receivable - Others | 7,879,018 | 153,038 |
| Less: Provision for Doubtful | 0 | |
| Deposits | 44,500 | 44,500 |
| Total | 7,923,518 | 197,538 |

Note 15.1 : Balance confirmation not called for, are subject to confirmation and reconciliation, if any

NOTE -16

Inventories

(As taken valued & Certified by the Directors)

Traded Goods

| | | |
|--|------------------|------------------|
| Franchisee Material (At Cost or Market value which ever lower) | 8,311,716 | 7,795,558 |
| Total | 8,311,716 | 7,795,558 |

NOTE-17

Trade Receivables

| | | |
|--------------------------------------|------------------|-------------------|
| (UnSecured Considered Good) | | |
| Exceeding Six months Due from Others | 3,868,832 | 9,680,795 |
| Exceeding Six months Related Party | 0 | |
| Other Debtors | 3,304,580 | 1,526,873 |
| Debtors due from Related Party | 0 | |
| Less: Provision for Doubtful | 0 | 0 |
| Total | 7,173,412 | 11,207,668 |

Note 17.1 : Balance confirmation not called for, are subject to confirmation and reconciliation, if any

NOTE-18

Cash and Cash Equivalents

| | | |
|-----------------------|------------------|------------------|
| Cash on Hand | 101,669 | 136,621 |
| Balances with Banks : | | |
| In Current Account | 4,973,268 | 2,411,041 |
| Total | 5,074,937 | 2,547,662 |

NOTE-19

Short-term Loans and Advances

| | | |
|-----------------------|------------------|------------------|
| TDS Receivables | 697,024 | 645,424 |
| Advances to Suppliers | 2,469,479 | 4,436,243 |
| Advances & Deposits | 2,828,683 | 2,787,611 |
| Total | 5,995,186 | 7,869,278 |

NOTE-19 A

Other Current Assets

| | | |
|----------------------|----------------|----------|
| Rent due from Others | 1,011,240 | 0 |
| Total | 1011240 | 0 |

| PARTICULARS | Amount in ` | |
|-------------|-------------|----------|
| | CURRENT | PREVIOUS |
| | YEAR | YEAR |

NOTE-20
Revenue from operations

| | | |
|-------------------|-------------------|-------------------|
| Training Income | 923,900 | 4,596,650 |
| Sales | 30,766,020 | 25,575,608 |
| Royalty Income | 14,527,041 | 11,395,369 |
| Franchisee Income | 15,231,875 | 10,119,123 |
| Total | 61,448,836 | 51,686,750 |

NOTE - 21
Other Income

| | | |
|------------------------------|------------------|-------------------|
| Sundry balance writtern off | 426,856 | 14,659 |
| Training charges | 0 | 447,500 |
| Rent | 1,920,000 | 790,000 |
| Foreign exchange fluctuation | -7,805 | 12,689 |
| Profit on sale of Investment | 1,152,590 | 10,687,675 |
| Cycle Display income | 0 | 0 |
| Misc Income | 1,733,747 | 928,514 |
| Total | 5,225,387 | 12,881,037 |

NOTE - 22
Cost of Materials

| | | |
|------------------|----------|----------|
| Cost of Material | 0 | 0 |
| Total | 0 | 0 |

NOTE - 23
Purchases of stock-in-trade

| | | |
|--------------|-------------------|-------------------|
| Purchses | 19,024,198 | 18,022,393 |
| Total | 19,024,198 | 18,022,393 |

NOTE - 24
CHANGES OF INVENTORIES OF FINISHED GOODS,WORK IN PROGREE AND STOCK-IN-TRADE

Inventories at the end of the year:

| | | |
|----------------|------------------|------------------|
| Stock-in-trade | 8,311,714 | 7,795,558 |
| | <u>8,311,714</u> | <u>7,795,558</u> |

Inventories at the beginning of the year:

| | | |
|----------------|------------------|------------------|
| Stock-in-trade | 7,795,558 | 6,518,243 |
| | <u>7,795,558</u> | <u>6,518,243</u> |
| Total | (516156) | (1277315) |

NOTE - 25
Payment to Employees

| PARTICULARS | Amount in ` | |
|---|-------------------|-------------------|
| | CURRENT | PREVIOUS |
| | YEAR | YEAR |
| -Salaries, Wages, Bonus & P.F. etc. | 20,306,736 | 30,484,198 |
| Contributions to provident funds | 20,058 | 15,123 |
| -Gratuity A/c. (Reffer Note no.6 and 25.1) | 1,511,780 | 0 |
| -Staff Welfare | 199,315 | 140,237 |
| Total | 22,037,889 | 30,639,558 |

Note No 25.1 : Gratuity includes Rs. 112377/- of F.Y. 2013-14.

NOTE - 26
Financial Expenses

| | | |
|---------------------------|---------------|---------------|
| Bank Charges & Commission | 21,516 | 18,255 |
| Total | 21,516 | 18,255 |

NOTE - 27
Other Expenses

| | | |
|-------------------------------|---------|-----------|
| Lorry Freight | 413,875 | 417,699 |
| Electric charges | 485,974 | 360,075 |
| Rent Exp | 855,700 | 1,085,850 |
| Software development | 0 | 105,353 |
| Commission exp | 21,676 | 35,225 |
| Repairs & Maintenance Others | 152,956 | 342,801 |
| Inspection Charges | 158,813 | 221,606 |
| Interst On Statutory Payments | 493,317 | 127,440 |

Administration & Selling and Distrubution Exp.

| | | |
|----------------------------------|-------------------|-------------------|
| -Rent, Rates & Taxes (Net) | 107,336 | 118,197 |
| -Stationery & Printing | 146,655 | 383,581 |
| -Audit Fees | 34,200 | 0 |
| -Conveyance | 465,724 | 465,569 |
| -Travelling Expenses | 2,653,113 | 2,928,772 |
| -Insurance | 4,317 | 11,106 |
| -Telephone & Internet | 631,442 | 619,073 |
| -Transportation | 21,090 | 54,923 |
| -Miscellaneous Expenses | 87,299 | 350,624 |
| -Referral Charges | 8,700 | 346,620 |
| -Consultancy | 460,242 | 17,648 |
| -Legal Expenses | 32,871 | 238,061 |
| -Postage | 90,673 | 89,540 |
| Pantry & canteen exp | 481,842 | 173,651 |
| Franking charges | 20,200 | 16,050 |
| Office exp | 127,217 | 107,780 |
| Prior Period | 27,575 | 51,363 |
| Cycle Exp / Job Consultancy Exp. | 406,890 | 80,055 |
| Vat paid exp | 51,197 | 58,972 |
| Computer exp | 45,375 | 17,270 |
| Mis Exp | 33,667 | 0 |
| Training exp | 156,703 | 35,696 |
| Web development exp | 95,611 | 10,593 |
| Advertiesment & Sales Promotion | 7,537,615 | 6,722,069 |
| Total | 16,309,865 | 15,593,262 |

Payments to the Auditor's

(i) Payments to the auditors comprises

| | | |
|-------------------------------|---------------|----------|
| As auditors - statutory audit | 22,800 | 0 |
| Income Tax | 11,400 | 0 |
| Company Law matter | 0 | 0 |
| Total | 34,200 | 0 |

NOTES forming part of Financial Statements

Note : 28 Contingent Liabilities and Commitments

1. Not Provided for in the Accounts for Corporate Guarantees:-

(Rs. In Crores)

| Particulars | 31 st March 2015 | 31 st March 2014 |
|---|-----------------------------|-----------------------------|
| In respect of Corporate Guarantee Given | 83.19 | 73.64 |

2. The estimated amount of contract remaining to be executed on capital account, is not ascertainable in view of terms and conditions of MOU. (Refer Note : 14.1)

3. The company has given its property as additional collateral security/mortgaged to financial institution for credit facilities availed stated as below,

| Sr. No. | Property | Value of Asset at Cost (Rs.) | In favor of | Credit Facility Rs.(in Crore) |
|---------|--|------------------------------|---|-------------------------------|
| 1 | Land at Surat (Refer Note No.11.2) | 19090890 | Milestone Educom Trust | 9.55 |
| 2 | Flats at Ashok Tower (Refer Note No. 12) | 29302269 | Shanti Shirting Pvt. Ltd. & Dwarka Knitting Pvt. Ltd. | 66.14 |
| 3 | Office at Mumbai (Refer Note : 11.3) | 14248269 | Director and Relative of Director | 7.50 |

Note: 29 Provision for current year's income tax aggregating Rs.2900000/- (P. Y. Rs. 120000/-) has been made on estimated basis for the accounting year ended on 31.03.2015. The actual tax liabilities of the company will be determined on the basis of taxable income of the company for F.Y 2014-15.

Note: 30 Expenses includes following payments to Directors

Employment cost include managerial remuneration paid / payable during the year in accordance with the provisions Companies Act, 2013.

| <u>Remuneration to Directors:-</u> | 2014-15 | 2013-14 |
|------------------------------------|------------|------------|
| Managerial Remuneration | NIL | NIL |
| Contribution to Provident Fund | <u>NIL</u> | <u>NIL</u> |
| | NIL | NIL |
| | === | === |

NOTES forming part of Financial Statements

Note: 31

Earning per share

| Particular | 2014-2015 | 2013-2014 |
|---|-----------|-----------|
| (a) Net Profit after tax available for Equity Share Holders | 5818882 | 410945 |
| (b) Weighted Avg. No. of shares used as denominator for Calculation of Basic EPS on shares of Rs. 10 each.(P.Y. per share value @ Rs. 10/-) | 14000000 | 14000000 |
| Basic/Diluted Earning per shares (a/b) | 0.42 | 0.03 |

Note: 32

Related Party

The Company has identified the following related parties under Accounting standard – 18 on related parties, issued by the institute of chartered accountants of India.

a) Other related parties with whom transaction have taken place during the year Associates /Enterprise which has significant influence

- i. CHIRIPAL INDUSTRIES LTD
- ii. NANDAN EXIM LTD
- iii. NAVSARJAN PROJECTS LTD
- iv. SHANTI EXPORTS P.LTD
- v. SHANTI INNOVATION & RESEARCH FOUNDATION
- vi. VRUNDAVAN FURNISHING PVT. LTD.
- vii. QUALITY EXIM PVT. LTD.
- viii. VISHAL FABRICS LIMITED
- ix. SATRAMA TRADING LLP
- x. SHANTI ACADEMIC RESEARCH FOUNDATION

b) Key Management Personnel

- i. JAIPRAKASH D. CHIRIPAL
- ii. VINEETA V. CHIRIPAL

NOTES forming part of Financial Statements

c) The Related Party Transactions are under: -

| Sr. No. | NATURE OF TRANSACTIONS | ASSOCIATES COMPANIES | HOLDING COMPANY | KEY MANAGEMENT PERSONAL |
|---------|--|--|---------------------------------------|---------------------------------------|
| 1 | SALES GOODS AND SERVICES | NIL (NIL) | - | - |
| 2 | Purchase GOODS AND SERVICES | NIL (NIL) | - | - |
| 3 | FINANCE DEPOSITS GIVEN DEPOSITS ACCEPTED | Nil (715775) 202094500 (79158380) | - - - | - - - |
| 4 | EXPENSES RENT & MAINTENANCE | 668445 (134832) | - | - |
| 5 | OUTSTANDING RECEIVABLES DEBTORS DEPOSITS TAKEN DEPOSITS GIVEN TRADE PAYABLES ADVANCE FOR CAPITAL ASSET | NIL (NIL) 146019341 (190399850) Nil (409454) 685577 (NIL) 11497289 (11294591) | - - - - - | - - - - - |

Note: 33 **Deferred Taxes**

In accordance with the Accounting Standard 22 "Accounting for Taxes on Income issued by the ICAI, the company has accounted for deferred taxes during the year.

NOTES forming part of Financial Statements

Following are the major components of Deferred Tax Asset/(Liabilities) :

| Component | Opening Balance as on 01/04/2014 | Current year Amount of DTA/(DTL) | Closing balance of DTA/(DTL) as on 31/03/2015 |
|--|----------------------------------|----------------------------------|---|
| Account of Depreciation | 50737 | 311047 | 361784 |
| Account of Gratuity | NIL | (467140) | (467140) |
| Account of Disallowance u/s. 40(a)(ia) | 115510 | NIL | 115510 |
| Account of Bonus | 269587 | NIL | 269587 |
| Total | 435834 | (156093) | 279741 |

Tax Impact for the above purpose has been arrived by applying a tax rate of 30.90% being the rate prevailing for the Indian Companies under the Income Tax Act, 1961

Note: 34 **Impairment of assets**

The company has not recognized any loss on impairment in respect of assets of the Company as is required in terms of Accounting Standard 28 on Impairment of Assets issued by The Institute of Chartered Accountants of India, since in the opinion of the management the reduction in value of any assets, to the extent required, has already been provided for in the books.

Note: 35 **Value of Imported/Indigenous Stores Spares and Components Consumed.**

| Class of Goods | 2014-15 | | 2013-14 | |
|---------------------|---------|-------|---------|-------|
| | | Value | | Value |
| A) Indigenous Goods | | NIL | | NIL |
| B) Imported Goods | | NIL | | NIL |

(Quantity details are not available as there are different types of units)

Note: 36 **Earning / Expenditure in Foreign Currency 2014-15** **2013-14**

| | | |
|--|-----|-----|
| A. Expenditure in foreign currency during the Financial year on account of royalty, know-how, Professional consultation fees, interest and Other matters | NIL | NIL |
|--|-----|-----|

NOTES forming part of Financial Statements

| | | |
|--|---------|---------|
| a) Foreign Bank Charge & Commission | NIL | NIL |
| b) Foreign Traveling | NIL | NIL |
| c) Advertisement | NIL | NIL |
| B. Value of Imports on C.I.F. basis in respect of | | |
| Import Purchase | 3020002 | 1178645 |
| Advance payment for purchase goods | NIL | 2041036 |
| C. Remittances of Foreign currency on account of dividend | | |
| | NIL | NIL |
| D. Value of Imported Raw material consumed | NIL | NIL |
| E. Income/(Expense) in Foreign currency during the (7805) Financial year on account of Purchase. | | 12689 |

Note : 37 Others

- The Previous year figures have been regrouped/rearranged to make them comparable with the current year's figures. Figures in brackets are of previous year's.
- In the opinion of the Board, all the current assets, Loans and advances have a value on the realization in the ordinary course of the business at least equal to the amount at which they are stated.
- Balances of sundry debtors, sundry creditors and loans and advances etc., are subject to confirmation and reconciliation, and consequential adjustment, if any.

Signature to Notes 1 to 37

As per our report and even date annexed.

For, M/S. ANIL S. SHAH & CO. LTD.

For, SHANTI EDUCATIONAL INITIATIVES

CHARTERED ACCOUTANTS

(Firm Reg. No. 100474W)

JAIPRAKASH D. CHIRIPAL

VINEETA V. CHIRIPAL

Director

Director

DIN : 00155430

DIN : 00155462

Anil S. Shah

PARTNER

**JAYESH PATEL
(Chief Financial Officer)**

**DIMPLE PADHIAR
(Company Secretary)**

M.No. : 016613

Place : Ahmedabad

Date : 03.08.2015

SHANTI EDUCATIONAL INITIATIVES LIMITED

ATTENDANCE SLIP

(To be presented at the entrance)

27th Annual General Meeting of the Company held on Wednesday ,19th Day of August, 2015 at 11:00 A.M.,283, New Cloth Market, Ahmedabad – 380 002.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxyholder _____ Signature _____

1. Only Member/Proxy holder can attend the Meeting
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

NOTE: NO GIFTS/ GIFT COUPONS/REFRESHMENT COUPONS WILL BE DISTRIBUTED AT THE MEETING

SHANTI EDUCATIONAL INITIATIVES LIMITED

PROXY FORM

Form No. MGT-11

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) :

Registered Address :

E-mail Id :

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

I/We, being the member(s) of _____ Shares of Shanti Educational Initiative Limited, hereby appoint

1.Name: _____ E-mail Id: _____

Address : _____

Signature: _____ or failing him

2.Name: _____ E-mail Id: _____

Address : _____

Signature: _____ or failing him

3.Name: _____ E-mail Id: _____

Address : _____

Signature: _____ or failing him

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 27th Annual General Meeting of the Company held on Wednesday ,19th Day of August, 2015 at 11:00 A.M.,283, New Cloth Market, Ahmedabad – 380 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of audited financial statements for the financial year ended 31st March, 2015 (ordinary resolution).
2. To appoint a Director in place of Mr. Jaiprakash D. Chiripal, who retires by rotation and being eligible, offers himself for reappointment (ordinary resolution)
3. Appointment of M/s Anil S. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration (ordinary resolution).
4. Appointment of Mr. Binod Agrawal (DIN: 07250959), as an Independent Director of the Company (ordinary resolution).
5. Appointment of Mrs. Vineeta Chiripal (DIN: 00155462), as the Managing Director of the Company (ordinary resolution).
6. Adoption of New Articles of Association of the Company (Special resolution).
7. Approval for increasing the Borrowings limit of the Company. (Special resolution).
8. Approval for Contribution to bonafide and other Charitable fund u/s 181of the Companies Act, 2013 (Special Resolution).
9. Approval for alteration of Clause III of Memorandum of Association (Special Resolution).
10. Approval for the purpose of Initial Public Offer(IPO) & Offer for Sale (OFS) on SME Platform (Special Resolution)

Affix
Revenue
Stamp

Signed this _____ day of _____ 2015

Signature of shareholder _____ Signature of Proxy holder(s) _____

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at , 283, New Cloth Market, Ahmedabad – 380 002 or Corporate Office of the Company at Chiripal House, Nr. Shivranjani Cross Road, Satellite, Ahmedabad-380015, not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this Attendance Slip/Proxy.

Book Post

To

If Undelivered, please return to :

SHANTI EDUCATIONAL INITIATIVES LIMITED
283, NEW CLOTH MARKET,
AHMEDABAD, GUJARAT - 380002.