

8th Annual Report 2018-19





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Journey

Success is a
Journey
Since 2004



2004

Activity started with processing of Chickpeas under Partnership Firm while making presence in Domestic Market only.

2011

Conversion of partnership firm into company. Expansion of market of chickpeas from domestic to international covering Pakistan, Sri Lanka, Turkey etc.

2013

Penetrated into international market of Soybean by export to USA.

2015

Diversification from trading to manufacturing activity. Company established a new manufacturing plant at Sonway, Indore on a rented ware house. Mainly producing organic soymeal, lecithin & Soy crude oil. Company started exports of organic soymeal to the country USA, Europe & Canada.

2017

Laid the foundation of new manufacturing facility at Dhannad, Indore (freehold land) with manifold increase in production capacity of soymeal . Conversion of Private Limited Company into public Limited Company & the listing of Company on National Stock Exchange (Emerge Platform).

2018

Full commencement of operations of new plant and Commissioning of Soya Oil Refinery under Shaan Agro Oils & Extractions Private Limited. (100% subsidiary of SOIL) there by further processing crude oil into organic soya lecithin to be exported globally.

2019

Successfully started export of Soy lecithin into Europe market. Expanded the market of Soymeal to big players of US, South Korea, Netherland , France, Germany, Italy.



CORPORATE INFORMATION

shanti
OVERSEAS (INDIA) LTD.
— synthesizing organically —

BOARD OF DIRECTORS

1. Mr. Mukesh Kacholia : Managing Director
2. Mr. Ayush Kacholia : Whole-time Director
3. Mr. Rohan Kacholia : Whole-time Director
4. Mrs. Sangeeta Kacholia : Non-Executive Director
5. Mr. Rajendra Gordhandas Nawal : Independent Director
6. Mr. Vijay Nichani : Independent Director

AUDIT COMMITTEE

1. Mr. Vijay Nichani : Chairman
2. Mr. Rajendra Gordhandas Nawal : Member
3. Mr. Mukesh Kacholia : Member

STAKEHOLDERS' RELATIONSHIP COMMITTEE

1. Mr. Vijay Nichani : Chairman
2. Mr. Rajendra Gordhandas Nawal : Member
3. Mr. Ayush Kacholia : Member

NOMINATION AND REMUNERATION COMMITTEE

1. Mr. Vijay Nichani : Chairman
2. Mr. Rajendra Gordhandas Nawal : Member
3. Mrs. Sangeeta Kacholia : Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

1. Mr. Vijay Nichani : Chairman
2. Mr. Mukesh Kacholia : Member
3. Mr. Ayush Kacholia : Member

NAME OF THE STOCK EXCHANGE

(Where the Company's Shares are Listed)

NSE-SME PLATFORM

Exchange Plaza, Plot No. C/1, G Block, Bandra

Kurla Complex Mumbai - 400051

(w.e.f. 03.08.2017)

Symbol - SHANTI

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083 (M.H.)

Tel: + 91-22-49186000 Fax: + 91-22-41986060

E-mail: mumbai@linkintime.co.in Website: www.linkintime.co.in

REGISTERED OFFICE

215-216, Vikram Tower, 1st Floor Sapna Sangeeta Road, Indore -452001

CIN: L51211MP2011PLC025807

Tel: +91-731-4020586, +91-731-4020587

Email: mail@shantioverseas.com Website: www.shantioverseas.com

FACTORY

Survey No. 1035 to 1071/6, Gram Dhannad

Tehsil Depalpur, Rau-Pithampur Road, Opp. Garg Fuel Dist., Indore - 453001 (M.P.)

STATUTORY AUDITORS

M/s. Muchhal & Gupta
Chartered Accountants
301, Shalimar Corporate
Centre, 8-B South Tukoganj,
Indore-452001 (M.P.)

SECRETARIAL AUDITORS

M/s. Archana Maheshwari & Co.
Company Secretaries
"Kamal Kripa", 97, Jaora
Compound, Indore (M.P.) - 452001

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Ramita Otvani

CHIEF FINANCIAL OFFICER

Mrs. Karuna Kacholia

INTERNAL AUDITOR

M/s S. Ramanand Aiyar & Co.
(FRN 000990N)
Spark House, Plot No. 51
Scheme No. 53, Near Medanta
Hospital, Vijay Nagar, Indore

BANKERS

HDFC Bank

Sapna Sangeeta Road, Indore

Kotak Mahindra Bank

Shreemaya Sq. Branch, Indore

State Bank of India

Sanyogitaganj Branch, Indore

Punjab National Bank

Sonway Branch, Indore

Vision & Mission



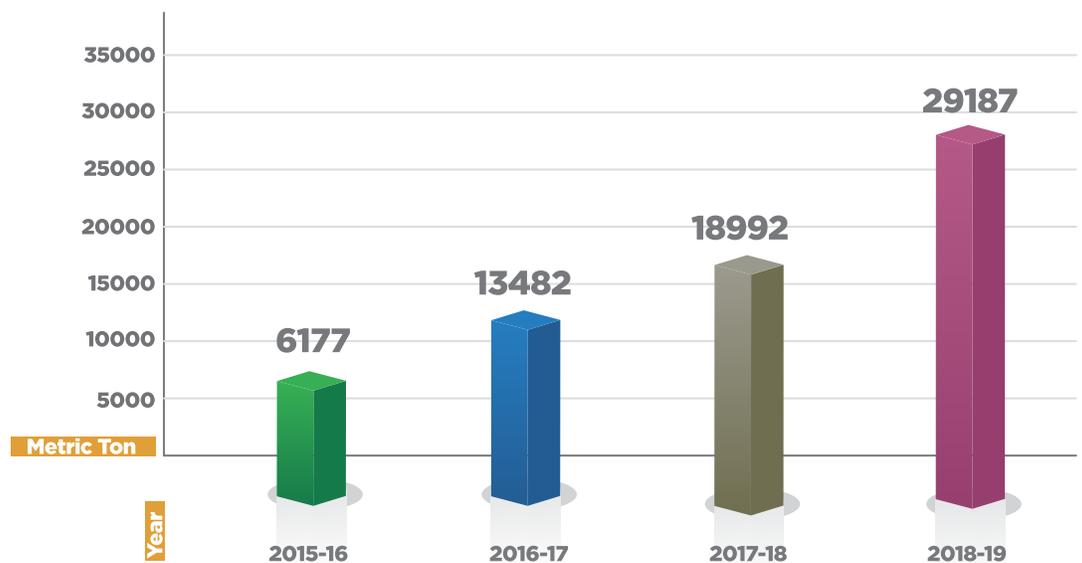
Vision

To be a globally recognized company dealing in organic & natural products with a clear focus on quality and innovation.

Mission

To become one of the leading Agri exporters & a 1000 cr. company by the year 2025.

Organic Soy Meal Export



Growth

is our
primary
concern!

From
Ground to
the
Group

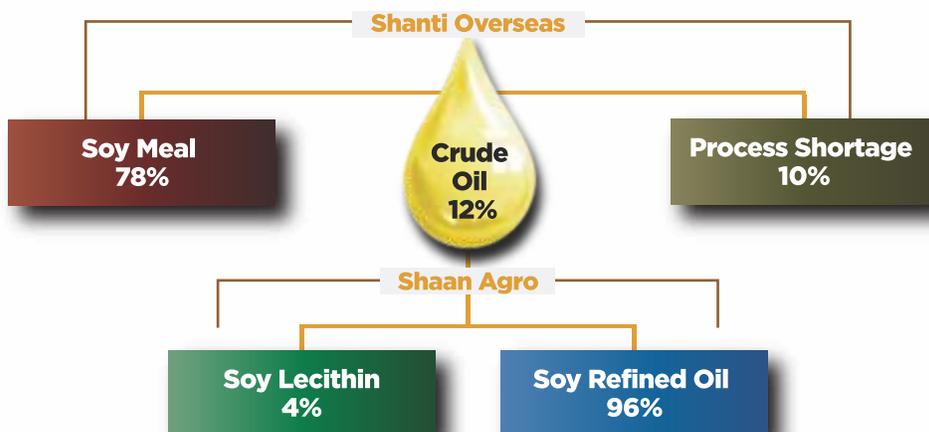


Among the leaders in Organic Soy Products manufacturing & exports, Shanti Overseas (India) Ltd. came into existence in 2004 & has grown up into an established, trusted group till date.

Shaan Agro Oils & Extractions Pvt. Ltd.
(100% subsidiary of SOIL)

S  **YBEAN**

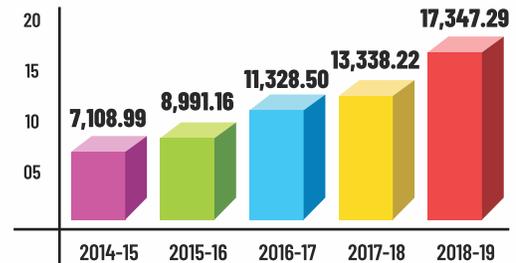
Every bit is
useful



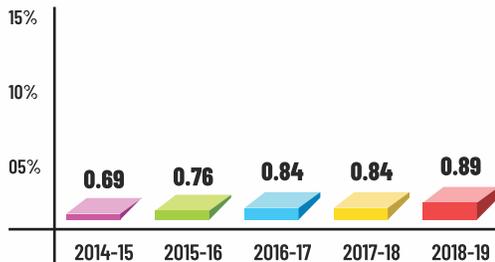


Ratio Analysis

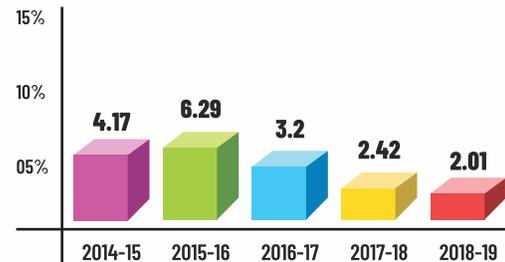
REVENUE FROM OPERATIONS



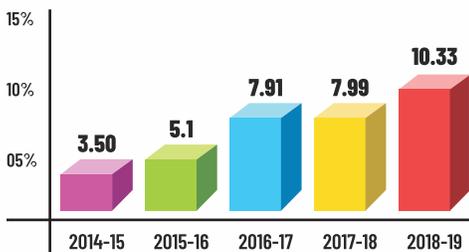
CURRENT RATIO



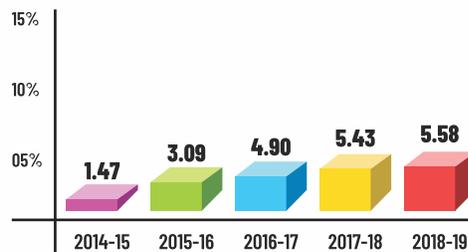
TOL/TNW



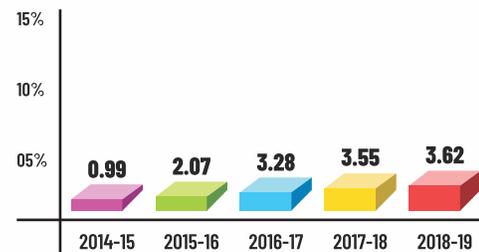
EBITDA



PBT



PAT



From the
Best inputs to the
Best outputs



Recipient of **Madhya Pradesh Gaurav Award** under leading exporters in agro based business category in organic soyameal by Chief Minister of Madhya Pradesh Shri Kamalnath Ji





Our Core Strength

Mr. Mukesh Kacholia
Chairman and
Managing Director

Post Graduate in Masters of Commerce, he is the key person to lay the foundation of Shanti Group.

He has a vast experience of 37 years in agro commodities business. He is currently supervising the Overall administration & Oil division of the group.

Mr. Ayush Kacholia
Director

Joined the company in 2011 as director. Graduate in Bachelor of Commerce with specialization in procurement & International marketing. Also, He is responsible for smooth running of production facility. He is a visionary in laying the foundation of a new manufacturing plant.

Mr. Rohan Kacholia
Director

Joined the company as director in 2013. Post Graduate in Masters of Science(International Business) from University of Leeds, West Yorkshire, England in 2013. He is expanding the product line by developing trading platform in various agro commodities.

Karuna Kacholia
Chief Financial Officer

Qualified Chartered Accountant from Institute of Chartered Accountants of India. Looks after finance, accounts and taxation of Company since 2011. Took over as CFO in May 01, 2017.



Coverage in Business Today Magazine as Best SME / AGRICULTURE & ALLIED



SHANTI OVERSEAS

ALL ABOUT TIMING

SHANTI OVERSEAS IS EXPECTED TO GAIN FROM THE US-CHINA TRADE WAR AS DEMAND FOR ORGANIC SOYABEAN MEAL RISES SHARPLY.

BY JOEL B. MATHEW

Mukesh Kacholia was leading the charge in 2004. But a government policy change at the behest of his company, Shanti Overseas (India) in 2005, when Kacholia decided to switch to processed organic soyabean meal exports.

"It was all about timing. We had identified that a change in organic soyabean trading and exports in 2012 as organic to develop were becoming very thin. A year later, the foreign trade policy announced a 2 per cent incentive for value-added soyabean exports," says Kacholia, Chairman and Managing Director of the company. "We planned the project in 2012 and in 2013 started a processing plant in a leased facility. We sourced all equipment from the US but manufacturing organic soyabean meal and soya products. Today, US \$40 per cent of our business comes from that," says Ayush Kacholia, a director in the company.

"The company, which is listed on the NSE's Futurex platform, is also a trading partner of South Korea and now works off with a turnover of ₹100 crore (US\$130 million) in a F2000 zone company," says Kacholia. Kacholia says, Ayush and Rohan, are directors in the company, while Karuna Kacholia, wife, Karuna, a chartered accountant, is the chief financial officer.

According to the Agricultural and Processed Food Products Export Development Authority (APEDA), India's organic soyabean exports from India in 2017 were US\$1,000 million, an upward organic soyabean meal exports of just 20,000 tonnes. But over time, things have reversed. Ayush expects organic soyabean exports from India to be just 10,000 tonnes as opposed to 2,00,000 metric tonnes organic soyabean meal exports by the end of October 2018.

Being in India provides a historical advantage to the company as 20 per cent of India's organic soyabean is produced within a 100-km radius of the city. Also, India is among the few countries where genetically modified soyabean is not cultivated. It remains a natural habitat for cultivating organic crops.

Ayush Kacholia says increased exports from India have seen the organic soyabean business expand by 25-30 per cent over the year. "It will continue to grow because consumer preference is shifting to the same proportion. In 2017/18, about 2.5 per cent of US's population used to consume organic soyabean products. In 2018 it is expected to reach 10 per cent," he adds.

Anticipating higher demand, in 2017, the company set up a new 200-tonne manufacturing facility with a capacity to create 200 tonnes a day of Dynamol, India. Within a year, the new plant's way of soyabean started operations. At present, Shanti Overseas exports soyabean to Europe and also now need to buy players of the US, South Korea, the Netherlands and France. Among their major clients are Bioforce Organic, Cargill and Cofco International.

"The company's revenue reflect the growth. It has seen increase to ₹104 crore in 2017/18 from ₹78 crore in 2016/17. The profit was ₹16 crore against ₹27 crore in the previous year. In 2018/19, he added the organic soyabean (part of all section). There was no output, as F&E has not closed. Otherwise, we have F&E and E&F&A strategy was good. The new plant is operational now, so we will see good growth this year," says Karuna Kacholia.

"Shanti Overseas may get a boost from the ongoing US-China trade war. "China used to supply about 1 million metric tonnes of organic meal to the US. There has been a 10-15 per cent drop in this as the US has increased import duty to 25 per cent and China has lifted over 10 per cent export incentive, resulting in a price difference of 20 per cent. So, the market has shifted towards India and Ukraine," says Ayush Kacholia. "The demand that existed in the US could not be Shanti Overseas' next big business."

SHANTI OVERSEAS (INDIA) LTD.

MARKET	TOTAL INCOME	PAY DIVERSITY	NET PROFIT	NET WORTH	ROCE
4.9 Cr	25.6%	98.9%	3.0%	102.4%	22.0%

40 BUSINESS TODAY September 11, 2018

Manufacturing
the future of
rganic
Health



Oil refining capacity 50 mt/day and lecithin production capacity 2mt/day.

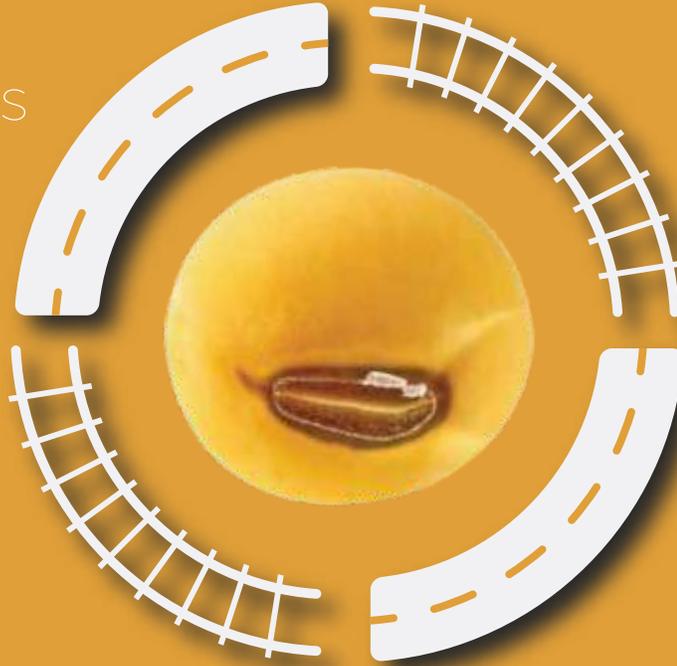


Existing crushing capacity 200mt/day and can be extended upto 300 mt/day with same infrastructure.



Location Advantages

New unit strategically located at Dhannad, Tehsil Depalpur, Dist. Indore - closer to raw material source.



shanti
OVERSEAS (INDIA) LTD.
— synthesizing organically —

Logistically well connected via railways and roadways - reducing transportation cost, decrease in spillages.

Connectivity from Railway station is 1 km. The distance between warehouse and ICD(In-Land Container Depot) is 1.5 km.

Supported by large Warehousing facilities



Two Cilos for storage of raw material 5000 mt each. total 10000 mt.

No human Touch from unloading to Loading. 100% mechanical process.

Bio-insecticides used in the entire premises.

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that 8th Annual General Meeting of the Members of the Company **SHANTI OVERSEAS (INDIA) LIMITED** will be held on Friday, the 27th day of September, 2019 at 12.00 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore (M.P.) - 452001 to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statement of the Company on Standalone and Consolidated basis as at 31st March, 2019 and Statement of Profit and Loss Account together with the notes & schedules forming part thereof and Cash Flow Statement for the financial year ended on that date, and the Reports of the Board of Directors ("The Board") and Auditors thereon.
2. To appoint a Director in place of Mr. Mukesh Kacholia (DIN:00376922), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Muchhal & Gupta, Chartered Accountants, (FRN 004423C) Indore to act as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirteenth Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditors of the Company.

SPECIAL BUSINESS :-

4. TO INCREASE THE AUTHORISED SHARE CAPITAL

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

"RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and all other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 7,60,00,000/- (Rupees Seven Crore Sixty Lakh Only) divided into 76,00,000 (Seventy Six Lakh Only) equity shares of 10/- (Rupees Ten Only) each only to Rs. 12,00,00,000 (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of 10/- (Rupees Ten Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following as new Clause V:

V. The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore Only) consisting of 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of 10/- (Rupees Ten Only) each, with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors ("the Board", which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) of the Company be and is hereby authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to on any Director(s), Company Secretary or any other officer of the Company."

5. TO ISSUE BONUS SHARES

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

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India ("RBI") from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such

terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors, consent of the members be and is hereby accorded to the Board of Directors of the Company ('the Board', which term shall include any Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution) for capitalisation of a sum not exceeding Rs. 3,70,20,000/- (Rupees Three Crore Seventy Lakh Twenty Thousand Only) from and out of the capital redemption reserve, the securities premium account and/or any other permitted reserves/ surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares of 10/- (Rupees Ten Only) each, credited as fully paid up Equity Shares to eligible members of the Company holding equity shares of 10/- (Rupees Ten Only) each of the Company whose names appear in the Register of Members on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 1 (One) new fully paid-up equity share of 10/- (Rupees Ten only) each for every 2 (Two) existing fully paid-up equity share of 10/- (Rupees Ten only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date;

RESOLVED FURTHER THAT the bonus equity shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT in the case of members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of the bonus equity shares shall be dispatched, within such time as prescribed by law and the relevant authorities;

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines of NSE SME Emerge.;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

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

**RAMITA OTWANI
COMPANY SECRETARY
ACS:28101**

PLACE: INDORE

DATE: 03/09/2019

NOTES

- PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 8TH ANNUAL GENERAL MEETING AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of maximum of 50 members and holding in aggregate not more than 10% of total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other Member.
- Relevant details as stipulated under Regulation 36(3) of SEBI (LODR), 2015 and Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment as Director under Item No. 2, is as under :

Name of the Director	Mukesh Kacholia DIN:00376922
Date of Birth	30/01/1964
Date of Appointment	18/04/2011
Qualification	Master of Commerce from Devi Ahilya University, Indore
Experience	37 years of experience in Agri Commodities Business
No. of Shares held in the Company as on 31st March, 2019	15,64,250 Equity Shares
Relationship with other Directors ,Manager and other	Mr. Rohan Kacholia – Son Mr. Ayush Kacholia –Son Mrs. Sangeeta Kacholia–Wife Mrs. Karuna Kacholia – Daughter in law Mrs. Namrata Kacholia- Daughter in law
Number of Meetings of the Board attended during the year	5
Directorship in other Companies	Yes, In 2 Companies
Chairman/Members of the Committees of Board of other Companies	No

3. Every Member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty- four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three day's notice in writing of the intention so to inspect is given to the Company.
4. A proxy form is enclosed herewith. In case a Member wants to appoint a proxy, a duly completed and stamped proxy form must reach the registered office of the Company not later than 48 hours before the time of the aforesaid meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the 8th Annual General Meeting.
6. Members who have not registered their email addresses so far are requested to register their email address in respect of their electronic holding with the Depository through their concerned Depository Participants and Members are further requested to register their email addresses with the Share Transfer and Registrar Agent of Company i.e. Link Intime India Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra.
7. Members/Proxies attending the meeting are requested to bring the duly completed attendance slip (which has been enclosed herewith) to the 8th Annual General Meeting.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours.
9. Electronic copy of the notice of the Annual General Meeting along with Annual Report inter-alia, including polling paper, proxy form and attendance slip is being sent to all the Members whose name appears in the prelist furnished by NSDL and CDSL as Beneficial Owner as on 30th August, 2019 at the email ids registered with the Company /RTA/DP for communication purpose. For those Members whose name stand registered in the Register of Members as on 30th August, 2019 and who have not registered their email address, physical copies of the Notice of the Annual General Meeting along with Annual Report inter-alia, including Polling Paper, proxy form and attendance slip is being sent to them in the permitted mode.
10. Members are also informed that voting shall be by polling paper only. The Company will make arrangements of polling papers in this regard at the Meeting Venue.
11. Members are requested to direct change of address notifications and updates of bank account details to their respective Depository Participant.
12. Members are requested to address all correspondence to the Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd.,C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai -400 083, Maharashtra.
13. The Company has set Thursday, 19th September, 2019 as the “cut-off Date” for taking record of the Members of the Company who will be eligible for casting their vote on the resolution to be passed in the ensuing 8th Annual General Meeting, by means of Voting by Physical Mode through polling papers.
14. The Board of Directors of the Company has appointed M/s. Archana Maheshwari & Co., Practicing Company Secretaries, Indore as the Scrutinizer, for conducting the polling paper Voting process for the 8th Annual General Meeting in a fair and transparent manner.
15. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman of the Company, if the result of the Paper Poll Votes indicates that the requisite majority of the Members had assented to the Resolution.
16. The Scrutinizer shall, immediately after the conclusion of voting at the 8th Annual General Meeting, first count the votes cast at the meeting, within a period not exceeding 48 hours from the conclusion of Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall

countersign the same and declare the result of the voting forthwith. After declaration, the result of the Paper Poll Votes will also be posted on the Company's website www.shantioverseas.com beside communicating the same to CDSL and Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent on the said date and also to National Stock Exchange of India Limited, Emerge Platform where the shares of the Company are listed.

17. Members may note that the Notice of this meeting has been hosted under the Investor's Tab of Company's Website www.shantioverseas.com.
18. In case of joint-holding, the Voting Poll Paper Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
19. Unsigned or incomplete and improperly or incorrectly ticked Voting Poll Papers shall be rejected.
20. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are therefore requested to submit their PAN to their Depository Participant(s).
21. The route map showing directions to reach the venue of the 8th Annual General Meeting annexed.
22. SEBI, vide its Circular No. SEBI/LAD-NRO/ GN/2018/24 dated 8th June, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after 5th December, 2018 transfer of securities could not be processed unless the securities are held in the dematerialized form with a depository. The said deadline was extended up to 31st March, 2019. Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode.
23. The respective Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 4 and 5 of the accompanying Notice is annexed hereto.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NOS. 4 AND 5:

The Company's operation have been increasing at a rapid pace. In view of increasing business activities and for strong brand building, the Company is planning to migrate from NSE SME Emerge to NSE Main Board. The listing on the Main Board is likely to have under participation from investors at large and trading in the equity shares of the Company on the Main Board will go on the long way is enhancing the image and goodwill of the Company. The benefits of listing on the Main Board in the form of market capitalization, enhanced liquidity, larger participation visibility etc., will accrue to the shareholders of the Company.

In view of criteria of minimum paid up equity capital of the Company shall not be less than Rs. 10 Crores for migration from NSE SME Platform to NSE Main Board, the Board of Directors at its meeting held on 3rd September, 2019, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of the Company in the proportion of 2:1 that is 1 (One) fully paid-up equity share of Rs.10/- (Rupees Ten Only) each for every 2 (Two) existing fully paid-up equity share of 10/- (Rupees Ten Only) each by capitalising a sum not exceeding Rs. 3,70,20,000 (Rupees Three Crore Seventy Lakh Twenty Thousand Only) out of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate. Article 61 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts (including securities premium account and capital redemption reserve account), or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares. In order to facilitate issue of bonus shares and for further requirements, if any, it is proposed to increase the Authorised Share Capital to Rs.12,00,00,000 (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of 10/- (Rupees Ten Only) each. The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company and issue of bonus equity shares by way of capitalisation of the sums standing to the credit of capital redemption reserve / securities premium account and/or any other permitted reserves / surplus of the Company, as may be considered appropriate for the purpose of issue of bonus equity shares requires members' approval in terms of Sections 13, 61 and 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 of this Notice except to the extent of their shareholding in the Company. The Board recommends the Ordinary Resolutions set out at Item No. 4 and Special Resolution for Item No. 5 of this Notice for approval by the members.

BOARD'S REPORT

To,
The Members,
Shanti Overseas (India) Limited

Dear Members,

Your Directors delightfully present the 8th Annual Report on the Business and Operations of the Company along with the Audited Financial Statement of Accounts for the Financial Year ended on 31st March, 2019.

FINANCIAL HIGHLIGHTS

The financial performance of the Company for the Financial Year ended on 31st March, 2019 and for the previous Financial Year ended on 31st March, 2018 is given below:

	(Amount in Rs.)	
Particulars	2018-2019	2017-2018
Revenue from operations	1,66,98,27,661	1,34,30,83,341
Miscellaneous income	49,21,042	24,93,495
Total Revenue	1,67,47,48,703	1,34,55,76,836
Total Expenses	1,57,28,87,380	1,27,16,39,884
Profit Before Exceptional and Extraordinary items and Tax	10,18,61,323	7,39,36,952
Exceptional Items		
Profit Before Extraordinary Items	10,18,61,323	7,39,36,952
Tax Expense: Current Tax	2,68,79,497	2,10,19,691
Deferred Tax	16,03,318	40,12,381
Profit for the period	7,33,78,508	4,89,04,880
Earnings per Share(EPS)		
Basic	9.91	7.31
Diluted	9.91	7.31

Notes: Previous years figures have been reclassified/regrouped wherever necessary, to correspond with those of the current year.

OPERATIONS

The Company continues to see marginal growth in its overall performance in the financial year 2018-19 driven by the performance of the segment in which the Company operates. The total revenue from operations of the Company increased to Rs. 1,66,98,27,661/- from Rs. Rs. 1,34,30,83,341/- in the previous year at a rate of **24.33%**. The profit before tax amounted to Rs. 10,18,61,323/- as against Rs. 7,39,36,952/- in the previous year at a rate of **37.77%**. The net profit after tax was increased to Rs. 7,33,78,508/- as against Rs. 4,89,04,880/- in the previous year at a rate of **33.35%**.

THE STATE OF COMPANYS' AFFAIR

During the year under review, the Company has put all its efforts in serving required products to all its customers on time. The turnover of the Company during the reporting period amounted to Rs. 1,66,98,27,661/- The directors are thankful to all its suppliers for on time delivery of the products. The effort of our suppliers is the backbone of our Company.

The Company has tried and will keep the efforts on to associate as many customers as possible.

The Directors assure the stakeholders of the Company to continue their efforts and enhance the overall performance of the Company in the coming Financial years. The Directors express their gratitude towards the stakeholders for all the support the Company has received from them and hope that the Company continues to receive the same support in the coming future.

CHANGE IN NATURE OF BUSINESS

The Company is engaged in the business of Trading and Manufacturing Activities and there were no changes in the nature of business of the Company during the year under review.

DIVIDEND

Your Directors are having a view of conserving the resources of Company, and for that reason the Directors are not recommending any dividend.

RESERVES

The Company has a Closing Balance of Rs. 22,98,19,118/- (Rupees Twenty Two Crores Ninety Eight Lakh Nineteen Thousand One Hundred and Eighteen Only) as Reserves and Surplus as on 31.03.2019.

The Closing Balance of Reserves and Surplus is bifurcated as follows:

Sr. No.	Particulars	Amount in Rs.
1.	Balance at the beginning of the year	8,07,43,693/-
2.	Dividend Distributed	(44,63,084)
3.	Current Years Profit	7,33,78,508/-
4.	Amount of Securities Premium	8,01,60,000/-
Total		22,98,19,118/-

ANNUAL RETURN

The extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with rule 12 of the Companies (Management and Administration) Rules, 2014 in Form No. MGT - 9 is enclosed herewith as **ANNEXURE-1** and has been placed on the website of the Company and can be accessed at www.shantioverseas.com.

BOARD MEETINGS AND ATTENDANCE

The Directors of the Company met at regular intervals with the gap between two meetings not exceeding one hundred and twenty days to take view of the Company's policies and strategies apart from board matters. The Notices of the Board Meetings are given well in advance to all the Directors of the Company. Additional meetings were held depending upon the requirements of the Company.

During the year under review, the Board of Directors met 5 (five) times and the Board Meetings were held as on the following dates:

Sr. No.	Date of the Board Meeting
1	28 th May, 2018
2	11 th July, 2018
3	4 th September, 2018
4	13 th November, 2018
5	4 th March, 2019

Attendance of the Directors :

Sr. No.	Name of the Director	No. of Board Meeting	
		Held	Attended
1	Mr. Mukesh Kacholia	5	5
2	Mr. Ayush Kacholia	5	5
3	Mr. Rohan Kacholia	5	5
4	Mr. Rajendra Gordhandas Nawal	5	3
5	Mr. Vijay Nichani	5	5
6	Mrs. Sangeeta Kacholia	5	5

SEPERATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code of Independent Directors under the Companies Act, 2013, separate meeting of the Independent Directors of the Company was held on 13th November, 2018 to review the performance of Non-Independent Directors (including the Chairman) and the entire Board. The Independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provision of Section 134 (3) (c) and Section 134(5) of the Companies Act, 2013, to the best of their knowledge and belief the Board of Directors hereby submit that:

- i. in the preparation of the annual accounts for financial year ended on 31st March, 2019, the applicable Accounting Standards had been followed and there are no material departure from the same;
- ii. the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the Profit of the Company for the year ended on 31st March, 2019;
- iii. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors had prepared the annual accounts on a going concern basis;
- v. the Directors had laid down Internal Financial Controls to be followed by the Company and that such Internal Financial Controls are adequate and are operating effectively and
- vi. the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

COMMENT ON AUDITORS REPORT

There were no qualifications, reservations, adverse remarks or disclaimer made by the Auditors in their report for the financial year ended 31st March, 2019.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The details of loans, investment, guarantees and securities covered under the provisions of Section 186 of Companies Act, 2013 are provided in the Financial Statement.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The contract/arrangements entered into with the related parties for the year under review were in ordinary course of business and on arms length basis and there are no material transaction to be reported under Section 188 (1) of the Companies, Act, 2013, hence disclosure in Form AOC-2 is not required.

During the year, the Company has not entered into any materially significant Related Party Transactions which may have potential conflict with the interest of the Company at large. Suitable disclosures as required are provided in AS-18 which is forming the part of the notes to financial statement.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has its Internal Financial Control Systems commensurate with operations of the Company. The Management regularly monitors the safeguarding of its assets, prevention and detection of frauds and errors, and the accuracy and completeness of the accounting records including timely preparation of reliable financial information.

The Head of Internal Audit together with external audit consults and reviews the effectiveness and efficiency of this systems and procedures to ensure that all assets are protected against loss and that the financial and operational information is accurate and complete in all respects.

MATERIAL CHANGES & COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATES AND THE DATE OF THE REPORT

There were no material change and commitments, affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates and up till the date of report.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

CORPORATE SOCIAL RESPONSIBILITY

The Annual Report on CSR activities for the financial year 2018-19 is enclosed as **ANNEXURE -2.**

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

The information pertaining to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are as stated below:

A. Conservation of Energy

The Company has always been conscious of the need for conservation of energy and has been sensitive in making progress towards this initiative. Adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy at the offices and units of the Company.

The Company constantly improves and installs various energy saving devices. The Company replaces old electrical device and has been re-organizing production process by introducing improved systems which also conserves energy.

B. Technology Absorption

The Company committing itself research and developments activities has always played an imperative role for cost - effective expansion of business developments and the Company continues to integrate the latest proficient technology innovations and improvements as introduced and suitable to the manufacturing operation carried out by the Company.

C. Foreign Exchange Earning & Outgo

Particulars	2018-2019 (Amount in Rs.)	2017-2018 (Amount in Rs.)
Foreign exchange earnings in terms of actual inflows	1,18,21,72,106/-	46,27,68,953/-
Foreign exchange outgo in terms of actual outflows	3,11,08,302/-	11,12,91,283/-

* FOB Value of Exports & CIF Value of Imports.

STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company has in place, a mechanism to identify, assess, monitor, and mitigate various risks towards the key objectives of the Company. Major risk identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

There is no change in the Composition of the Board of Directors during the year.

Mr. Mukesh Kacholia, Managing Director (DIN: 00376922) retires from the Board by rotation and being eligible, offer himself for reappointment. The above is subject to approval of the Members in the ensuing Annual General Meeting.

The Directors and Key Managerial Personnel of the Company are summarized below:

Sr. No.	Name	Designation	DIN / PAN
1	Mr. Mukesh Kacholia	Managing Director	00376922
2	Mr. Ayush Kacholia	Whole Time Director	03096933
3	Mr. Rohan Kacholia	Whole Time Director	03623354
4	Mrs. Sangeeta Kacholia	Non-Executive Director	07817342
5	Mr. Rajendra Gordhandas Nawal	Independent Director	00410090
6	Mr. Vijay Nichani	Independent Director	03136935
7	Mrs. Karuna Kacholia	Chief Financial Officer	ASXPA9008M
8	Mrs. Ramita Otvani	Company Secretary	ABAPO7882M

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Directors of the Company, Mr. Rajendra Gordhandas Nawal and Mr. Vijay Nichani have confirmed to the Board that they meet the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and qualify to be Independent Directors. They have also confirmed that they meet the requirements of Independent Directors as mentioned under regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The confirmations were noted by the Board.

FORMAL ANNUAL EVALUATION PROCESS BY BOARD

Pursuant to the provisions of Companies Act, 2013 and rules made there under, the Board has carried the evaluation of its own performance, performance of individual Directors, Board Committees including the Chairman of the Board on the basis of attendance, contribution and various criteria as recommended by the Nomination and Remuneration Committee of the Company. The evaluation of the working of the Board, its Committees, Experience and Expertise, Performance of Specific duties and obligations etc. were carried out. The Directors expressed their satisfaction with the evaluation process and outcome.

The performance of each of the Non Independent Directors (including the Chairman) was also evaluated by the Independent Directors at the separate meeting held of Independent Directors of the Company.

NON APPLICABILITY OF THE INDIAN ACCOUNTING STANDARDS

As per proviso to Rule 4(1) of the Companies (Indian Accounting Standards) Rules, 2015 notified vide Notification No.G.S.R.111(E) on 16th February 2015, Companies whose shares are listed on SME exchange as referred to in Chapter XB of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, are exempted from the compulsory requirement of adoption of IND-AS w.e.f. 1st April 2017. As your Company is also listed on SME (EMERGE) Platform of NSE Limited, is covered under the exempted category and is not required to comply with IND-AS for preparation of Financial Statements beginning with period on and after 1st April 2017.

CORPORATE GOVERNANCE

Since the Company's securities are listed on emerge SME platform of NSE, by virtue of Regulation 15 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 the Compliance with the Corporate Governance provisions as specified in Regulations 17 to 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 and para C, D, and E of Schedule V are not applicable to the Company. Hence Corporate Governance does not form part of this Board Report.

However as per Para (F) of the schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 the Company do have and is not required to have demats suspense account neither claimed suspense accounts.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

During the Financial Year 2018-19, the Company does not have any Associate Company but it has two Subsidiary Companies pursuant to section 2(87) (i) & (ii) of Companies Act, 2013 as follows:

- (i) Shaan Agro Oils & Extractions Private Limited
- (ii) Biograin Protinex Private Limited

Both the Companies are 100% wholly owned subsidiaries. Therefore, the disclosure in the Form AOC-1 is attached as **ANNEXURE-3**.

DEPOSITS

As per Section 73 of the Companies Act, 2013 the Company has neither accepted nor renewed any deposits during the financial year. Further the Company has not defaulted in repayment of deposits or payment of interest during the financial year.

Details of money accepted by the Directors of the Company:

Pursuant to the provisions of Rule 2(1)(c) (viii) of the Companies (Acceptance of Deposits) Rules, 2014 the Directors of the Company have not accepted any deposits during the financial year.

STATUTORY AUDITOR

M/s. Muchhal & Gupta, Chartered Accountants (FRN No. 004423C) was appointed as Statutory Auditors of the Company at the 3rd AGM held on 30th September, 2014 till the conclusion of 8th AGM to be held in 2019 subject to ratification of their appointment by the Members at every intervening Annual General Meeting held thereafter. It is proposed to re-appoint M/s. Muchhal & Gupta, Chartered Accountants (FRN No. 004423C) at this Annual General Meeting to hold the office from the conclusion of this Annual General meeting till the

conclusion of the Thirteenth Annual General Meeting. A certificate has been received from the Auditors to the effect that their reappointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013.

INTERNAL AUDITOR

The Board appointed M/s. S. Ramanand Aiyar & Co. (Firm Registration Number: 000990N) as Internal Auditor to conduct Internal Audit for the Financial Year 2018-19 at remuneration as decided by the Board of Directors of the Company.

SECRETARIAL AUDITOR

The Board appointed M/s. Archana Maheshwari & Co., Practicing Company Secretaries, to conduct Secretarial Audit for the Financial Year 2018-19. The Secretarial Audit Report for the Financial Year ended 31st March, 2019 is annexed herewith marked as **ANNEXURE - 4** to this report. The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

DISCLOSURE

A. Composition of Audit Committee

During the year under review, there is no change in the composition of the Audit Committee.

During the year under review, meeting of Audit Committee was held on 28th May, 2018, 4th September, 2018, 13th November, 2018 and 4th March, 2019 and the attendance records of the members of the Committee are as follows:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mr. Vijay Nichani Independent Director	Chairman	4	4
Mr. Rajendra Gordhandas Nawal Independent Director	Member	4	3
Mr. Mukesh Kacholia Managing Director	Member	4	4

During the year all the recommendations made by the Audit Committee were accepted by the Board.

B. Vigil Mechanism

Through vigil mechanism Company seeks to provide a mechanism for the Directors and employees to disclose their concerns and grievances on unethical behavior and improper/illegal practices and wrongful conducts taking place in the Company for appropriate action. Through this mechanism, the Company provides necessary safeguards to all such persons for making sheltered disclosures in good faith.

During the year under review, no protected disclosure concerning any reportable matter in accordance with the Vigil Mechanism was received by the Company.

The Vigil Mechanism may be accessed on the Company's website at the link: www.shantioverseas.com and the same has also been disclosed under **ANNEXURE - 5**.

C. Composition of Nomination and Remuneration Committee

During the year under review, there is no change in the composition of the Nomination and Remuneration Committee.

During the year under review, Meeting of Nomination & Remuneration committee was held on 28th May, 2018 and the attendance records of the members of the committee are as follows :

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mr. Vijay Nichani Independent Director	Chairman	1	1
Mr. Rajendra Gordhandas Nawal Independent Director	Member	1	1
Mrs. Sangeeta Kacholia Non-Executive Director	Member	1	1

The policy of Nomination and Remuneration Committee has been placed on the Website of the Company at www.shantioverseas.com and the salient features of the same have been disclosed under **ANNEXURE- 6.**

D. Composition of Stakeholders Relationship Committee

During the year under review, there is no change in the composition of the Stakeholders Relationship Committee

During the year under review, meeting of Stakeholders Relationship Committee was held on 28th May, 2018, 4th September, 2018, 13th November, 2018 and 4th March, 2019, and the attendance records of the members of the Committee are as follows:

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mr. Vijay Nichani Independent Director	Chairman	4	4
Mr. Rajendra Gordhandas Nawal Independent Director	Member	4	3
Mr. Ayush Kacholia Whole Time Director	Member	4	4

E. Composition of Corporate Social Responsibility Committee.

During the year under review, there is no change in the composition of the corporate social responsibility committee.

During the year under review, meeting of CSR committee was held on 13th November, 2018 and the attendance records of the members of the committee are as follows :

Name	Status	No. of Committee Meeting entitled	No. of Committee Meeting attended
Mr. Vijay Nichani Independent Director	Chairman	1	1
Mr. Mukesh Kacholia Chairman Managing Director	Member	1	1
Mr. Ayush Kacholia Whole Time Director	Member	1	1

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

There are no significant material orders passed by the Regulators/ Courts/ Tribunals impacting the going concern status of the Company and its future operations.

SHARE CAPITAL

A. Provisions of money by company for purchase of its own shares by employees or by trustees for the benefit of employees.

The Company has not made any provisions of money for purchase of its own shares by employees or by trustees for the benefit of employees as per Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014.

B. Issue of Sweat Equity Shares

The Company has not issued any sweat equity shares during the financial year in accordance with the provisions of Section 54 of Companies Act, 2013 read with Rule 8(13) of the Companies (Share Capital and Debentures) Rules, 2014.

C. Issue of Equity Shares with Differential Rights:

The Company has not issued any equity shares with differential voting rights during the financial year as per Rule 4(4) of Companies (Share Capital and Debentures) Rules, 2014

D. Issue of Employee Stock Options:

The Company has not issued any employee stock option during the financial year as per Rule 12(9) of Companies (Share Capital and Debentures) Rules, 2014

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There Company has always been committed to provide a safe and conducive work environment to its employees. Your Directors further state that during the year under review there were no cases filed pursuant to the Sexual Harassment of Women at workplace(Prevention, Prohibition and Redressal) Act, 2013.

PARTICULARS OF EMPLOYEES

The Company has no employee, who is in receipt of remuneration of Rs.8,50,000 /- per month and hence the Company is not required to give information under sub rule 2 and 3 of Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014.

Further, the following details form part of **ANNEXURE - 7** to the Board Report:

- Pursuant to Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014 statement containing the names and other particulars of top ten employees in terms of Remuneration drawn by them in **ANNEXURE-7**.
- Disclosure under Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 **ANNEXURE-7**.

LISTING WITH STOCK EXCHANGES

At present the equity shares of the Company are listed on the Emerge-the SME Growth Platform of National Stock Exchange at Mumbai with effect from 3rd August, 2017.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Regulation 34 and Schedule V of the SEBI(Listing Obligations and Disclosure Requirements) Regulations,2015 forms an integral part of this report, and provides the Company's Current working and future outlook of as per **ANNEXURE - 8**.

NON -DISQUALIFICATION OF DIRECTOR

All the Directors of the Company are non-disqualified and certificate for the same from the Practicing Company Secretary in **ANNEXURE -9**.

PREVENTION OF INSIDER TRADING

In View of the SEBI (Prohibition of Insider Trading) Regulation , 2015 the Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading & securities by the Directors and Designated Employees of the Company.

The Code requires Trading Plan, preclearance for dealing in the company's shares and prohibits the purchase or sale of Company's shares by the Directors and the Designated Employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the cooperation and assistance received from the Bankers, Regulatory Bodies, Stakeholders including Financial Institutions, Suppliers, Customers and Other business associates who have extended their valuable sustained support and encouragement during the year under review.

Your Directors take this opportunity to recognize and place on record their gratitude and appreciation for the commitment displayed by all executive officers and staff at all levels of the Company. We look forward for the continued support of every stakeholder in the future.

**BY THE ORDER OF THE BOARD
FOR: SHANTI OVERSEAS (INDIA) LIMITED**

PLACE: INDORE

DATE: 03/09/2019

**MUKESH KACHOLIA
MANAGING DIRECTOR
DIN NO.:00376922**

**AYUSH KACHOLIA
WHOLE TIME DIRECTOR
DIN NO.:03096933**

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2019

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

I. REGISTRATION & OTHER DETAILS :

1.	CIN	L51211MP2011PLC025807
2.	Registration Date	18/04/2011
3.	Name of the Company	SHANTI OVERSEAS (INDIA) LIMITED
4.	Category /Sub –category of the Company	Public Listed Company Limited by Shares
5.	Address of the Registered office & Contact Details	<p><u>Address of the Registered Office:</u> 215-216, Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore (M.P.) 452001 IN</p> <p><u>Contact Details :</u> Ph. No. : 0731-4250595 Email id: mail@shantioverseas.com Website : www.shantioverseas.com</p>
6.	Whether Listed Company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any	M/s. Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai-400083

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the Total Turnover of the Company shall be stated :-

Sr. No.	Name and Description of the Main Products/Service	NIC Code of the Product/Service	% to Total Turnover of the Company
1	Manufacture of Grains, Pulses & other Agri Commodity	1061	94.28%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr.No.	Name and Address of the Company	CIN	Holding/Subsidiary/ Associate	% of Shares Held	Applicable Section
1.	SHAAN AGRO OILS & EXTRACTIONS PRIVATE LIMITED 215-216 Vikram Tower 1 st Floor Sapna Sangeeta Road Indore MP 452001	U74999MP2017PTC042643	Wholly Owned Subsidiary	100%	2(87) i & ii
2.	BIOGRAIN PROTINEX PRIVATE LIMITED 215-216, Vikram Tower 1 st Floor Sapna Sangeeta Road, Indore MP 452001	U11100MP2016PTC040848	Wholly Owned Subsidiary	100%	2(87) i & ii

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) as on 31st March 2019.

i. Category -Wise Shareholding

Category of Shareholders	No . of Shares Held at the Beginning of the year				No. of Shares at the end of the year				%change during the year
	Demat	Physical	Total	%	Demat	Physical	Total	%	
(A) Promoters									
1.Indian									
(a) Individual/HUF	54,00,000	0	54,00,000	72.93%	54,00,000	0	54,00,000	72.93%	0
(b) Central Govt.	0	0	0	0	0	0	0	0	0
(c) State Govt	0	0	0	0	0	0	0	0	0
(d) Body Corp.	0	0	0	0	0	0	0	0	0
(e) Banks/FI	0	0	0	0	0	0	0	0	0
(f) Any Other	0	0	0	0	0	0	0	0	0
Sub Total(A) (1):-	54,00,000	0	54,00,000	72.93%	54,00,000	0	54,00,000	72.93%	0
(2) Foreign									
(a) NRIs/ Individuals	0	0	0	0	0	0	0	0	0
(b) Others-Individuals	0	0	0	0	0	0	0	0	0
(c) Body Corp.	0	0	0	0	0	0	0	0	0
(d) Banks/FI	0	0	0	0	0	0	0	0	0
(e) Any Other	0	0	0	0	0	0	0	0	0
Sub Total(A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter=(A)(1)+(A)(2)	54,00,000	0	54,00,000	72.93%	54,00,000	0	54,00,000	72.93%	0
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks/FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt.	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(I) Others(specify)	0	0	0	0	0	0	0	0	0
Sub Total(B) (1):-	0	0	0	0	0	0	0	0	0
2. Non Institutions									
(a) Body Corp.									
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
(b) Individuals									

I) Individual Shrehoders Holding Nominal Share Capital upto Rs. 2 Lakh	9,03,000	0	9,03,000	12.19%	8,16,000	0	8,16,000	11.02%	(1.17%)
ii) Individual Shareholders Holding Nominal Share Capital in excess of Rs. 2 Lakh	8,40,000	0	8,40,000	11.35%	8,34,000	0	8,34,000	11.27%	(0.08%)
a. Naresh Kumar Bhargava	1,17,000	0	1,17,000	1.58%	1,14,000	0	1,14,000	1.54%	(0.04%)
b. Nishit Praful Gogri	75,000	0	75,000	1.01%	93,000	0	93,000	1.26%	(0.25%)
c. Shyam Raj Gulshani	75,000	0	75,000	1.01%	0	0	0	0	(1.01%)
d. Vinod Lodha	1,08,000	0	1,08,000	1.46%	1,05,000	0	1,05,000	1.42%	(0.04%)
(c) Others (specify)	2,61,000	0	2,61,000	3.53%	3,54,000	0	3,54,000	4.78%	1.25%
HUF	1,35,000	0	1,35,000	1.82%	1,32,000	0	1,32,000	1.78%	(0.04%)
Clearing Member	78,000	0	78,000	1.05%	63,000	0	63,000	0.85%	(0.2%)
Body Corp.	45,000	0	45,000	0.60%	1,56,000	0	1,56,000	2.11%	1.51%
NRI(Repat)	3,000	0	3,000	0.04%	3,000	0	3,000	0.04%	0
Sub Total(B)(2)	20,04,000	0	20,04,000	27.07%	20,04,000	0	20,04,000	27.07%	0
Total Public Shareholding(B)= (B) (1)+ (B) (2)	20,04,000	0	20,04,000	27.07%	20,04,000	0	20,04,000	27.07%	0
(C). Shares Held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	74,04,000	0	74,04,000	100%	74,04,000	0	74,04,000	100%	0

ii. Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the Beginning of the year - 2018			Shareholding at the end of the year - 2019			% Change in Share holding during the year
		No. of Shares	% Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	No. of Shares	% Total Shares of the Company	% of Shares Pledged / Encumbered to Total Shares	
1.	Mr. Mukesh Kacholia	15,64,250	21.13%	0.0%	15,64,250	21.13%	0.0%	0.0%
2.	Mr. Ayush Kacholia	10,80,000	14.59%	0.0%	10,80,000	14.59%	0.0%	0.0%
3.	Mr. Rohan Kacholia	10,80,000	14.59%	0.0%	10,80,000	14.59%	0.0%	0.0%
4.	Mrs. Karuna Kacholia	5,40,000	7.29%	0.0%	5,40,000	7.29%	0.0%	0.0%
5.	Mrs. Sangeeta Kacholia	5,41,750	7.32%	0.0%	5,41,750	7.32%	0.0%	0.0%
6.	Ms. Namrata Kacholia	5,40,000	7.29%	0.0%	5,40,000	7.29%	0.0%	0.0%
7.	M/s Mukesh Kacholia HUF	54,000	0.73%	0.0%	54,000	0.73%	0.0%	0.0%
	TOTAL	54,00,000	72.93%	0.0%	54,00,000	72.93%	0.0%	0.0%

iii. **Change in Promoter's Shareholding (please specify, if there is no change)**

*There is no change in Promoters Shareholding during the year under review.

iv. **Share Holding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

Sr. No.	Shareholding at the beginning of the year - 2018			Transaction during the year		Cumulative Shareholding at the end of the year-2019	
	Name of the Shareholder	Shares held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No. of Shares held	% Of Total Shares of the Company
1.	Naresh Kumar Bhargava	117000	1.58%	25/05/2018	(3000)	114000	1.54%
2.	Vinod Lodha	108000	1.45%	01/06/2018	(3000)	105000	1.42%
3.	Nishit Praful Gogri	75000	1.01%	19/10/2018 26/10/2018 15/03/2019	3000 12000 3000	93000	1.26%
4.	Shyam Raj Gulshani	75000	1.01%	20/04/2018 27/04/2018 04/05/2018 11/05/2018 18/05/2018	9000 (6000) (6000) (33000) (39000)	-	-
5.	Amit Neema	69000	0.93%	-	-	69000	0.93%
6.	Sanjay Garg	48000	0.64%	-	-	48000	0.64%
7.	Indu Jain	45000	0.60%	27/04/2018	(45000)	-	-
8.	Indo Thai Securities Limited	45000	0.60%	06/04/2018 13/04/2018 20/04/2018 27/04/2018 11/05/2018 18/05/2018 08/06/2018 24/08/2018 31/08/2018 14/09/2018 05/10/2018 26/10/2018 30/11/2018 07/12/2018 14/12/2018 29/03/2019	(12000) (3000) (6000) (9000) 9000 (9000) 3000 6000 3000 (3000) 3000 (3000) 9000 (6000) (3000) 3000	27000	0.36%
9.	Padma Nagraj Punmiya	39000	0.52%	12/10/2018 16/11/2018 14/12/2018	6000 2358 3642	51000	0.69%
10.	Rahul Pramod Menon	36000	0.48%	15/02/2019	3000	39000	0.53%

11.	Gagan Investment Pvt. Ltd.	-	-	18/05/2018	24000	60000	0.81%
				25/05/2018	27000		
				01/06/2018	9000		
12.	Pragaya Sodhani	-	-	12/10/2018	54000	66000	0.89%
				08/03/2019	12000		
13.	Hem Finlease Pvt. Ltd.	12000	0.16%	06/04/2018	(3000)	102000	1.38%
				20/04/2018	3000		
				27/04/2018	48000		
				11/05/2018	(3000)		
				18/05/2018	(6000)		
				25/05/2018	(3000)		
				08/06/2018	3000		
				15/06/2018	3000		
				22/06/2018	(3000)		
				06/07/2018	6000		
				31/08/2018	3000		
				29/09/2018	6000		
				05/10/2018	6000		
				19/10/2018	(6000)		
				02/11/2018	(3000)		
				23/11/2018	(3000)		
				07/12/2018	(3000)		
				14/12/2018	3000		
				21/12/2018	15000		
				28/12/2018	3000		
				04/01/2019	6000		
				11/01/2019	3000		
				01/02/2019	3000		
				08/02/2019	3000		
				15/02/2019	3000		
				01/03/2019	3000		
				22/03/2019	3000		
	TOTAL	6,69,000	8.98%	-	1,05,000	7,74,000	10.45%

v. **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding at the Beginning of the Year			Cumulative Shareholding during the Year	
	Shareholder's Name	No. of shares	% of total Shares of the Company	No. of shares	% of Total Shares of the Company
1.	Mr. Mukesh Kacholia				
	At the Beginning of the year	15,64,250	21.13%		
	At the End of the year			15,64,250	21.13%
2.	Mr. Ayush Kacholia				
	At the Beginning of the year	10,80,000	14.59%		
	At the End of the year			10,80,000	14.59%
3.	Mr. Rohan Kacholia				
	At the Beginning of the year	10,80,000	14.59%		
	At the End of the year			10,80,000	14.59%
4.	Mrs. Sangeeta Devi Kacholia				
	At the Beginning of the year	5,41,750	7.32%		
	At the End of the year			5,41,750	7.32%
5.	Ms. Karuna Kacholia				
	At the Beginning of the year	5,40,000	7.29%		
	At the End of the year			5,40,000	7.29%
6.	Mrs Ramita Otwani				
	At the Beginning of the year	0	0		
	At the End of the year			0	0

V. **INDEBTEDNESS:**

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

	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the Beginning of the Year				
i) Principal Amount	40,31,69,390	92,05,840	-	41,23,75,230
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	40,31,69,390	92,05,840	-	41,23,75,230
Change in Indebtedness during the Financial Year				
Addition	-	3,46,60,618	-	3,46,60,618
Reduction	(3,87,44,018)	-	-	(3,87,44,018)
Net Change	(3,87,44,018)	3,46,60,618	-	(40,83,400)
Indebtedness at the end of the Financial Year				
i) Principal Amount	36,44,25,372	4,38,66,458	-	40,82,91,830
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	36,44,25,372	4,38,66,458	-	40,82,91,830

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration To Managing Director , Whole Time Directors and /or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Mr. Mukesh Kacholia Chairman and Managing Director	Mr. Ayush Kacholia Whole Time Director	Mr. Rohan Kacholia Whole Time Director	
1.	Gross Salary(p.a.)				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act , 1961	Rs.19,20,000/-	Rs.19,20,000/-	Rs.19,20,000/-	Rs. 57,60,000/-
	(b) Value of Perquisites u/s 17(2) of Income Tax Act,1961	Rs. 28,80,000/-	Rs.28,80,000/-	Rs. 28,80,000/-	Rs. 86,40,000/-
	(c) Profits in lieu of Salary under Section 17(3) Of Income Taz Act,1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of Profit:				
	- others, specify:	-	-	-	-
5.	Others , please specify	-	-	-	-
	TOTAL(A)	Rs. 48,00,000	Rs. 48,00,000/-	Rs. 48,00,000/-	Rs. 1,44,00,000 /-

B. Remuneration to Other Directors

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Vijay Nichani	Mr. Rajendra Gordhandas Nawal	
1.	Fee for Attending board /committee meetings	Rs. 16,000	Rs. 16,000	Rs. 32,000
	commission	-	-	-
	Others, please specify	NA	NA	NA
	Total(1)		Rs. 32,000	
2.	Other Non –Executive Directors	Mrs. Sangeeta Kacholia		
	Fee for Attending board /committee meetings	-	-	-
	commission	-	-	-
	Others, please specify	-	-	-
	Total(2)	-	-	-
	Total(B)=(1+2)	Rs. 16,000	Rs.16,000	Rs. 32,000
	Total Managerial Remuneration(A+B)			Rs. 1,44,32,000

C. Remuneration to Key Managerial Personnel Other than MD/Manager /WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	TOTAL
1.	Gross Salary		Rs. 2,74,300/-	Rs. 15,00,000/-	Rs.17,74,300/-
	(a) Salary as per Provisions contained in Section 17 (1) of the Income Tax Act, 1961	NA	Rs. 1,81,200/-	Rs. 6,00,000/-	Rs.7,81,200/-
	(b) Value of Perquisites u/s 17(2) Income Tax Act , 1961	-	Rs. 93,100/-	Rs. 9,00,000/-	Rs. 9,93,100/-
	(c) Profits in lieu of Salary u/s 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
5.	a. As % of Profit	-	-	-	-
	b.Others ,Specify:	-	-	-	-
	TOTAL	-	Rs. 2,74,300/-	Rs. 15,00,000/-	Rs. 17,74,300/-

VII. PENALTIES /PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment			No Penalties, Punishment, Compounding of Offences		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			No Penalties, Punishment, Compounding of Offences		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			No Penalties, Punishment, Compounding of Offences		
Compounding					

1. Annual Report on Corporate Social Responsibility activities for the financial year 2018-19.

A brief outline of the Company's Corporate Social Responsibility (CSR) policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs

Corporate Social Responsibility is a Company's sense of responsibility towards the community and environment in which it operates. The Company is committed on remaining a responsible corporate entity mindful of its social responsibilities. Web link to the CSR policy of the Company www.shantioverseas.com/assets/pdf/csrpolicy.

2. Composition of the CSR Committee and Responsibility Statement of the Corporate Social Responsibility Committee:

Name	Designation
Mr. Vijay Nichani	Chairman
Mr. Mukesh Kacholia	Member
Mr. Ayush Kacholia	Member

The composition of the Committee is in compliance with Section 135 of the Companies Act, 2013.

3. Average Net Profit of the Company for Last Three Financial Years

Rs.3,51,98,003/-

4. Prescribed CSR Expenditure

Rs. 7,03,960/-

5. Details of CSR Spent During the Financial Year

(a) Total amount spent for the financial year – 7,03,960/-

(b) Amount unspent, if any - Rs. Nil

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report.

We consider social responsibility as an integral part of its business activities and endeavours to utilize allocable CSR budget for the benefit of society. CSR initiatives are on the focus areas approved by the Board benefitting the community. The CSR eligibility was applicable to Company from 2018-19. The Company has spent Rs. 7,03,960/- for CSR activities for social developmental causes.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with our CSR objectives.

**BY THE ORDER OF THE BOARD
FOR: SHANTI OVERSEAS (INDIA) LIMITED**

**PLACE: INDORE
DATE: 03/09/2019**

**MUKESH KACHOLIA
MANAGING DIRECTOR
DIN NO.:00376922**

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

S. no.	Particulars	Details
1	Name of the subsidiary	M/s Biograin Protinex Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4	Share capital	Rs. 1,00,000/-
5	Reserves & surplus	Nil
6	Total assets	Rs. 2,16,890/-
7	Total Liabilities	Rs. 2,16,890/-
8	Investments	Nil
9	Turnover	Nil
10	Profit / Loss before taxation	Nil
11	Provision for taxation	Nil
12	Profit / Loss after taxation	Nil
13	Proposed Dividend	-
14	% of shareholding	100%

S. no.	Particulars	Details
1	Name of the subsidiary	M/s Shaan Agro Oils & Extractions Private Limited
2	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4	Share capital	Rs. 4,56,00,000/-
5	Reserves & surplus	Nil
6	Total assets	Rs. 18,39,37,820/-
7	Total Liabilities	Rs. 18,39,37,820/-
8	Investments	Nil
9	Turnover	Nil
10	Profit / Loss before taxation	Nil
11	Provision for taxation	Nil
12	Profit / Loss after taxation	Nil
13	Proposed Dividend	-
14	% of shareholding	100%

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S. no.	Particulars	Details
1	Name of associates/Joint Ventures	
2	Latest audited Balance Sheet Date	
3	Shares of Associate/Joint Ventures held by the company on the year end	
	(i) No. of Shares	
	(ii) Amount of Investment in Associates/Joint Venture	
	(iii) Extend of Holding%	
4	Description of how there is significant influence	
5	Reason why the associate/joint venture is not consolidated	
6	Net worth attributable to shareholding as per latest audited Balance Sheet	
7	Profit/Loss for the year	
	(i) Considered in Consolidation	
	(ii) Not Considered in Consolidation	

**BY THE ORDER OF THE BOARD
FOR SHANTI OVERSEAS (INDIA) LIMITED**

**MUKESH KACHOLIA
DIRECTOR
DIN NO.:-00376922**

**AYUSH KACHOLIA
DIRECTOR
DIN NO.:-03096933**

**FOR MUCHHAL & GUPTA
CHARTERED ACCOUNTANTS**

**PRAKASH CHANDRA GUPTA
PARTNER
M. NO. 073011
FRN: 004423C**

**PLACE : INDORE
DATE : 03/09/2019**

FORM MR-3

Secretarial Audit Report for the Financial Year ended 31st March, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014] and Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015]

To,
The Members
SHANTIOVERSEAS (INDIA) LIMITED
Indore, M.P

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **SHANTIOVERSEAS (INDIA) LIMITED (hereinafter called 'the Company')**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2019, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the Rules made there under;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; **(Not applicable to the Company during the audit period);**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period);**
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the audit period);**
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period);**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period);**

- i. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the audit period).**
- vi) Other laws applicable specifically to the Company namely:
 - (a) Factories Act, 1960
 - (b) Industries (Development & Regulation) Act, 1951
 - (c) Labour laws and other incidental laws related to labour and employee appointed by the company either on it Payroll or on Contractual Basis as Related to Wages, Gratuity, Provident Fund, ESIC, Compensation etc.
 - (d) Acts prescribed under prevention and control of pollution
 - (e) Acts prescribed under Environmental Protection
 - (f) Income Tax Act, 1961
 - (g) The Goods and Services Act, 2016
 - (h) The Food Safety Act, 1990

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India, with respect to board and general meetings.
- ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

I report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

I further report that:

On the bases of information provided by the Company, its officers and authorised representatives during the conduct of the audit, and also on the review of quarterly compliance reports by the respective department heads/ Company Secretary/CEO taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law and environmental laws.

The compliance by the Company of applicable financial laws, like direct and indirect laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.

The Board of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. And no changes in the composition of the Board of Directors took place during the period under review.

Adequate notices were given to all Directors of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

There are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines etc.

There were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company's affairs.

**For Archana Maheshwari & Co.
Company Secretaries**

**Place: Indore
Date: 03/09/2019**

**Archana Maheshwari
FCS No.:9436
CP No.:12034**

This report is to be read with my letter of even date which is annexed as Annexure-A and forms an integral part of this report.

‘Annexure A’

**To,
The Members
M/s. SHANTI OVERSEAS (INDIA) LIMITED**

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these Secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Archna Maheshwari & Co.
Company Secretaries**

**Archna Maheshwari
FCS No.:9436
CP No.:12034**

**Place: Indore
Date: 03/09/2019**

SHANTI OVERSEAS (INDIA) LIMITED
VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

PREFACE

Shanti Overseas (India) Limited has formulated a Code of Conduct (the Code), that lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for mandatory establishment of vigil mechanism for the Directors and Employees of the Company to report their genuine concerns in the prescribed manner. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides for the establishment of a mechanism called Whistle Blower Policy by listed entity, enabling stakeholders including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices to the management. It will also enable employees to report to the management instances of fraud or violation of the Company's code of conduct or ethics policy. In line with the above and in order to comply with the mandatory requirement of the above provisions, it is necessary to formulate a specific vigil mechanism/whistle blower policy for Shanti Overseas (India) limited for use by its Directors, Officers and Employees.

OBJECTIVE

The Objective of this policy is to build and strengthen a culture of transparency and trust in the Company and to provide employees-officers and workmen with a framework/ procedure for responsible and secure reporting of improper activities (whistle blowing) and to protect employees wishing to raise a concern about improper activity/ serious irregularities within the Company

DEFINITIONS

The definitions of some of the key terms used in this Policy are given below:-

- **“Audit Committee”** means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- **“Company”** means Shanti Overseas (India) Limited.
- **“Directors”** mean the members of the Board of Directors of the Company at any point of time.
- **“Employee”** means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- **“Investigator(s)”** mean the person(s) authorised, appointed, consulted or approached by the Audit Committee and includes the Auditors of the Company and the Police.
- **“Policy”** means Vigil Mechanism/Whistleblower Policy.
- **“Protected Disclosure”** means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- **“Subject”** means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- **“Whistle Blower”** means an Employee making a Protected Disclosure under this Policy.

APPLICABILITY

All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures will be in relation to matters concerning the Company.

DISQUALIFICATIONS

While it will be ensured that genuine Whistle Blowers are given complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will attract disciplinary action. Protection under this Policy would not mean protection from disciplinary action

arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company / Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

PROCEDURE

All Protected Disclosures should be addressed to Mr. Vijay Nichani an Independent Director of the Company and Chairman of the Audit Committee.

Mr. Vijay Nichani

215-216, Vikram Tower, 1st Floor,

Indore, Madhya Pradesh, India- 452001

Tel. No.+91-731-4020596/586/587,4250595

E-mail: whistleblower@shantioverseas.com

Website: www.shantioverseas.com

The Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised. The Protected Disclosures can also be reported verbally, either personally or over telephone to the Chairman of the Audit Committee, which should be followed by a written communication. The written communication should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower. It is suggested that the Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and discuss the Protected Disclosure with Members of the Audit Committee to decide further action in the matter. If the Whistle Blower does not wish to reveal identity he/she may feel free to do so without revealing identity. However the disclosure has to be complete and supported by facts and figures to enable proper scrutiny and investigation. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to enable proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

INVESTIGATION

The Audit Committee may at its discretion, consider involving any Investigator(s) for the purpose of investigation. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator(s) appointed by the Audit Committee who will investigate the matter under the authorization of the Audit Committee. The decision of the Audit Committee to conduct an investigation, by itself is not an accusation and is to be treated as a neutral fact finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed. The identity of a Subject will be kept confidential to the extent possible keeping in mind the legitimate needs of law and the investigation. Subjects will normally be informed of the allegations at the outset of a formal investigation and given opportunities for providing their inputs during the investigation. This will be after conclusion of the initial review and findings which prima facie establish a need for a formal investigation. Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigator(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt. Subjects have a right to consult with a person or persons of their choice, other than the Investigator(s) and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure.

PROTECTION

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of the Audit Committee (e.g. during investigations carried out by Investigator(s)). Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

INVESTIGATORS

Investigator(s) are required to conduct a process towards fact-finding and analysis. Investigator(s) shall derive their authority and rights from the Audit Committee when acting within the course and scope of their investigation. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased. Investigators will have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards. Investigations will be launched only after a preliminary review which establishes that a) The alleged act constitutes an improper or unethical activity or conduct and b) The allegation is supported by information specific enough to be investigated.

DECISION

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall recommend such disciplinary or corrective action as it deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

REPORTING

The Investigator(s) shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him / her / them since the last report together with the results of investigations, if any.

RETENTION OF DOCUMENTS

All written Protected Disclosures along with the results of investigation relating thereto shall be retained by the Company for a minimum period of seven years.

AMENDMENT

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

**BY THE ORDER OF THE BOARD
FOR: SHANTI OVERSEAS (INDIA) LIMITED**

**MUKESH KACHOLIA
MANAGING DIRECTOR
DIN - 003765922**

**PLACE : INDORE
DATE : 03/09/2019**

POLICY OF THE NOMINATION AND REMUNERATION COMMITTEE OF THE COMPANY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of Companies Act, 2013 read along with applicable Rules thereto and Regulation 19 of Listing Regulation, as amended from time to time. This Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and has been approved by the Board of Directors.

DEFINITIONS

“**ACT**” means The Companies Act, 2013 and Rules made thereunder, as amended from time to time.

“**BOARD**” means the Board of Directors of the Company.

“**COMPANY**” means “**SHANTI OVERSEAS (INDIA) LIMITED**”

“**COMMITTEE**” means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

“**DIRECTORS**” means the Directors of the Company.

“**REMUNERATION**” means any money or its equivalent given or passed for services rendered by him and includes perquisites as defined under the Income –tax Act, 1961;

“**Key Managerial Personnel**” means:

1. The Managing Director;
2. The Company Secretary;
3. The Whole Time Director;
4. The Chief Financial Officer; and such other officers as may be prescribed

“**SENIOR MANAGEMENT**” means the personnel of the Company who are members of its core management team excluding Board of Directors.

“**POLICY**” OR “**THIS POLICY**” means Nomination and Remuneration Policy.

“**INDEPENDENT DIRECTOR**” means a Director referred to in Section 149(6) of the Companies Act, 2013.

INTERPRETATION

Terms that have not been defined in this policy shall have the same meaning as assigned to them in the Companies Act, 2013, Listing Agreement and /or any other SEBI Regulation(s) as amended from time to time.

NOMINATION AND REMUNERATION COMMITTEE

The Board constituted a Nomination and Remuneration Committee consisting of three or more Non – Executive Directors out of which at least one half are Independent Directors. The Chairman of the Committee is an Independent Director.

ROLE OF THE COMMITTEE

1. Identify persons who are qualified to become Directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director’s performance;
2. Formulate the criteria for determining the qualifications, positive attributes and independence of a Director and recommend to the board a policy relating to the remuneration for Directors, KMPs and other employees;
3. Formulation of criteria for evaluation of performance of Independent Directors and the board of directors;
4. Devising a policy on diversity of Board of Directors;
5. Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
6. Determine our Company’s policy on specific remuneration package for the Managing Director / Executive Director including pension rights;
7. Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors;
8. Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose;

9. Decide the amount of Commission payable to the Whole time Directors;
10. Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc;
11. To formulate and administer the Employee Stock Option Scheme.

TERMS OF APPOINTMENT

The term of Appointment of Managing Director /Whole Time Directors and Independent Directors of the Company shall be as per the provisions of the Companies Act,2013 and the rules made there under

RETIREMENT

The Managing Director/Whole Time Director and Independent Directors of the Company shall be subject to retirement as per the applicable provisions of Companies Act,2013 and the rules made there under. The Committee will be at its discretion to recommend retention of Directors even after they have attained the retirement age for the benefit of the company subject to fulfillment of the requirements as mentioned in Companies Act,2013.

POLICY FOR EVALUATION OF PERFORMANCE OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

1. Evaluation of performance of Board and Individual Directors:
 - a. Achievement of financial/ business targets as fixed by the Board;
 - b. Proper Development, management and execution of business plans;
 - c. Display of leadership qualities i.e. correctly anticipating business trends and opportunities
 - d. Establishment of an effective organization structure;
 - e. Participation in the Board /Committee Meetings;
 - f. Integrity and Maintenance of Confidentiality;
 - g. Any other criteria that may be considered necessary for the evaluation of the performance of the Board may be considered by the committee.
2. Evaluation of performance of committee;
 - a. Discharge of its functions and duties as per its terms of reference;
 - b. Effectiveness of the Suggestions and recommendations received;
 - c. Conduct of its meeting and procedures followed in this regard;
3. Review of the implementation of this policy;

The committee shall review the implementation and compliance of this policy at least once a year.

POLICY FOR REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

The remuneration of Directors and Key managerial Personnel must be in accordance with the provisions of Companies Act, 2013 and the rules made there under. The Committee must ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

**BY THE ORDER OF THE BOARD
FOR: SHANTI OVERSEAS (INDIA) LIMITED**

PLACE : INDORE
DATE : 03/09/2019

**MUKESH KACHOLIA
MANAGING DIRECTOR
DIN - 00376922**

Particulars of Employees as per Rule 5(2) of Companies (Appointment and Remuneration of Personnel) Rules, 2014.**i. Ratio and Remuneration of Directors & KMPs**

Sr No.	Name	Designation	Remuneration for the year 2018-19	Remuneration for the year 2017-18	% Increase in Remuneration	Ratio Between Director or KMP and Median Employee
1	Mr. Mukesh Kacholia	Managing Director	48,00,000/-	48,00,000/-	-	60.61
2	Mr. Ayush Kacholia	Whole Time Director	48,00,000/-	48,00,000/-	-	60.61
3	Mr. Rohan Kacholia	Whole Time Director	48,00,000/-	48,00,000/-	-	60.61
4	Mr. Vijay Nichani	Independent Director	16,000/-	16,000/-	-	-
5	Mr. Rajendra Gordhandas Nawal	Independent Director	16,000/-	16,000/-	-	-
6	Mrs. Sangeeta Kacholia	Non Executive Director	-	-	-	-
7	Mrs. Karuna Kacholia	Chief Financial Director	15,00,000/-	13,75,000/-	9.09%	-
8	Mrs. Ramita Otwani	Company Secretary	2,74,300/-	2,32,100/-	18.18%	-

ii. Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive officer, Company Secretary or Manager, if any, in the Financial year 2018-19.

As stated above in Item No. (I)

iii. The percentage increase in the median remuneration of employees in the financial year 2018-19.

The Remuneration of Median employee was Rs. 79,185/- during the year 2018-19 as compared to Rs. 2,16,000/- in the previous year. The decrease in the Remuneration of Median Employee was 63.34% during Financial Year under review.

iv. The number of permanent employees on the rolls of the company in the Financial year 2018-19.

The company has 60 permanent employees on its rolls;

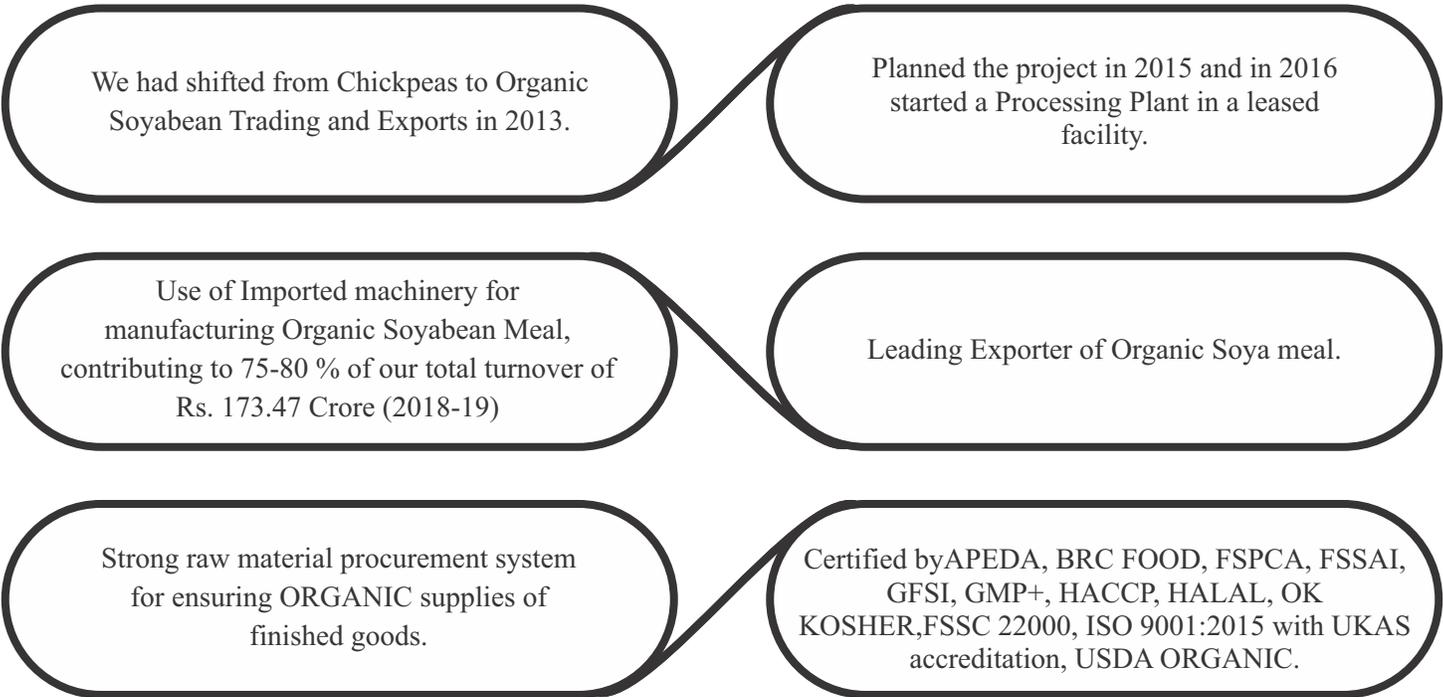
v. Particulars of Top 10 employees in Respect of the Remuneration drawn during the year 2018-19 are as under.

Sr. No.	Name of Employee	Designation of the Employee	Remuneration Received	Nature of Employment Whether Contractual or Otherwise	Qualification and Experience of the Employee	Date of Commencement of Employee	The age of such Employee	The last employment held by such employee before joining the Company	Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	Remarks
01	Mr. Mukesh Kacholia	Managing Director	48,00,000/-	Permanent	M.Com	18/04/2011	55	Self Employed	-	-
02	Mr. Ayush Kacholia	Whole Time Director	48,00,000/-	Permanent	B.Com	18/04/2011	32	Self Employed	Son of Mr. Mukesh Kacholia	-
03	Mr. Rohan Kacholia	Whole Time Director	48,00,000/-	Permanent	M.Sc.	25/10/2013	28	Self Employed	Son of Mr. Mukesh Kacholia	-
04	Mrs. Karuna Kacholia	Chief Financial Officer	15,00,000/-	Permanent	C.A.	01/05/2017	31	M/s Karuna & Associates (COP)	Spouse of Mr. Ayush Kacholia	-
05	Mrs. Namrata Kacholia	Manager	12,00,000/-	Permanent	MBA	01/04/2017	28	-	Spouse of Mr. Rohan Kacholia	-
06	Mrs. Swati Puranik	Manager Marketing	8,33,558/-	Permanent	MBA	07/08/2017	39	Indian Steel Corp. Ltd.	-	-
07	Mr. Neelesh Gupta	Market Analyst	4,75,416/-	Permanent	MBA	05/07/2016	33	Trans Graph	-	-
08	Mr. Rajesh Singh Chouhan	H.R. Manager	1,55,191/-	Permanent	B.Com	10/12/2018	53	Signet Industries Limited.	-	-
09	Mr. Rakesh Mourya	General Manager	3,22,500/-	Permanent	AMIE Mech.	01/11/2018	56	Mahakali Foods Pvt Ltd.	-	-
10	Mr. Kamal Math	Manager Purchase	4,62,000/-	Permanent	M.Com	14/10/17	52	Ruchi soya Ind. Ltd.	-	-

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Company Overview

- Shanti Overseas (India) Ltd. (SOIL) started with a modest beginning in the year 2004, is now a leading export house based in central India (Indore) with overseas operations covering from USA to EUROPE.
- Started as a private limited company in 2011, it entered into the manufacturing of organic Soya Meal, Expeller pressed Soy oil and then Soy Lecithin. Main objective of the company is to provide a product high on quality and consistency to its clients since its inception.
- Every facet of Shanti’s business outlines committed level of dedication and with entrepreneurial spirit. Shanti is continually looking forward to ambit to the success of being the most admired export house for coming generations.
- Company’s use of latest technology, machinery & efficient manpower enables it to perform with immense degree of consistency in quality performance at various stages that contributes towards the making of final output. Our idea to procure, produce and supply organic products is due to the benefit it owns i.e. a sustainable healthy global environment.
- Shanti’s head office and production units are located in Indore, India.



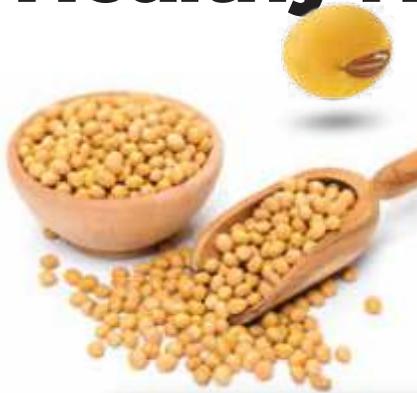
- The Company is currently engaged in manufacturing and exports of soya products – soyameal (expeller variety), soya crude oil and soyalecithin. It is also into Primary processing and trading of agri commodities such as chickpeas, soybeans, cracked corn, maize, rice, red cow pea, black eye bean, red lentil, yellow peas, pulses etc. “Kitchen Pride” is the registered brand of SOIL.

Industry Overview:

- According to the Agricultural and Processed Food Products Export Development Authority (Apeda) data, organic soyabean exports from India in 2015 were 2,00,000 metric tonnes, as against organic soyabean meal export of just 20,000 tonnes. Four years later, things have reversed. Apeda expects organic soyabean exports from India to be just 40,000 tonnes as opposed to 2,50,000 metric tonnes organic soya meal exports by the end of October 2019.
- Ayush Kacholia, Director says increased exports from India have seen the organic soyabean business expand by 25-30 per cent year-on-year. It will continue to grow because consumer preference is also shifting in the same proportion. In 2015/16, about 1.5 per cent of USA's population used to consume organic soyabean products. In 2019 it is expected to touch 2.25 per cent,"

Product Overview:

'Healthy Heart'



ORGANIC SOYBEAN SEED

- Helps in weight loss, reduces chances of heart attack.



ORGANIC SOYBEAN MEAL

- Great source of protein-meal added in animal diets like cattle feed, chicken feed, etc.
- Nutritionally contains 46- 50 % of protein, Crude Fiber, and Oil.

ORGANIC SOYBEAN LECITHIN



- Acts as a skin conditioning agent, emulsifier and thickener for cosmetic product.
- Used in body milk, lotions, creams, ointments, body washes, shampoos, conditioners, sun care & after sun products, body butter, and make-up products.



ORGANIC SOYBEAN OIL

- Good source of polyunsaturated fatty acids, omega-3 fatty acids, and vitamin E.



Certified to be

100%  **rganic**

An ISO 9001:2015 (QMS) accredited with prestigious UKAS accreditation by ALCUMUS, UK

Food Safety System Certifications (FSSC) 22000 (Version 4:1), consistency of following elements

ISO 22000 : 2005, ISO/TS 22002-1:2009 and additional FSSC 22000 rep. (Version 4.1)

KOSHER Certified Plant from OK KOSHER The oldest and top-most certification body in the KOSHER world

NPOP/NOP Organic certification for processing units from APEDA Approved CB

Certified from Control Union Netherlands for prestigious GMP+ Certification under category B2 - Feed Safety Assurance (FSA)

Shanti Overseas India Limited Is Consistently Working Hard To Ensure That All Products And Practices Meet The Highest Standards Of Organic Production

Future Outlook

Summarized benefits of our new Soy Meal Plant at Dhannad:

- Anticipating higher demand, in 2017, the company set up a new soyameal manufacturing facility with a capacity to crush 200 tonnes a day, at Dhannad, Indore. Within a year, the new plant's soya oil refinery started operations under Shaan Agro Oils & Extractions Pvt. Ltd.(SAOEPL). At present, SAOEPL exports soya lecithin to Europe and SOIL sells soya meal to big players of the US, South Korea, the Netherlands and France.
- Shanti Overseas may get a boost from the ongoing US-China trade war. China used to supply about 1 million metric tonnes of organic soya to the US. There has been a 15-20 per cent drop in this as the US has increased import duty by 25 per cent and China has taken away 10 per cent export incentive, resulting in a price difference of 35 per cent. So the market has shifted towards India and Ukraine. The demand thus created in the US could well be Shanti Overseas' next big moment.

Location Advantages

- New Unit strategically located at Dhannad, Tehsil Depalpur, Dist. –Indore- closer to raw material source.
- Logistically well connected via railways and roadways reducing transportation cost, decrease in spillages.
- Connectivity from Railway Station is 1 Km. The Distance between warehouse and ICD(In- Land Container Depot) is 1.5 Km.

Warehousing Facilities

- Two Silo's for storage of raw material 5000 MT each. Total 10000 MT.
- No human touch from unloading to loading. 100 % mechanical process.
- Bio-insecticides used in entire premises.

Major Clients

- Bushman Organics Farms, INC, USA
- Solteam SAS, France
- Cofco International, France
- Lecico, GmbH, Germany
- Cargill India Private Limited, Delhi

We Focus on high quality products and service of global standards leading to customer retention and increase in repeat business. Close interaction with customers to strengthen relationships in enhancing brand value.

Our soya oil business in Shaan Agro Oils & Extractions Pvt. Ltd. (100% subsidiary of SOIL) is all set to benefit from an increase in value addition, market penetration, capacity utilization and margin expansion, and we continue focusing on growing the business. We continue to see sustained growth leading to improved utilization levels in the business. We are projecting optimal utilization in our new plant over the next 2-3 years. Going forward, with the capex investment in SOIL & SAOEPL, we will be mainly sweating the assets we have newly set up. We are well positioned to deliver quality growth and sustained cycles for our stakeholders. We have commenced operations of our Oil Refinery in SAOEPL (100% subsidiary) on 11th July. We have also started production & exports of our other value-added products from SAOEPL.

We would like to thank our shareholders who have supported us over the years. We appreciate your confidence in our vision for the future.

Opportunities and Threats

Our major raw material is soybean, so weather conditions and the quantum of crop in the coming season plays the major role. The food industry is highly competitive and the challenges are from both the Indian manufacturers who have similar production facilities as well as those abroad. Human resources with similar skills, talents and experiences in the industry are mobile between competing companies. The huge investment in infrastructure and larger domestic market made India as one of the favorite destinations for FMCG Companies. Indian Food sector is looking towards promising future because of low cost of production and developed R & D infrastructure. Despite the weakness of the industry the growth of this industry is expected greatly because there is increased export potential.

The Government policies and foreign trade policies change frequently now a days which affect the revenues like Export incentive policy (MEIS License), duty drawback etc.

The changes in GST Act also affect the working of the company.

Minimum Support Price of Soybean declared by central government changes from time to time which affects the overall pricing sentiments of the industries. The trade taking place in commodities in foreign market also has an indirect effect on demand of the product and its price.

The fluctuations in Dollar rates in currency market also has a major impact on revenues.

The Company has wide range of products in its basket which caters to the customers across the globe and R & D Department of the Company looks after the innovation and also take into consideration the standards laid down under the ISO certification. The total crushing capacity of the Company has been increased from 50 MT to 200 MT per day. Thus your Company has adequate production capacity to meet the increased demand of the Customers.

Material Developments in Human Resources / Industrial Relations front, including number of people employed .

We believe that our employees are key contributors to our business success .We focus on attracting and retaining the best possible talent. Our Company looks for specific skills-sets, interests and background that would be an asset for our business. We have increased our personnel from 30 to 60 in number thereby increasing employment opportunities.

Many initiatives were taken to support business through organizational efficiency, process change support and various employee engagement programs which has helped the organization to achieve higher productivity level. A significant effort has also been undertaken to develop leadership as well as technical / functional capabilities in order to meet future talent requirement.

We have also started SAP training of our staff to implement the same from financial year 2019-20 which is going to automatize and systematize our modus operandi.

Company is committed to provide necessary training / conducts development programs to imbibe necessary skills required within the employees .The management of the Company enjoys cordial relations with its employees at all levels.

Risks and Concerns, Internal Control System and their adequacy

The Company has a Risk Management Policy and adequate Internal Control System in place. The main objective of this Policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with Company's business. In order to achieve the key objective, this policy establishes a structured and a disciplined approach to Risk Management; in order to guide decisions on risk related issues. Internal Control System is commensurate with the size, scale and complexity of its operations.

The Company continuously reviews its various types of regulatory, financial, operational, environmental and other business risks. There are adequate systems to ensure compliance of all various statutory and regulatory requirements and review the same from time to time and to take appropriate actions from time to time.

Segment-wise or product-wise performance

1. Trading Segment:

Primary processing, trading & merchant trading of agri commodities such as Chickpeas, Soybean, cracked corn, maize, Rice, Red cowpeas, Black Eye Beans, Red Lentils, Yellow Peas, Pulses, etc. The grading plant is located at Palda, Indore since 2004.

2. Manufacturing Segment:

Manufacturing of Soy Meal, Soy Crude Oil, Soy Refined Oil & Soy Lecithin. The basic raw material required is Soybean seed for all these products. The Plant is located at Dhannad, District Depalpur, Rau-Pithampur Road, Indore.

The company is into manufacturing segment since 2015.

Cautionary Statement

Statements in these report describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable laws and regulations. The actual results may differ materially from those expressed in these statements because of many factors like economic conditions, availability of labour, price conditions, domestic and international market , changes in Government Policies, tax regime etc. The Company assumes no responsibility to publicly amend, modify or revise any statement on the basis of any development, information and event.

**BY THE ORDER OF THE BOARD
FOR: SHANTI OVERSEAS (INDIA) LIMITED**

**MUKESH KACHOLIA
MANAGING DIRECTOR
DIN - 00376922**

**PLACE : INDORE
DATE : 03/09/2019**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(As per clause C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 read with regulation 34(3) of the said Listing Regulations).

**To,
The Members
SHANTIOVERSEAS (INDIA) LIMITED
Indore, India**

As required by item 10(I) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 we certify that none of the Directors on the Board of the Company **SHANTI OVERSEAS (INDIA) LIMITED** bearing **CIN: L51211MP2011PLC025807** have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority as on the date.

**For Archna Maheshwari & Co.
Company Secretaries**

**PLACE : INDORE
DATE : 03/09/2019**

**Archna Maheshwari
FCS No.:9436
CP No.:12034**

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF SHANTI OVERSEAS (INDIA) LIMITED**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Shanti Overseas (India) Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Companies (Accounting Standards) Amendment Rules, 2016, as amended, (“AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Key Audit Matter

Managerial Remuneration as per section 197 read with schedule V of the Companies Act, 2013 and section 67 of the Companies Amendment Act, 2017

Auditor’s Response

The company has provided managerial remuneration of Rs. 1,44,00,000/- to its one managing director and two whole time directors which exceeds the limits specified u/s 197. However, the members of the company has passed a special resolution in an Extraordinary General Meeting for the payment of excess amount over the limits specified in abovementioned section. And as per section 67 of the Companies Amendment Act, 2017, the company does not require to take prior approval from Central Government as well.

Information Other than the Standalone Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the standalone financial statements and our auditor’s report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone 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 AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the AS 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 March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.
 - h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Muchhal & Gupta

Chartered Accountants

FRN: 004423C

Prakash Chandra Gupta

Partner

Membership No. 073011

Place: Indore**Date: 18/05/2019**

ANNEXURE A TO THE INDEPENDENT AUDITORS' REPORT

- i. In respect of the Company's fixed assets :
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the Company.
- ii. Physical verification of inventory has been conducted at reasonable intervals by the management. The company has maintained proper records of inventory. No material discrepancies were noticed on verification.
- iii. According to the information and explanations given to us, the Company is covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records are not required to be maintained pursuant to the rules specified by the Central Government under section 148(1) of the Companies Act, 2013. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues :
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- viii. The company has not defaulted in repayment of dues to financial institution, or a bank.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Muchhal & Gupta

Chartered Accountants

FRN: 004423C

Prakash Chandra Gupta

Partner

Membership No. 073011

Place: Indore

Date: 18/05/2019

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Shanti Overseas (India) Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SHANTI OVERSEAS (INDIA) LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in

accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Muchhal & Gupta

Chartered Accountants
FRN: 004423C

Prakash Chandra Gupta

Partner
Membership No. 073011

Place: Indore

Date: 18/05/2019

SHANTI OVERSEAS (INDIA) LTD.
CIN : L51211MP2011PLC025807
STANDALONE BALANCE SHEET AS AT 31st MARCH, 2019

Particulars		Notes	Amount (₹) 31.03.2019	Amount (₹) 31.03.2018
I. EQUITY AND LIABILITIES				
1 Shareholders' Funds				
(a)	Share Capital	2	7,40,40,000	7,40,40,000
(b)	Reserves and Surplus	3	22,98,19,118	16,09,03,693
2 Non-Current Liabilities				
(a)	Long term Borrowings	4	10,18,30,150	9,68,60,268
(b)	Deffered Tax Liability (Net)	5	70,23,797	54,20,479
(c)	Long term Provisions	6	1,12,668	2,11,563
3 Current Liabilities				
(a)	Short term Borrowings	7	30,64,61,680	31,55,14,962
(b)	Trade Payables	8	3,35,46,099	4,26,79,305
(c)	Other Current Liabilities	9	4,02,48,121	1,28,47,840
(d)	Short term Provisions	10	3,25,77,946	2,99,60,034
TOTAL			82,56,59,579	73,84,38,143
II. ASSETS				
1 Non-Current Assets				
(a)	Property, Plant & Equipment:			
(i)	Tangible Assets	11	25,61,95,713	18,92,60,903
(ii)	Capital Work-in-progress		-	-
(b)	Non Current Investment	12	4,57,00,000	4,57,00,000
(c)	Long term Loans and Advances	13	58,62,314	66,85,097
(d)	Other Non Current Assets	14	67,44,613	87,67,997
2 Current Assets				
(a)	Inventories	15	2,19,35,773	23,10,46,753
(b)	Trade Receivables	16	29,86,55,876	15,25,24,348
(c)	Cash and Bank Balance	17	1,37,64,094	1,36,57,988
(d)	Short term Loans and Advances	18	14,31,86,301	7,61,20,766
(e)	Other Current Assets	19	3,36,14,894	1,46,74,290
TOTAL			82,56,59,579	73,84,38,143

Significant Accounting Policies & Disclosures Note 1
Notes to Accounts Note No. 2-29

For & on Behalf of the Board
SHANTI OVERSEAS (INDIA) LTD.

As per our Report of even date annexed
For M/S MUCHHAL & GUPTA
Chartered Accountants

Mukesh Kacholia
Managing Director
DIN:00376922

Ayush Kacholia
Director
DIN:03096933

Ramita Otwani
Compliance Officer
M.No. 28101

Prakash Chandra Gupta
(Partner)
M.No.: 073011
FRN: 004423C

Date : 18/05/2019
Place : Indore

SHANTI OVERSEAS (INDIA) LTD.**CIN : L51211MP2011PLC025807****STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH, 2019**

Particulars	Notes	Amount (₹)	
		31.03.2018	31.03.2017
I. Revenue from operations	20	1,66,98,27,661	1,34,30,83,341
II. Other Income	21	49,21,042	24,93,495
III. Total Revenue (I+II)		1,67,47,48,703	1,34,55,76,836
IV. Expenses:			
Cost of materials consumed	22	1,10,62,60,942	82,57,67,845
Purchase of Stock-in-Trade	23	27,20,08,150	27,59,40,451
Changes in inventories of finished goods and Stock-in-Trade	24	(11,96,729)	3,43,19,475
Employee benefits expense	25	2,89,95,420	2,53,92,580
Finance costs	26	3,52,90,973	2,51,42,784
Depreciation and amortization expense	11	3,14,57,768	89,87,614
Other expenses	27	10,00,70,855	7,60,89,136
Total Expenses		1,57,28,87,380	1,27,16,39,885
V. Profit before extraordinary Items & tax (III-IV)		10,18,61,323	7,39,36,952
VI. Add/Less: Extraordinary Items		-	-
VII. Profit Before Tax		10,18,61,323	7,39,36,952
VIII. <u>Tax Expenses</u>			
(a) Current Tax		2,68,79,497	2,10,19,691
(b) Deffered Tax Liabilities/(Assets)		16,03,318	40,12,381
IX. Profit for the year		7,33,78,508	4,89,04,880
X. Earning Per Equity Share			
Basic	28	9.91	7.31
Diluted	28	9.91	7.31

Significant Accounting Policies & Disclosures Note 1**Notes to Accounts Note No. 2-29**

For & on Behalf of the Board
SHANTI OVERSEAS (INDIA) LTD.

As per our Report of even date annexed
For M/S MUCHHAL & GUPTA
Chartered Accountants

Mukesh Kacholia
Managing Director
DIN:00376922

Ayush Kacholia
Director
DIN:03096933

Ramita Otwani
Compliance Officer
M.No. 28101

Prakash Chandra Gupta
(Partner)
M.No.: 073011
FRN: 004423C

Date : 18/05/2019
Place : Indore

SHANTI OVERSEAS (INDIA) LTD.
CIN : L51211MP2011PLC025807
STANDALONE CASH FLOW STATEMENT
FOR THE YEAR ENDED ON 31st MARCH, 2019

Particulars	As on 31.03.2019 Amount (₹)	As on 31.03.2019 Amount (₹)	As on 31.03.2018 Amount (₹)	As on 31.03.2018 Amount (₹)
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	10,18,61,323		7,39,36,952	
Adjustments for:				
Depreciation	3,14,57,768		89,87,614	
Interest & Finance Charges	3,52,90,973		2,51,42,784	
Interest on Deposit	(7,63,569)		(8,08,330)	
Interest Received	-		(3,500)	
(Profit)/Loss On sale of fixed Asset			-	
Decrease/(Increase) in Non-Current Assets	20,23,384		(87,67,997)	
Operating Profit before Working Capital Changes	16,98,69,880		9,84,87,522	
Adjustments for:				
Decrease/(Increase) in Receivables	(14,61,31,528)		(1,71,97,255)	
Decrease/(Increase) in Inventories	20,91,10,979		(13,16,22,878)	
Increase/(Decrease) in Payables	(91,33,206)		4,07,07,395	
Increase/(Decrease) in Short Term Provision	26,17,912		78,10,216	
Decrease/(Increase) in Other Current Assets	(1,89,40,604)		(33,51,798)	
Increase/(Decrease) in Other Current Liabilities	2,74,00,281		27,34,610	
Increase/(Decrease) in Long Term Provision	(98,895)		81,626	
Decrease/(Increase) in Long term Advances	8,22,783		(32,69,838)	
Decrease/(Increase) in Short term Advances	(6,70,65,535)		(5,11,89,212)	
Cash generated from operations	16,84,52,068		(5,68,09,613)	
Income Tax paid	2,68,79,497		2,10,19,691	
Net Cash flow from Operating activities		14,15,72,571		(7,78,29,304)
B CASH FLOW FROM INVESTING ACTIVITIES				
Increase in Investments	-		(4,55,00,000)	
Interest on Deposit	7,63,569		8,08,330	
Increase in Fixed Assets (Net)	(9,83,92,577)		(12,45,01,522)	
Interest Received	-		3,500	
Net Cash used in Investing activities		(9,76,29,008)		(16,91,89,692)
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Shares	-		10,02,00,000	
Increase in Long term Borrowings	49,69,882		6,20,04,372	
Increase in Short term Borrowings	(90,53,282)		10,99,92,434	
Dividend Paid	(44,63,084)			
Interest paid	(3,52,90,973)		(2,51,42,784)	
Net Cash used in financing activities		(4,38,37,457)		24,70,54,022
Net increase in Cash & Cash Equivalents (A+B+C)		1,06,106		35,027
Cash and Cash equivalents as at the beginning of the period		1,36,57,988		1,36,22,961
Cash and Cash equivalents as at the end of the year		1,37,64,094		1,36,57,988
Cash & Cash Equivalents		As on 31.03.2019		As on 31.03.2018
i Cash on Hand		1,18,734		98,591
ii Cash at Bank		22,63,605		27,92,427
iii Bank deposits with more than twelve months maturity		1,13,81,755		1,07,66,970
Cash & Cash equivalents as stated (i+ii+iii)		1,37,64,094		1,36,57,988

For & on Behalf of the Board
SHANTI OVERSEAS (INDIA) LTD.

As per our Report of even date annexed
For M/S MUCHHAL & GUPTA
Chartered Accountants

Mukesh Kacholia
Managing Director
DIN:00376922

Ayush Kacholia
Director
DIN:03096933

Ramita Otvani
Compliance Officer
M.No. 28101

Prakash Chandra Gupta
(Partner)
M.No.: 073011
FRN: 004423C

Date : 18/05/2019

Place : Indore

NOTE - 1

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE STANDALONE SUMMARY OF STATEMENTS**A. BACKGROUND**

Shanti Overseas (India) Limited having registered office at 215-216 Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore was originally formed and registered as a partnership firm under the Partnership Act in the name and style of “Shanti Overseas”, pursuant to a deed of partnership dated November 15, 2004. “Shanti Overseas” was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 with the name of “Shanti Overseas (India) Private Limited” vide certificate of incorporation received on April 18, 2011 from Registrar of Companies, Madhya Pradesh. Subsequently, the Company was converted into a public limited company vide fresh Certificate of Incorporation dated January 20, 2017 issued by the Registrar of Companies, Gwalior. The company is listed on NSE EMERGE platform via initial public offer on August 3, 2017. Shanti Overseas (India) Limited is engaged in primary processing and trading of agri commodities and manufacturing of Soya Products such as Soyabean Meal and Soy Crude Oil.

The Company has two wholly owned subsidiaries namely Shaan Agro Oils & Extractions Private Limited (incorporated on February 14, 2017) and Biograin Protinex Private Limited (incorporated on May 31, 2016).

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (1-19)**1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Standalone Statement of Assets and Liabilities of the Company as on March 31, 2019 and the Standalone Summary Statement of Profit and Loss and Standalone Summary Statements of Cash Flows for the year ended on March 31, 2019, and the annexure thereto (collectively, the “**Standalone Financial Statements**” or “**Standalone Summary Statements**”) have been extracted by the management from the Standalone Financial Statements of the Company for the year ended on March 31, 2019.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of Standalone financial statements in conformity with generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

3. INVENTORIES

- a) The cost of inventories comprises all costs of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition.
- b) The inventories are valued at the lower of cost on Weighted Average and the net realisable value after providing for obsolescence and other losses, where considered necessary.

4. CASH AND CASH EQUIVALENTS

Cash comprises cash on hand and demand deposits with bank. Cash equivalents are short term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of changes in value.

5. CASH FLOW

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

6. PROPERTY, PLANT AND EQUIPMENTS

The company has adopted cost model as prescribed in Accounting Standard AS-10 (Revised) "Property, Plant & Equipment".

Recognition

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- (a) It is probable that future economic benefits associated with the item will flow to the enterprise; and
- (b) The cost of the item can be measured reliably.

Subsequent Cost

The Company recognizes in the carrying amount of an item of Property, Plant & Equipment, and the cost of replacing a part of an item, when that cost is incurred provided the recognition criteria as mentioned above are met. The carrying amount of those parts that are replaced is derecognized in accordance with the de-recognition provisions mentioned in the Accounting Standard. The cost of day to day servicing of an item of Property, Plant & Equipment is recognized in the Statement of Profit & Loss as and when incurred.

Measurement

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including import duties and other non-refundable taxes or levies (excluding GST) and any directly, attributable cost of bringing the asset to the working condition for its intended use.

Capital Work in Progress

Capital Work-In-Progress includes the cost of fixed assets that are not ready to use at the Balance Sheet date. Advances paid for capital assets are not considered as Capital Work-in-Progress but classified as Long Term Advances. These are apportioned to fixed assets on commencement of commercial production. However, any addition to the construction work and new technologically advanced machinery that will be installed in next year will be then capitalized.

7. EVENTS OCCURRING AFTER BALANCE SHEET DATE

Material events occurring after the Balance Sheet are considered up to the date of approval of the accounts by the board of directors. There are no substantial events having an impact on the results of the current year Balance Sheet.

8. DEPRECIATION

Depreciation has been provided on the Written Down Value method as per the rates prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under:

Assets costing less than Rs. 5,000 each are generally fully depreciated in the year of capitalisation.

9. REVENUE RECOGNITION

- (a) Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of GST.
- (b) Dividend income is recognized when the right to receive the dividend is established.
- (c) Interest income is recognized on the time proportion basis.
- (d) Export incentives receivable and duty drawback receivable are accounted for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of such proceeds.

10. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

11. EMPLOYEE BENEFITS**(a) Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.

(b) Post-Employment Benefits:

(i) **Defined Contribution Plans:** The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) **Defined Benefit Plans:** The present value of the company's obligation towards gratuity payment to employees is determined based on the actuarial valuation, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as per actuarial valuation.

Actuarial gains and losses are recognized in the Statement of Profit and Loss.

12. BORROWING COSTS

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.

The Borrowing costs incurred post construction period are recognized in Profit & Loss Account.

13. EARNINGS PER SHARE

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

14. ACCOUNTING FOR TAXES ON INCOME

Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognized, on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. In subsidiaries companies deferred tax asset/liability recognised only in that year when the company is start doing actual business activity.

Deferred Tax Assets/ Liabilities

Deferred Tax liability/Asset in view of Accounting Standard –22: "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, is applicable to the company. The Deferred tax is recognised for all timing differences being the difference between the "Taxable income" and "Accounting Income" the originate in one period, and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying value at each Balance Sheet date.

15. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (Cash Generating Unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the Cash Generating Unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

16. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss for the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss.

The premium or the discount on forward exchange contracts not relating to firm commitments or highly probable forecast transactions and not intended for trading or speculation purpose is recognized as an expense or income at the time of the contract.

17. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Dextrous Products Private Limited versus Shanti Overseas (India) Pvt. Ltd. and another

Dextrous Products Pvt. Ltd. has filed a case under Order 7 Rule 1 of Civil Procedure Code bearing case no. RCS B/00029/2016 against our Company with City Civil Court no XVII Civil Judge Class I, District Judge, Indore for recovery of dues against our Company and Our Promoter Group Entity, Agri Wing International. The matter is in dispute for the quality issue and cancellation of supply of contract beyond 545.885 metric tons. The company claims that it has made the payment as per the agreed calculation. The liability in the present matter can be of an amount of Rs. 9,14,397/- on our Company, and Rs. 4,39,803 on our Promoter Group Entity, Agri Wing International. The last date of hearing was 6th October 2016. The matter is pending for further consideration.

18. PRELIMINARY & PRE-OPERATIVE EXPENSES:

Preliminary & pre-operative expenses have been written-off 1/5th over the course of five years from the year in which company's actual business started. As the management believes that actual benefit from those expenses will be derived in a period of 5 years and not immediately. Till then Company shows Preliminary & pre-operative expenses under other current assets head.

19. OPERATING SEGMENT:

The Company operates in two segments - Manufacturing and trading. The segment report of Standalone Audited Segment wise Revenue, Results and Capital Employed is annexed herewith-

SEGMENT REPORT

Particulars	31.03.2019 Audited	31.03.2018 Audited
1. Segment Revenue		
(a) Segment – Manufacturing	157,81,35,420	102,55,56,825
(b) Segment – Trading	9,66,13,283	40,70,16,551
Total	167,47,48,703	143,25,73,376
Less: Inter Segment Revenue	-	(8,69,96,540)
Net Segment Revenue	167,47,48,703	134,55,76,836
2. Segment Results (Profit)(+)/ Loss (-) before tax and interest)		
(a) Segment – Manufacturing	14,24,57,889	10,56,08,496
(b) Segment – Trading	(53,05,593)	(65,28,760)
Total	13,71,52,296	9,90,79,736
Less: i) Interest	(3,52,90,973)	(2,51,42,784)
Total Profit Before Tax	10,18,61,323	7,39,36,952
3. Segment Assets		
(a) Segment – Manufacturing	67,91,77,029	57,96,03,159
(b) Segment – Trading	14,64,82,550	15,88,34,984
Total	82,56,59,579	73,84,38,143
4. Segment Liabilities		
(a) Segment – Manufacturing	47,71,97,263	41,73,48,192
(b) Segment – Trading	4,46,03,198	8,61,46,259
Total	52,18,00,461	50,34,94,451
5. Capital Employed		
Total	30,38,59,118	23,49,43,692
Total	82,56,59,579	73,84,38,143

C. NOTES TO ACCOUNTS -

1. The schedules referred to in the balance sheet and profit and loss account forms an integral part of the accounts.

2. Realizations:

Balances of depositors, sundry debtors, creditors and loans and advances are subject to confirmations and reconciliations.

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

3. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

4. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupee. Figures in brackets indicate negative values.

Previous year figures have been regrouped/ rearranged wherever found necessary.

5. Related Party Disclosure (AS 18)

Related party transactions are reported below as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended.

a) Details of related parties:

1.	Key Managerial Personnel	i. Mukesh Kacholia (Managing Director) ii. Ayush Kacholia (Whole Time Director) iii. Rohan Kacholia (Whole Time Director) iv. Sangeeta Kacholia (Non-Executive Director) v. Karuna Kacholia (Chief Financial Officer)
2.	Relatives of KMP	i. Mukesh Kacholia HUF (HUF Of Director) ii. Namrata Kacholia (Spouse of Director Mr. Rohan Kacholia)
3.	Entities where control exists	i. Shaan Agro Oils & Extractions Pvt. Ltd. (Wholly Owned Subsidiary) ii. Biograin Protinex Pvt. Ltd. (Wholly Owned Subsidiary) iii. Agri Wing Organics (Directors are Partners)

b) Transactions during the year with the related party:

S No.	Nature of Transactions	Key Managerial Personnel	Relatives of KMP	Entities where control exists
1.	Employee Benefit Expenses			
	Mr. Mukesh Kacholia	48,00,000	-	-
	Mr. Ayush Kacholia	48,00,000	-	-
	Mr. Rohan Kacholia	48,00,000	-	-
	Mrs. Karuna Kacholia	15,37,485	-	-
	Mrs. Namrata Kacholia	-	12,39,984	-
2.	Interest Paid			
	Mr. Mukesh Kacholia	10,85,585	-	-
	Mr. Ayush Kacholia	7,52,985	-	-
	Mr. Rohan Kacholia	6,89,948	-	-
3.	Unsecured Loans Received			
	Mr. Mukesh Kacholia	1,82,25,000	-	-
	Mr. Ayush Kacholia	2,03,90,908	-	-
	Mr. Rohan Kacholia	1,54,45,812	-	-
4.	Unsecured Loans Repaid			
	Mr. Mukesh Kacholia	80,58,415	-	-
	Mr. Ayush Kacholia	1,37,76,894	-	-
	Mr. Rohan Kacholia	71,22,827	-	-
5.	Rent Paid			
	Mrs. Sangeeta Kacholia	3,96,000	-	-
	Mr. Mukesh Kacholia	6,39,300	-	-
6.	Purchase During the Year			
	M/s. Agri Wing Organics	-	-	4,58,33,064
7.	Sales During the Year			
	M/s. Shaan Agro Oils & Extractions Pvt. Ltd.	-	-	27,67,33,813
8.	Rent Received			
	M/s. Shaan Agro Oils & Extractions Pvt. Ltd.	-	-	18,00,000

c) Balances Outstanding as on 31st March, 2019:

S No.	Nature of Transactions	Key Managerial Personnel	Relatives of KMP	Entities where control exists
1.	Unsecured Loans			
	Mr. Mukesh Kacholia	1,41,74,579	-	-
	Mr. Ayush Kacholia	1,04,35,740	-	-
	Mr. Rohan Kacholia	1,14,29,952	-	-
2.	Loans & Advances			
	M/s. Shaan Agro Oils & Extractions Pvt. Ltd.	-	-	6,87,62,063

6. Statement of Adjustments to Profit and Loss after TaxTable -1

Particulars	2018-19
Net Profit After Tax as per audited accounts but before adjustments for DTA/DTL:	Rs. 7,49,81,826
Decrease/(Increase) in DTL	Rs. (16,03,318)
Profits after Tax as per Accounts	Rs. 7,33,78,508

For M/s Muchhal & Gupta

Chartered Accountants

FRN: 004423C

Prakash Chandra Gupta

Partner

Membership No. 073011

Place: Indore

Date: 18/05/2019

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2019**NOTE 2**

SHARE CAPITAL	AS AT 31-03-2019		AS AT 31-03-2018	
	Number	Amount	Number	Amount
Authorised Capital				
Equity Shares of ₹10 each	76,00,000	7,60,00,000	60,00,000	6,00,00,000
Issued Capital				
Equity Shares of ₹10 each	74,04,000	7,40,40,000	36,00,000	3,60,00,000
Subscribed & Paid up				
Equity Shares of ₹10 each fully paid	74,04,000	7,40,40,000	36,00,000	3,60,00,000
TOTAL	74,04,000	7,40,40,000	36,00,000	3,60,00,000

A. THE DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARE

NAME OF SHAREHOLDER	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mukesh Kacholia	15,64,250	21.13%	15,64,250	21.13%
Mr. Ayush Kacholia	10,80,000	14.59%	10,80,000	14.59%
Mrs. Sangeeta Devi Kacholia	5,41,750	7.32%	5,41,750	7.32%
Mrs. Karuna Kacholia	5,40,000	7.29%	5,40,000	7.29%
Mr. Rohan Kacholia	10,80,000	14.59%	10,80,000	14.59%
Mrs. Namrata Kacholia	5,40,000	7.29%	5,40,000	7.29%
TOTAL	53,46,000	72.93%	53,46,000	72.93%

B. RECONCILIATION OF EQUITY SHARES

PARTICULARS	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Shares held	Amount	No. of Shares held	Amount
Number of shares at the beginning of the period	74,04,000	7,40,40,000	36,00,000	3,60,00,000
Add: Bonus Shares issued	-	-	18,00,000	1,80,00,000
Add: Public Issue	-	-	20,04,000	2,00,40,000
Number of shares at the end of the period	74,04,000	7,40,40,000	74,04,000	7,40,40,000

C. TERMS AND RIGHTS ATTACHED TO EQUITY SHARES

The Company has one class of shares the Ordinary shares. These shares are of ₹ 10/- each. In respect of every Ordinary share (whether fully or partly paid), voting rights shall be in the same proportion as the capital paid up on such Ordinary share bears to the total paid up Ordinary share capital of the Company. The claim of ordinary shareholder on earnings and assets in the event of liquidation, follows all others, in proportion of their shareholdings.

NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2019

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
3	<u>RESERVES AND SURPLUS</u>		
	A. Securities Premium Account		
	Opening Balance	8,01,60,000	-
	(+) Security premium credited on Share issue	-	8,01,60,000
	TOTAL A	8,01,60,000	8,01,60,000
	B. Surplus		
	Opening balance	8,07,43,693	4,98,38,813
	(-) Bonus Issue of shares	-	1,80,00,000
	(-) Proposed Dividend	44,63,084	-
	(+) Net Profit/(Net Loss) For the current year	7,33,78,509	4,89,04,880
TOTAL B	14,96,59,118	8,07,43,693	
TOTAL (A+B)	22,98,19,118	16,09,03,693	
4	<u>LONG TERM BORROWING</u>		
	<u>Secured loans from banks</u>	5,79,63,692	8,76,54,428
	<u>Unsecured Loans</u>		
	From Related Parties and Directors	3,60,40,271	86,61,023
	From Banks	16,12,836	5,44,818
	From Body Corporates	62,13,352	-
TOTAL	10,18,30,150	9,68,60,268	
Secured Loans are secured by hypothecation of Plant and Machinery, Movable fixed assets and further secured by immovable assets of company and the directors.			
5	<u>DEFERRED TAX ASSETS</u>		
	Opening balance(DTA)	-	-
	Add: DTA created	-	-
	TOTAL	-	-
	<u>Deffered Tax Liability</u>		
	Opening balance(DTL)	54,20,479	14,08,098
	Add: DTL created	16,03,318	40,12,381
	TOTAL	70,23,797	54,20,479
Closing (DTL)/DTA	70,23,797	54,20,479	
6	<u>LONG TERM PROVISIONS</u>		
	Gratuity Payable	1,12,668	2,11,563
TOTAL	1,12,668	2,11,563	
7	<u>SHORT TERM BORROWINGS</u>		
	Secured Loans from Banks	30,64,61,680	31,55,14,962
TOTAL	30,64,61,680	31,55,14,962	
Secured Loans are secured by hypothecation of Factory Building, Plant and Machinery and further secured by existing and future current assets of the company. This includes cash credit limits & EPCL.			

NOTES	PARTICULARS	Amount (₹)	Amount (₹)
		31-03-2019	31-03-2018
8	<u>TRADE PAYABLES</u>		
	<u>Trade Payable from others</u>		
	Creditor for Capital Goods	73,52,707	45,50,287
	Creditor for Goods	1,96,71,154	2,69,20,895
	Creditor for Expense	65,22,238	1,12,08,123
	TOTAL	3,35,46,099	4,26,79,305
	The company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small & Medium Enterprises Development Act 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid/payable to these parties during the year is NIL.		
9	<u>OTHER CURRENT LIABILITIES</u>		
	Current Maturity of long term borrowing	3,90,50,183	1,07,09,733
	Statutory Remittances	11,97,938	21,38,107
	TOTAL	4,02,48,121	1,28,47,840
10	<u>SHORT TERM PROVISIONS</u>		
	A. <u>Duties & Taxes</u>		
	Provision for Income Tax	2,68,79,497	2,10,19,691
	Provision for Professional Tax	4,456	5,142
	TOTAL A	2,68,83,953	2,10,24,833
	B. <u>Provisions</u>		
	Salary payable	13,33,972	7,24,876
	Bonus Payable	2,17,215	1,53,218
	Provision for Audit Fees	58,500	58,500
	Electricity Payable	25,38,100	15,31,477
	Telephone exp. Payable	4,180	8,778
	Director Sitting Fee Payable	32,000	32,000
	Provision for bank interest	14,44,052	23,28,777
	Other Provisions	65,974	40,97,575
TOTAL B	56,93,993	89,35,200	
TOTAL (A+B)	3,25,77,946	2,99,60,034	

SHANTI OVERSEAS (INDIA) LIMITED
NOTES ON STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2019
Note "11" Property, Plant & Equipment

Particulars	Gross Block			Depreciation			Net block				
	Opening Balance	Addition	Deduction	As on 31.03.2019	Up to 31.03.2018	Current Year	Adjusted with Retained Earnings	Deletion	Up to 31.03.2019	As on 31.03.2018	As on 31.03.2019
Computer	12,73,895	16,67,724	516	29,41,103	9,74,997	2,76,800	-	-	12,72,140	2,78,555	16,68,964
Electrical Equipment	13,70,175	9,02,079	10,738	22,61,516	9,06,951	2,10,564	-	-	11,17,515	4,63,224	11,44,002
Electrical fittings	46,48,269	1,45,78,336	-	1,92,26,605	19,783	26,92,579	-	-	27,12,362	46,28,486	1,65,14,243
Factory Building	7,23,13,308	3,00,01,358	50,599	10,22,64,067	25,46,432	76,67,921	-	-	1,01,94,009	6,97,87,219	9,20,70,058
Land	2,55,80,229	-	-	2,55,80,229	-	-	-	-	-	2,55,80,229	2,55,80,229
Office Equipment	9,61,424	2,62,507	10,795	12,13,136	5,75,538	2,36,117	-	-	7,93,614	3,85,886	4,01,482
Office Furniture	9,48,924	36,17,063	477	45,65,510	3,67,181	2,90,921	-	-	6,58,102	5,81,743	39,07,408
Plant & Machinery	10,00,50,575	4,43,71,389	45,061	14,43,76,904	1,66,03,488	1,84,59,252	-	-	3,50,62,740	8,34,47,088	10,93,14,164
RCC Road	-	30,00,000	-	30,00,000	-	3,42,599	-	-	3,42,599	-	26,57,401
Vehicles	76,56,505	1,10,303	-	77,66,808	35,48,031	12,81,016	-	-	48,29,047	41,08,474	29,37,761
Current Year	21,48,03,304	9,85,10,760	1,18,186	31,31,95,878	2,55,42,400	3,14,57,768	-	-	5,70,00,168	18,92,60,904	25,61,95,713
Previous Year	6,70,18,034	2,09,46,749	26,46,120	8,53,18,663	65,20,235	1,05,07,692	-	4,73,140	1,65,54,786	6,04,97,799	6,87,63,877

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
12	NON CURRENT INVESTMENT <u>Investment in Equity Instruments</u> 100 % wholly owned Subsidiary(Unquoted & Fully paid-up) Investment In Biograin Protinex Pvt. Ltd. (10000 Equity Shares @ 10/- per shares) Investment In Shaan Agro oils & Extractions Pvt. Ltd. (4560000 Equity Shares @ 10/- per shares)	1,00,000 4,56,00,000	1,00,000 4,56,00,000
	TOTAL	4,57,00,000	4,57,00,000
13	<u>LONG TERM LOANS & ADVANCES</u> <u>Unsecured,considered good</u> Security Deposits Others	38,16,095 20,46,219	50,14,797 16,70,300
	TOTAL	58,62,314	66,85,097
14	<u>OTHER NON CURRENT ASSET</u> <u>Preliminary Expenses</u> IPO Expenses Less : Written off during the year	87,67,997 (20,23,384)	1,01,16,920 (13,48,923)
	TOTAL	67,44,613	87,67,997
15	<u>INVENTORIES (AS TAKEN, VALUED AND CERTIFIED BY THE MANAGEMENT)</u> <u>Finished Goods</u> Soyabean Meal Soyabean Oil Soya Lecithin Soyabean Husk FM/Mitti <u>Raw Material</u> Soyabean Poly Yarn <u>Stock-in-trade</u> Rice <u>Others</u> Stores and Spares Packing Material	92,41,635 - - 1,39,300 3,87,522 1,06,30,385 7,050 - 9,54,952 5,74,930	26,40,701 6,43,987 29,52,496 - 4,93,775 22,24,67,975 - 18,47,818 - -
	TOTAL	2,19,35,773	23,10,46,753
16	<u>TRADE RECEIVABLES</u> <u>Unsecured, Considered good</u> <u>Export Debtor</u> More than six month Less than six month <u>Domestic Debtor</u> More than six month Less than six month	- 29,42,70,762 41,19,650 2,65,464	- 12,61,30,102 6,39,149 2,57,55,097
	TOTAL	29,86,55,876	15,25,24,348

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
17	<u>CASH AND CASH EQUIVALENT</u> Balances with Bank Cash in Hand Bank deposits with more than twelve months maturity TOTAL	22,63,605 1,18,734 1,13,81,755 1,37,64,094	27,92,427 98,591 1,07,66,970 1,36,57,988
18	<u>SHORT TERM LOANS AND ADVANCES</u> <u>Secured, considered good</u> <u>Unsecured, considered good</u> <u>Others</u> Staff Loans & advances Advances to Suppliers Prepaid Expense Other Advances <u>Related Parties Balances</u> Shaan Agro oils & Extractions Pvt. Ltd. <u>Balances with Government Authorities</u> Advance Tax Others TOTAL	63,785 2,21,95,868 9,29,607 1,10,047 6,87,62,063 1,50,00,000 3,61,24,932 14,31,86,301	1,25,894 44,40,712 3,14,005 88,23,375 1,89,15,324 1,35,00,000 3,00,01,456 7,61,20,766
19	<u>OTHER CURRENT ASSETS</u> Export Incentive (MEIS Scheme) Accrued Interest on FD TDS Receivable (NBFC) Interest Subsidy Receivable Quarterly Incremental License TOTAL	3,20,74,532 4,29,139 1,84,215 6,24,827 3,02,182 3,36,14,894	1,23,04,736 3,80,076 10,371 16,76,925 3,02,182 1,46,74,290
20	<u>REVENUE FROM OPERATIONS</u> <u>A. Sale of products:</u> <u>(i) Trading Goods</u> Kabuli chana Soyabean Black Eye Beans Red Cowpeas Rice Soyabean Meal Red Lentil Total (i) <u>(ii) Manufacturing Goods</u> Soyabean Crude Oil Soyabean Meal FM/Mitti Soyabean Husk Soya Lecithin Total (ii) Total A (i+ii)	5,14,26,442 3,57,13,362 2,31,06,276 1,15,11,174 64,34,766 17,27,31,439 - 30,09,23,460 26,35,55,998 93,64,68,029 43,02,588 15,54,250 57,37,785 121,16,18,650 151,25,42,109	4,19,68,660 11,29,38,788 4,54,56,625 1,02,32,209 8,13,24,646 76,87,500 45,88,290 30,41,96,717 19,06,07,577 74,89,34,269 7,52,475 - 22,50,270 94,25,44,590 124,67,41,308

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
	B Other Operating Revenue:		
	Duty drawback Receivable	17,45,791	12,34,119
	Export Incentive	10,30,88,105	1,82,19,734
	Foreign Exchange Fluctuation	1,26,49,857	2,07,59,685
	Profit from Dollar Hedging	3,23,21,282	1,65,73,897
	Profit from NCDEX	-	2,70,03,423
	Income from job work	4,54,219	48,80,712
	Qty Claim & Discount Received	70,14,768	68,74,563
	Shortage, Quantity & Rate Difference	11,530	7,95,899
	Total B	15,72,85,552	9,63,42,034
	TOTAL (A+B)	166,98,27,661	134,30,83,341
21	<u>OTHER INCOME</u>		
	Income from Weighbridge	1,16,561	65,990
	Interest from MPSEB	2,35,233	99,204
	Interest on FDR	7,63,569	8,08,330
	Entry Tax Refund (2015-16)	3,00,297	-
	Interest Received	-	3,500
	Sundry Balances Written Off	3,728	45,550
	Lease Rent Received	18,00,000	14,70,000
	Other Income	17,01,654	920
	TOTAL	49,21,042	24,93,495
22	<u>COST OF MATERIAL CONSUMED</u>		
	<u>Soyabean</u>		
	Opening Stock	22,24,67,975	5,65,25,622
	Add: Purchases/ Transfer	82,77,46,802	91,20,34,520
	Add: Direct Expenses	6,66,76,551	7,96,75,679
	Less: Closing Stock	1,06,30,385	22,24,67,975
	TOTAL	110,62,60,942	82,57,67,845
23	<u>PURCHASE</u>		
	<u>Stock-in-trade</u>		
	Kabuli chana	4,93,83,690	4,04,09,621
	Soyabean	3,26,22,259	10,14,97,367
	Soyabean Meal	15,52,38,318	76,87,500
	Black Eye Beans	2,08,95,698	4,08,68,918
	Red Cow Peas	1,02,12,604	93,57,366
	Red Lentils	-	51,80,589
	Rice	36,55,580	7,09,39,090
	TOTAL	27,20,08,150	27,59,40,451
24	<u>CHANGES IN INVENTORIES</u>		
	<u>Finished Goods</u>		
	Opening Stock	67,30,960	4,18,21,133
	Closing Stock	97,68,457	67,30,960
	(Increase)/Decrease	(30,37,497)	3,50,90,173

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
	<u>Stock-in-trade</u>		
	Opening Stock	18,47,818	10,77,120
	Closing Stock	7,050	18,47,818
	(Increase)/Decrease	18,40,768	(7,70,698)
	Net (Increase)/Decrease	(11,96,729)	3,43,19,475
25	<u>EMPLOYEE BENEFIT EXPENSE</u>		
	Bonus Expense	6,52,625	3,09,721
	Salaries	1,22,48,800	95,11,414
	Gratuity	31,042	81,626
	Staff Mess Expense	6,29,992	-
	Staff Welfare Expense	82,220	3,98,043
	ESIC, Leave Encashment, Medical, PF	9,18,741	6,59,776
	Remuneration of Directors and Key Managerial Personnel		
	Salary to whole time directors	1,44,00,000	1,44,00,000
	Director Sitting Fee	32,000	32,000
	TOTAL	2,89,95,420	2,53,92,580
26	<u>FINANCE COST</u>		
	<u>Interest</u>		
	Bank Interest	1,46,76,692	1,73,30,300
	Interest on Term Loan	1,14,19,990	3,66,080
	Interest on Car Loan	1,54,851	1,63,727
	Interest on Unsecured Loan	45,46,030	21,00,234
	Interest on Income Tax	7,40,225	3,10,737
	Interest Paid to Suppliers	-	1,34,509
	<u>Others</u>		
	Brokerage on Unsecured loans	1,48,000	-
	Bank Charges	24,03,169	34,14,751
	Processing Fees	12,02,015	13,22,446
	TOTAL	3,52,90,973	2,51,42,784
27	<u>OTHER EXPENSES</u>		
	Administrative, Selling & Other Expenses		
	<u>Administrative Expense</u>		
	Auditors Remuneration*	65,000	65,000
	Advertisement Expenses	30,000	5,48,000
	Business Promotion Expense	2,82,565	4,54,261
	Professional Expense	50,14,246	43,20,361
	Conveyance Expense	6,32,143	4,17,450
	Computer Repair & Maintenance	1,51,541	1,04,581
	Factory Repair & Maintenance	-	61,728
	Factory Expenses	15,09,709	2,73,007
	Insurance expense	3,83,305	4,55,999
	Interest & Penalty on duty drawback, GST	2,41,450	4,108
	Medical Expenses	4,047	-
	Legal Expense	15,14,486	16,75,676
	Professional Tax	2,500	10,000
	Preliminary Expenses Written off	20,23,384	13,75,107
	Office Maintenance Expense	1,24,510	60,903

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
	Office Expense	3,77,694	4,23,604
	Postage & Stamp Charges	2,48,348	1,68,992
	Electricity Expenses	22,574	1,92,740
	Office Rent	3,96,000	5,56,000
	Stationery & Printing Expense	2,75,201	1,31,203
	Vehicle Repair & Maintenance	1,57,597	79,252
	Telephone Expense	3,76,574	3,36,379
	Travelling Expense	26,33,916	39,54,210
	TOTAL A	1,64,66,791	1,56,68,559
	*Auditor's Remuneration		
	Statutory Audit	40,000	40,000
	Tax Audit	25,000	25,000
	Total	65,000	65,000
	(All amounts are exclusive of Goods and Service Tax)		
	<u>Selling Expense</u>		
	Brokerage on sales	1,02,49,874	93,44,684
	Discount	-	1,08,478
	Export Expense	4,75,18,546	3,55,37,850
	Commision charges	26,11,340	9,51,760
	Sampling Expense	27,72,422	13,52,468
	Freight on Sales	1,72,79,449	1,22,92,332
	Quality & Rate Difference	15,43,449	3,44,927
	TOTAL B	8,19,75,080	5,99,32,499
	<u>Other Expense</u>		
	CSR Expenditure	7,03,960	-
	Entry Tax Demand	3,000	-
	Entry Tax on assessment	-	801
	Other Interest & Late Fees	3,507	64,452
	Membership Fees	10,200	34,370
	Fixed Asset Written Off	1,18,185	-
	Sundry Balance Written off	7,90,013	-
	Round off	119	-
	Service Tax	-	2,46,682
	Shortage (Soyabean Oil)	-	75,572
	VAT	-	1,150
	Income Tax A.Y. 2015-16	-	65,050
	TOTAL C	16,28,984	4,88,077
	TOTAL (A+B+C)	10,00,70,855	7,60,89,136

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
28	<u>EARNING PER SHARE</u>		
	Profit during the year	7,33,78,508	4,89,04,880
	No. of shares at the end of the period*	74,04,000	66,90,246
	Basic EPS	9.91	7.31
	Diluted EPS	9.91	7.31
29	<u>EARNINGS IN FOREIGN EXCHANGE</u>		
	F.O.B. Value of Exports	116,95,22,249	44,20,09,268
	Foreign Exchange Earnings	1,26,49,857	2,07,59,685
	TOTAL	118,21,72,106	46,27,68,953

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF SHANTI OVERSEAS (INDIA) LIMITED**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying Consolidated Financial Statements of Shanti Overseas (India) Limited (“the Parent Company”), which comprise the Consolidated Balance Sheet as at March 31, 2019, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the Consolidated Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Companies (Accounting Standards) Amendment Rules, 2016, as amended, (“AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and its cash flows for the year ended on that date.

Basis for opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Key Audit Matter

Managerial Remuneration as per section 197 read with schedule V of the Companies Act, 2013 and section 67 of the Companies Amendment Act, 2017.

Auditor’s Response

The holding company has provided managerial remuneration of Rs. 1,44,00,000/- to its one managing director and two whole time directors which exceeds the limits specified u/s 197. However, the members of the company has passed a special resolution in an Extraordinary General Meeting for the payment of excess amount over the limits specified in abovementioned section. And as per section 67 of the Companies (Amendment) Act, 2017, the company does not require to take prior approval from Central Government as well.

Information Other than the Consolidated Financial Statements and Auditor’s Report thereon

The Holding Company’s Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Corporate Governance and Shareholder’s Information, but does not include the Consolidated Financial Statements and our auditor’s report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Consolidated 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 AS and other accounting principles generally accepted in India. 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 Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Consolidated Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objective is to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of Internal Financial Controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate Internal Financial Controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and

significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a Statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the AS specified under Section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's Internal Financial Controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended.
 - h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act and section 67 of the Companies (Amendment) Act, 2017.
 - i) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements.
 - ii. The Company haven't made any provision, as it is not required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There is no amounts is required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a Statement on the matters specified in paragraphs 3 and 4 of the Order.

For **Muchhal & Gupta**
Chartered Accountants
FRN: 004423C

Prakash Chandra Gupta
Partner
Membership No. 073011

Place: Indore
Date: 18/05/2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

- i. In respect of the Company's fixed assets :
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the Company.
- ii. Physical verification of inventory has been conducted at reasonable intervals by the management. The company has maintained proper records of inventory. No material discrepancies were noticed on verification.
- iii. According to the information and explanations given to us, the Company is covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) There is no overdue amount remaining outstanding as at the year-end.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records are not required to be maintained pursuant to the rules specified by the Central Government under section 148(1) of the Companies Act, 2013. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues :
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- viii. The company has not defaulted in repayment of dues to financial institution, or a bank.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the consolidated financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Muchhal & Gupta

Chartered Accountants

FRN: 004423C

Prakash Chandra Gupta

Partner

Membership No. 073011

Place: Indore

Date: 18/05/2019

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT ON CONSOLIDATED FINANCIAL

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Shanti Overseas (India) Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of SHANTI OVERSEAS (INDIA) LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Muchhal & Gupta**

Chartered Accountants

FRN: 004423C

Prakash Chandra Gupta

Partner

Membership No. 073011

Place: Indore

Date: 18/05/2019

SHANTI OVERSEAS (INDIA) LTD.
CIN : L51211MP2011PLC025807
CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2019

Particulars	Notes	Amount (₹) 31.03.2019	Amount (₹) 31.03.2018
	₹	₹	
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	7,40,40,000	7,40,40,000
(b) Reserves and Surplus	3	21,94,30,865	15,94,33,692
2 Non-Current Liabilities			
(a) Long term Borrowings	4	13,94,30,391	14,44,60,467
(b) Deferred Tax Liability (Net)	5	1,26,34,555	54,20,479
(c) Long term Provisions	6	1,12,668	2,11,563
3 Current Liabilities			
(a) Short term Borrowings	7	32,80,66,477	31,55,14,962
(b) Trade Payables	8	3,78,58,102	5,83,90,364
(c) Other Current Liabilities	9	5,03,15,330	1,55,49,750
(d) Short term Provisions	10	3,34,63,838	3,05,10,985
TOTAL		89,53,52,226	80,35,32,262
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets:			
(i) Tangible Assets	11	37,92,47,679	18,92,60,904
(ii) Capital Work-in-progress	12	-	9,52,10,261
(b) Long term Loans and Advances	13	58,62,314	72,65,097
(c) Other Non Current Assets	14	69,21,889	1,35,66,667
2 Current Assets			
(a) Inventories	15	6,25,61,045	24,03,07,753
(b) Trade Receivables	16	29,86,63,490	15,25,24,348
(c) Cash and Bank Balance	17	1,40,42,938	1,48,57,021
(d) Short term Loans and Advances	18	9,44,35,841	7,58,65,922
(e) Other Current Assets	19	3,36,17,030	1,46,74,290
TOTAL		89,53,52,226	80,35,32,262

Significant Accounting Policies & Disclosures Note 1
Notes to Accounts Note No. 2-31

For & on Behalf of the Board
SHANTI OVERSEAS (INDIA) LTD.

As per our Report of even date annexed
For M/S MUCHHAL & GUPTA
Chartered Accountants

Mukesh Kacholia
Managing Director
DIN:00376922

Ayush Kacholia
Director
DIN:03096933

Ramita Otwani
Compliance Officer
M.No. 28101

Prakash C. Gupta
(Partner)
M.No.: 073011
FRN: 004423C

Date : 18/05/2019
Place : Indore

SHANTI OVERSEAS (INDIA) LTD.**CIN : L51211MP2011PLC025807****CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31st MARCH, 2019**

Particulars	Notes	Amount (₹)	
		31.03.2019	31.03.2018
I. Revenue from operations	20	1,73,47,29,244	1,33,38,22,341
II. Other Income	21	35,98,737	10,23,495
III. Total Revenue (I+II)		1,73,83,27,981	1,33,48,45,836
IV. <u>Expenses:</u>			
Cost of materials consumed	22	1,19,01,79,435	82,57,67,845
Purchase of Stock-in-Trade	23	27,20,08,150	27,59,40,451
Changes in inventories of finished goods and Stock-in-Trade	24	(3,53,76,342)	2,50,58,475
Employee benefits expense	25	3,01,39,060	2,53,92,580
Finance costs	26	4,03,55,413	2,51,42,784
Depreciation and amortization expense	11	4,20,88,386	89,87,614
Other expenses	27	10,18,50,049	7,60,24,086
Total Expenses		1,64,12,44,152	1,26,23,13,835
V. Profit before extraordinary Items & tax (A-B)		9,70,83,829	7,25,32,002
VI. Add/Less: Extraordinary Items		-	
VII. Profit Before Tax		9,70,83,829	7,25,32,002
VIII. Tax Expenses			
(a) Current Tax	28	2,68,79,497	2,10,84,741
(b) Deferred Tax Liabilities/(Assets)		72,14,076	40,12,381
IX. Profit for the year		6,29,90,256	4,74,34,880
X. Earning Per Equity Share			
Basic	29	8.51	7.09
Diluted	29	8.51	7.09

Significant Accounting Policies & Disclosures Note 1
Notes to Accounts Note No. 2-31

For & on Behalf of the Board
SHANTI OVERSEAS (INDIA) LTD.

As per our Report of even date annexed
For M/S MUCHHAL & GUPTA
Chartered Accountants

Mukesh Kacholia
Managing Director
DIN:00376922

Ayush Kacholia
Director
DIN:03096933

Ramita Otwani
Compliance Officer
M.No. 28101

Prakash Chandra Gupta
(Partner)
M.No.: 073011
FRN: 004423C

Date : 18/05/2019
Place : Indore

SHANTI OVERSEAS (INDIA) LTD.
CIN : L51211MP2011PLC025807
CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED ON 31st MARCH, 2018

Particulars	As on 31.03.2019 Amount (₹)	As on 31.03.2019 Amount (₹)	As on 31.03.2018 Amount (₹)	As on 31.03.2018 Amount (₹)
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit Before Tax	9,70,83,829		7,25,32,002	
Adjustments for:				
Depreciation	4,20,88,386		89,87,614	
Interest & Finance Charges	4,03,55,413		2,51,42,784	
Interest on Deposit	(7,63,569)		(8,08,330)	
Interest Received	-		(3,500)	
(Profit)/Loss On sale of fixed Asset	-		-	
Decrease/(Increase) in Non-Current Assets	66,44,778		(1,34,00,177)	
Operating Profit before Working Capital Changes	18,54,08,838		9,24,50,392	
Adjustments for:				
Decrease/(Increase) in Receivables	(14,61,39,142)		(1,71,97,255)	
Decrease/(Increase) in Inventories	17,77,46,708		(14,08,83,878)	
Increase/(Decrease) in Payables	(2,05,32,262)		5,64,18,454	
Increase/(Decrease) in Short Term Provision	29,52,853		83,38,207	
Decrease/(Increase) in Other Current Assets	(1,89,42,740)		(33,51,798)	
Increase/(Decrease) in Other Current Liabilities	3,47,65,580		54,36,520	
Increase/(Decrease) in Long Term Provision	(98,895)		82,586	
Decrease/(Increase) in Long term Advances	14,02,783		(38,49,838)	
Decrease/(Increase) in Short term Advances	(1,85,69,919)		(5,09,49,297)	
Cash generated from operations	19,79,93,804		(5,35,05,907)	
Add: Lease Rent Receivable (Previous Year)	14,70,000			
Less: Income Tax paid	2,68,79,497		2,10,84,741	
Net Cash flow from Operating activities		17,25,84,307		(7,45,90,648)
B CASH FLOW FROM INVESTING ACTIVITIES				
Increase in Investments				
Interest on Deposit	7,63,569		8,08,330	
Increase in Fixed Assets (Net)	(13,68,64,900)		(21,97,11,783)	
Interest Received	-		3,500	
Net Cash used in Investing activities		(13,61,01,331)		(21,88,99,953)
C CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of Shares	-		10,02,00,000	
Increase in Long term Borrowings	(50,30,077)		10,94,04,372	
Increase in Short term Borrowings	1,25,51,515		10,99,92,433	
Interest paid	(4,03,55,413)		(2,51,42,784)	
Dividend paid	(44,63,084)			
Net Cash used in financing activities		(3,72,97,059)		29,44,54,021
Net increase in Cash & Cash Equivalents (A+B+C)		(8,14,082)		9,63,421
Cash and Cash equivalents as at 01.04.2018		1,48,57,021		1,38,93,600
Cash and Cash equivalents as at 31.03.2019		1,40,42,938		1,48,57,021
Cash & Cash Equivalents		As on 31.03.2019		As on 31.03.2018
i Cash on Hand		1,86,547		1,47,546
ii Cash at Bank		24,74,636		39,42,505
iii Bank deposits with more than twelve months maturity		1,13,81,755		1,07,66,970

For & on Behalf of the Board
SHANTI OVERSEAS (INDIA) LTD.

As per our Report of even date annexed
For M/S MUCHHAL & GUPTA
Chartered Accountants

Mukesh Kacholia
Managing Director
DIN:00376922

Ayush Kacholia
Director
DIN:03096933

Ramita Otvani
Compliance Officer
M.No. 28101

Prakash Chandra Gupta
(Partner)
M.No.: 073011
FRN: 004423C

Date : 18/05/2019
Place : Indore

NOTE - 1

SIGNIFICANT ACCOUNTING POLICY AND NOTES TO THE CONSOLIDATED SUMMARY OF STATEMENTS**A. BACKGROUND**

Shanti Overseas (India) Limited having registered office at 215-216 Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore was originally formed and registered as a partnership firm under the Partnership Act in the name and style of “Shanti Overseas”, pursuant to a deed of partnership dated November 15, 2004. “Shanti Overseas” was thereafter converted from a partnership firm to a private limited company under Part IX of the Companies Act, 1956 with the name of “Shanti Overseas (India) Private Limited” vide certificate of incorporation received on April 18, 2011 from Registrar of Companies, Madhya Pradesh. Subsequently, the Company was converted into a public limited company vide fresh Certificate of Incorporation dated January 20, 2017 issued by the Registrar of Companies, Gwalior. The company is listed on NSE EMERGE platform via initial public offer on August 3, 2017. Shanti Overseas (India) Limited is engaged in primary processing and trading of agri commodities and manufacturing of Soya Products such as Soyabean Meal and Soy Crude Oil.

The Company has two wholly owned subsidiaries namely Shaan Agro Oils & Extractions Private Limited (incorporated on February 14, 2017) and Biograin Protinex Private Limited (incorporated on May 31, 2016).

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (1-19)**1. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Statement of Assets and Liabilities of the Company as on March 31, 2019 and the Consolidated Summary Statement of Profit and Loss and Consolidated Summary Statements of Cash Flows for the year ended on March 31, 2019, and the annexure thereto (collectively, the “**Consolidated Financial Statements**” or “**Consolidated Summary Statements**”) have been extracted by the management from the Consolidated Financial Statements of the Company for the year ended on March 31, 2019.

The financial statements are prepared and presented under the historical cost convention and evaluated on a going-concern basis using the accrual system of accounting in accordance with the accounting principles generally accepted in India (Indian GAAP) and the requirements of the Companies Act, 1956 (up to March 31, 2014), and notified sections, schedules and rules of the Companies Act 2013 (with effect from April 01, 2014), including the Accounting Standards as prescribed by the Companies (Accounting Standards) Rules, 2006 as per section 211(3C) of the Companies Act, 1956 (which are deemed to be applicable as Section 133 of the Companies Act, 2013 (“the Act”) read with Rule 7 of Companies (Accounts) Rules, 2014).

2. USE OF ESTIMATES

The preparation of Consolidated financial statements in conformity with generally accepted accounting principles (“GAAP”) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent liabilities on the date of the financial statements. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

3. INVENTORIES

- a) The cost of inventories comprises all costs of purchase including duties and taxes (other than those subsequently recoverable from the taxing authorities), conversion cost and other costs incurred in bringing the inventories to their present location and condition.
- b) The inventories are valued at the lower of cost on Weighted Average and the net realisable value after providing for obsolescence and other losses, where considered necessary.

4. CASH AND CASH EQUIVALENTS

Cash comprises cash in hand and demand deposits with bank. Cash equivalents are short term balances (with an original maturity of three months or less from date of acquisition), highly liquid investments that are readily convertible into known amount of cash and which are subject to insignificant risk of changes in value.

5. CASH FLOW

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with

investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

6. PROPERTY, PLANT & EQUIPMENTS

The company has adopted cost model as prescribed in Accounting Standard AS-10 (Revised) "Property, Plant & Equipment".

Recognition

The cost of an item of property, plant and equipment is recognized as an asset if, and only if:

- (a) It is probable that future economic benefits associated with the item will flow to the enterprise; and
- (b) The cost of the item can be measured reliably.

Subsequent Cost

The Company recognizes in the carrying amount of an item of Property, Plant & Equipment, and the cost of replacing a part of an item, when that cost is incurred provided the recognition criteria as mentioned above are met. The carrying amount of those parts that are replaced is derecognized in accordance with the de-recognition provisions mentioned in the Accounting Standard. The cost of day to day servicing of an item of Property, Plant & Equipment is recognized in the Statement of Profit & Loss as and when incurred.

Measurement

Fixed assets are stated at acquisition cost less accumulated depreciation. The cost of fixed assets comprises its purchase price including import duties and other non-refundable taxes or levies (excluding GST) and any directly, attributable cost of bringing the asset to the working condition for its intended use.

Capital Work in Progress

Capital Work-In-Progress includes the cost of fixed assets that are not ready to use at the Balance Sheet date. However, any addition to the construction work and new technologically advanced machinery that will be installed in next year will be then capitalized.

7. EVENTS OCCURRING AFTER BALANCE SHEET DATE

Material events occurring after the Balance Sheet are considered up to the date of approval of the accounts by the board of directors. There are no substantial events having an impact on the results of the current year Balance Sheet.

8. DEPRECIATION

Depreciation has been provided on the Written Down Value method as per the rates prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under:
Assets costing less than Rs. 5,000 each are generally fully depreciated in the year of capitalisation.

9. REVENUE RECOGNITION

- (a) Revenue from sale of products is recognized on transfer of all significant risk and rewards of ownership of products to the customers, which is generally on dispatch of goods. Sales are stated exclusive of GST.
- (b) Dividend income is recognized when the right to receive the dividend is established.
- (c) Interest income is recognized on the time proportion basis.
- (d) Export incentives receivable and duty drawback receivable are accounted for when the right to receive the credit is established and there is no significant uncertainty regarding the ultimate collection of such proceeds.

10. INVESTMENTS

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

11. EMPLOYEE BENEFITS**(a) Short Term Employee Benefits:**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages, and short term compensated absences, etc. are recognized in the period in which the employee renders the related services.

(b) Post-Employment Benefits:

(i) Defined Contribution Plans: The Employee State Insurance Scheme and Contributory Provident Fund administered by Provident Fund Commissioner are defined contribution plans. The Company's contribution paid/payable under the schemes is recognized as expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

(ii) Defined Benefit Plans: The present value of the company's obligation towards gratuity payment to employees is determined based on the actuarial valuation, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, are as per actuarial valuation.

Actuarial gains and losses are recognized in the Statement of Profit and Loss.

12. BORROWING COSTS

The borrowing costs that are directly attributable to the acquisition, construction or productions of a qualifying asset are capitalized as part of the cost of that asset. The amount of borrowing cost eligible for capitalization is determined in accordance with Accounting Standard (AS) 16- Borrowing Costs issued by the Institute of Chartered Accountants of India (ICAI) and specified u/s 133 of the Act read with Rule 7 of the Companies (Accounts) Rule, 2014.

The Borrowing costs incurred post construction period are recognized in Profit & Loss Account.

13. EARNINGS PER SHARE

In determining the Earnings Per share, the company considers the net profit after tax which does not include any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

14. ACCOUNTING FOR TAXES ON INCOME

Tax expenses for the current year comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of Income Tax Act 1961. Deferred tax is recognized, on timing differences between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. In subsidiaries companies deferred tax asset/liability recognised only in that year when the company is start doing actual business activity.

Deferred Tax Assets/ Liabilities

Deferred Tax liability/Asset in view of Accounting Standard -22: "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, is applicable to the company. The Deferred tax is recognised for all timing differences being the difference between the "Taxable income" and "Accounting Income" the originate in one period, and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred tax assets are recognised only if there is reasonable certainty that they will be realised and are reviewed for the appropriateness of their respective carrying value at each Balance Sheet date.

15. IMPAIRMENT OF ASSETS

The Company assesses at each balance sheet date whether there is any indication that an asset or a group of assets (Cash Generating Unit) may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset or a group of assets. If such recoverable amount of the asset or the recoverable amount of the Cash Generating Unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit & Loss. If at the Balance Sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to a maximum of depreciable historical cost.

16. FOREIGN CURRENCY TRANSACTIONS

Transactions denominated in foreign currency are recorded at the exchange rate prevailing on the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss for the year.

Monetary assets and liabilities in foreign currency, which are outstanding as at the year-end, are translated at the closing exchange rate and the resultant exchange differences are recognized in the Statement of Profit and Loss.

The premium or the discount on forward exchange contracts not relating to firm commitments or highly probable forecast transactions and not intended for trading or speculation purpose is recognized as an expense or income at the time of the contract.

17. CONTINGENT LIABILITIES AND PROVISIONS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

Contingent Liability is disclosed for

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

Dextrous Products Private Limited versus Shanti Overseas (India) Pvt. Ltd. and another

Dextrous Products Pvt. Ltd. has filed a case under Order 7 Rule 1 of Civil Procedure Code bearing case no. RCS B/00029/2016 against our Company with City Civil Court no XVII Civil Judge Class I, District Judge, Indore for recovery of dues against our Company and Our Promoter Group Entity, Agri Wing Organics. The matter is in dispute for the quality issue and cancellation of supply of contract beyond 545.885 metric tons. The company claims that it has made the payment as per the agreed calculation. The liability in the present matter can be of an amount of Rs. 9,14,397/- on our Company, and Rs. 4,39,803 on our Promoter Group Entity, Agri Wing Organics. The last date of hearing was 6th October 2016. The matter is pending for further consideration.

18. PRELIMINARY & PRE-OPERATIVE EXPENSES:

Preliminary & pre-operative expenses have been written-off 1/5th over the course of five years from the year in which company's actual business started. As the management believes that actual benefit from those expenses will be derived in a period of 5 years and not immediately. Till then Company shows Preliminary & pre-operative expenses under other current assets head.

19. OPERATING SEGMENT:

The Company operates in two segments – Manufacturing and trading. The segment report of Consolidated Audited Segment wise Revenue, Results and Capital Employed is annexed herewith-

SEGMENT REPORT

Particulars	31.03.2019 Audited	31.03.2018 Audited
1. Segment Revenue		
(a) Segment – Manufacturing	164,17,14,698	102,40,86,825
(b) Segment – Trading	9,66,13,283	40,70,16,551
Total	173,83,27,981	143,11,03,376
Less: Inter Segment Revenue	-	(9,62,57,540)
Net Segment Revenue	173,83,27,981	133,48,45,836
2. Segment Results (Profit)(+)/ Loss (-) before tax and interest)		
(a) Segment – Manufacturing	14,27,44,835	10,41,38,496
(b) Segment – Trading	(53,05,593)	(64,63,710)
Total	13,74,39,242	9,76,74,786
Less: i) Interest	(4,03,55,413)	(2,51,42,784)
Total Profit Before Tax	9,70,83,829	7,25,32,002
3. Segment Assets		
(a) Segment – Manufacturing	82,56,83,548	70,77,25,002
(b) Segment – Trading	6,96,68,678	9,58,07,260
Total	89,53,52,226	80,35,32,262
4. Segment Liabilities		
(a) Segment – Manufacturing	55,72,78,162	48,39,12,311
(b) Segment – Trading	4,46,03,197	8,61,46,259
Total	60,18,81,359	57,00,58,570
5. Capital Employed	29,34,70,866	23,34,73,692
Total	89,53,52,226	80,35,32,262

C. NOTES TO ACCOUNTS -

1. The schedules referred to in the balance sheet and profit and loss account forms an integral part of the accounts.

2. Realizations:

Balances of depositors, sundry debtors, creditors and loans and advances are subject to confirmations and reconciliations.

In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

3. Contractual liabilities

All other contractual liabilities connected with business operations of the Company have been appropriately provided for.

4. Amounts in the financial statements

Amounts in the financial statements are rounded off to nearest rupee. Figures in brackets indicate negative values. Previous year figures have been regrouped/ rearranged wherever found necessary.

5. Related Party Disclosure (AS 18)

Related party transactions are reported below as per AS-18 of Companies (Accounting Standards) Rules, 2006, as amended.

a) Details of related parties:

1.	Key Managerial Personnel	i. Mr. Mukesh Kacholia (Managing Director) ii. Mr. Ayush Kacholia (Whole Time Director) iii. Mr. Rohan Kacholia (Whole Time Director) iv. Mrs. Sangeeta Kacholia (Non-Executive Director) v. Mrs. Karuna Kacholia (Chief Financial Officer)
2.	Relatives of KMP	i. Mr. Mukesh Kacholia HUF (HUF Of Director) ii. Mrs. Namrata Kacholia (Spouse of Director Mr. Rohan Kacholia)
3.	Entities where control exists	i. M/s. Shaan Agro Oils & Extractions Pvt. Ltd. (Wholly Owned Subsidiary) ii. M/s. Biograin Protinex Pvt. Ltd. (Wholly Owned Subsidiary) iii. M/s. Agri Wing Organics (Directors are Partners)

b) Transactions during the year with the related party:

S No.	Nature of Transactions	Key Managerial Personnel	Relatives of KMP	Entities where control exists
1.	Employee Benefit Expenses			
	Mr. Mukesh Kacholia	48,00,000	-	-
	Mr. Ayush Kacholia	48,00,000	-	-
	Mr. Rohan Kacholia	48,00,000	-	-
	Mrs. Karuna Kacholia	15,37,485	-	-
	Mrs. Namrata Kacholia	-	12,39,984	-
2.	Professional Fees			
	Mrs. Karuna Kacholia	2,25,000	-	-
3.	Interest Paid			
	Mr. Mukesh Kacholia	10,85,585	-	-
	Mr. Ayush Kacholia	7,52,985	-	-
	Mr. Rohan Kacholia	6,89,948	-	-
4.	Unsecured Loans Received			
	Mr. Mukesh Kacholia	1,82,25,000	-	-
	Mr. Ayush Kacholia	2,03,90,908	-	-
	Mr. Rohan Kacholia	1,54,45,812	-	-
5.	Unsecured Loans Repaid			
	Mr. Mukesh Kacholia	80,58,415	-	-
	Mr. Ayush Kacholia	1,37,76,894	-	-
	Mr. Rohan Kacholia	71,22,827	-	-
6.	Rent Paid			
	Mrs. Sangeeta Kacholia	3,96,000	-	-
	Mrs. Mukesh Kacholia	6,39,300	-	-
7.	Purchase During the Year			
	M/s. Agri Wing Organics	-	-	4,58,33,064

c) Balances Outstanding as on 31st March, 2019:

S No.	Nature of Transactions	Key Managerial Personnel	Relatives of KMP	Entities where control exists
1.	Unsecured Loans			
	Mr. Mukesh Kacholia	1,41,74,579	-	-
	Mr. Ayush Kacholia	1,04,35,740	-	-
	Mr. Rohan Kacholia	1,14,29,952	-	-

6. Statement of Adjustments to Profit and Loss after Tax

Table-1

Particulars	2018-19
Net Profit After Tax as per audited accounts but before adjustments for DTA/DTL:	Rs. 7,02,04,332
Decrease/(Increase) in DTL	Rs. (72,14,076)
Profits after Tax as per Accounts	Rs. 6,29,90,256

For M/s Muchhal & Gupta

Chartered Accountants

FRN: 004423C

Prakash Chandra Gupta

Partner

Membership No. 073011

Place: Indore

Date: 18/05/2019

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2019**NOTE 2**

SHARE CAPITAL	AS AT 31-03-2019		AS AT 31-03-2018	
	Number	Amount	Number	Amount
Authorised Capital 76,00,000 Equity Shares of ₹10 each	76,00,000	7,60,00,000	76,00,000	7,60,00,000
Issued Capital 74,04,000 Equity Shares of ₹10 each	74,04,000	7,40,40,000	74,04,000	7,40,40,000
Subscribed & Paid up 74,04,000 Equity Shares of ₹10 each fully paid	74,04,000	7,40,40,000	74,04,000	7,40,40,000
TOTAL	74,04,000	7,40,40,000	74,04,000	7,40,40,000

A. THE DETAILS OF SHAREHOLDER HOLDING MORE THAN 5% SHARE

NAME OF SHAREHOLDER	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Mukesh Kacholia	15,64,250	21.13%	15,64,250	21.13%
Mr. Ayush Kacholia	10,80,000	14.59%	10,80,000	14.59%
Mrs. Sangeeta Devi Kacholia	5,41,750	7.32%	5,41,750	7.32%
Mrs. Karuna Kacholia	5,40,000	7.29%	5,40,000	7.29%
Mr. Rohan Kacholia	10,80,000	14.59%	10,80,000	14.59%
Mrs. Namrata Kacholia	5,40,000	7.29%	5,40,000	7.29%
TOTAL	53,46,000	72.93%	53,46,000	72.93%

B. RECONCILIATION OF EQUITY SHARES

PARTICULARS	AS AT 31-03-2019		AS AT 31-03-2018	
	No. of Shares held	Amount	No. of Shares held	Amount
No. of shares at the beginning of the period	74,04,000	7,40,40,000	36,00,000	3,60,00,000
Add: Bonus Shares issued	-	-	18,00,000	1,80,00,000
Add: Public Issue	-	-	20,04,000	2,00,40,000
No. of shares at the end of the period	74,04,000	7,40,40,000	74,04,000	7,40,40,000

C. TERMS AND RIGHTS ATTACHED TO EQUITY SHARES

The Company has one class of shares – the Ordinary shares. These shares are of ₹ 10/- each. In respect of every Ordinary share (whether fully or partly paid), voting rights shall be in the same proportion as the capital paid up on such Ordinary share bears to the total paid up Ordinary share capital of the Company. The claim of ordinary shareholders on earnings and assets in the event of liquidation, follows all others, in proportion of their shareholdings.

NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2019

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
3	RESERVES AND SURPLUS		
	A. Securities Premium Account		
	Opening Balance	8,01,60,000	-
	(+) Security premium credited on Share issue	-	8,01,60,000
	(-) Bonus Issue Of Shares	-	-
	TOTAL A	8,01,60,000	8,01,60,000
	Opening balance	7,92,73,692	4,98,38,812
	(+) Lease Rent Receivable (Previous Year)	14,70,000	-
	(-) Bonus Issue of shares	-	1,80,00,000
	(-) Proposed Dividend	44,63,084	
	(+) Net Profit/(Net Loss) For the current year	6,29,90,256	4,74,34,880
	TOTAL B	13,92,70,865	7,92,73,692
	TOTAL (A+B)	21,94,30,865	15,94,33,692
4	LONG TERM BORROWING		
	Secured Loans		
	From Banks	9,54,63,692	13,51,54,428
	Unsecured Loans		
	From Related Parties and Directors	3,61,40,511	87,61,222
	From Banks	16,12,836	5,44,818
	From NBFC	62,13,352	-
	TOTAL	13,94,30,391	14,44,60,467
	Secured Loans are secured by hypothecation of Plant and Machinery, Movable fixed assets and further secured by immovable assets of company and the directors.		
5	DEFFERED TAX ASSETS		
	Opening balance(DTA)	-	-
	Add: DTA created	-	-
	TOTAL	-	-
	DEFFERED TAX LIABILITY		
	Opening balance(DTL)	54,20,479	14,08,098
	Add: DTL created	72,14,076	40,12,381
	TOTAL	1,26,34,555	54,20,479
	Closing (DTL)/DTA	1,26,34,555	54,20,479
6	LONG TERM PROVISIONS		
	Gratuity Payable	1,12,668	2,11,563
	TOTAL	1,12,668	2,11,563
7	SHORT TERM BORROWINGS		
	Secured Loans from banks	32,80,66,477	31,55,14,962
	TOTAL	32,80,66,477	31,55,14,962
	Secured Loans are secured by hypothecation of Factory Building, Plant and Machinery and further secured by existing and future current assets of the company. This includes cash credit limits & EPCL.		

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
8	<u>TRADE PAYABLES</u> <u>Trade Payable from micro, small and medium enterprises</u> <u>Trade Payable from others</u> Creditor for Capital Goods Creditor for Goods Creditor for Expense TOTAL	 98,10,080 1,96,71,154 83,76,868 3,78,58,102	 1,05,16,205 3,66,44,947 1,12,29,213 5,83,90,364
	The company has not received any memorandum (as required to be filed by the suppliers with the notified authority under the Micro, Small & Medium Enterprises Development Act 2006) claiming their status as micro, small or medium enterprises. Consequently the amount paid/payable to these parties during the year is NIL.		
9	<u>OTHER CURRENT LIABILITIES</u> Current Maturity of Long Term Borrowing Statutory Remittances TOTAL	 4,90,50,183 12,65,147 5,03,15,330	 1,32,09,733 23,40,017 1,55,49,750
10	<u>SHORT TERM PROVISIONS</u> A. Duties & Taxes Provision for Income Tax Provision for Professional Tax TOTAL A B. Provisions Salary payable Bonus Payable Provision for Audit Fees Electricity Payable Telephone exp. Payable Director Sitting Fee Payable Provision for bank interest Other Provisions TOTAL B TOTAL (A+B)	 2,68,79,497 4,456 2,68,83,953 16,25,292 2,39,574 78,500 25,38,101 4,180 32,000 19,06,355 1,55,883 65,79,885 3,34,63,838	 2,10,19,691 7,642 2,10,27,333 7,41,260 1,53,218 68,500 16,71,722 8,778 32,000 27,10,598 40,97,575 94,83,652 3,05,10,985

SHANTI OVERSEAS (INDIA) LIMITED
NOTES ON CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON 31st MARCH, 2019
Note "11" Property, Plant & Equipment

Particulars	Gross Block			Depreciation			Netblock				
	Opening Balance	Addition	Deduction	As on 31.03.2019	Up to 31.03.2018	Current Year	Adjusted with Retained Earnings	Deletion	Up to 31.03.2019	As on 31.03.2018	As on 31.03.2019
Computer & Software	12,70,085	17,29,250	516	29,98,819	9,91,530	2,86,381	-	-	12,77,912	2,78,555	17,20,908
Electrical Equipment	13,73,985	13,39,269	10,738	27,02,516	9,10,761	2,59,871	-	-	11,70,632	4,63,224	15,31,884
Electrical Fittings	46,48,269	1,63,27,818	-	2,09,76,086	19,783	29,52,955	-	-	29,72,737	46,28,486	1,80,03,349
Factory Building	7,23,13,308	7,46,58,255	50,599	14,69,20,964	25,26,089	1,07,03,327	-	-	1,32,29,415	6,97,87,219	13,36,91,549
Land	2,55,80,229	28,70,533	-	2,84,50,762	-	-	-	-	-	2,55,80,229	2,84,50,762
Office Equipment	9,61,424	2,62,507	10,795	12,13,136	5,75,538	2,36,117	-	-	8,11,655	3,85,886	4,01,482
Office Furniture	9,48,924	46,72,454	477	56,20,901	3,67,181	3,60,956	-	-	7,28,137	5,81,743	48,92,764
Plant & Machinery	10,00,50,575	12,72,22,955	45,061	22,72,28,469	1,66,03,488	2,56,65,164	-	-	4,22,68,652	8,34,47,088	18,49,59,818
Plant Construction(Road)	-	30,00,000	-	30,00,000	-	3,42,599	-	-	3,42,599	-	26,57,401
Vehicles	76,56,505	1,10,303	-	77,66,808	35,48,031	12,81,016	-	-	48,29,047	41,08,474	29,37,761
Current Year	21,48,03,304	23,21,93,344	1,18,186	44,68,78,462	2,55,42,400	4,20,88,386	-	-	6,76,30,786	18,92,60,904	37,92,47,679
Previous Year	6,70,18,034	2,09,46,749	26,46,120	8,53,18,663	65,20,235	1,05,07,692	-	4,73,140	1,65,54,786	6,04,97,799	6,87,63,877

The depreciation is charged by WDV method.

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
12	<u>CAPITAL WIP</u> Capital WIP	-	9,52,10,261
	TOTAL	-	9,52,10,261
13	<u>LONG TERM LOANS & ADVANCES</u> <u>Unsecured, considered good</u> Security Deposits Others	38,16,095 20,46,219	55,94,797 16,70,300
	TOTAL	58,62,314	72,65,097
14	<u>OTHER NON CURRENT ASSET</u> <u>Preliminary Expenses</u> Shaan Agro Oils & Extractions Pvt. Ltd Biograin Protinex Pvt. Ltd. IPO Expenses <u>Preoperative Expenses</u> Shaan Agro Oils & Extractions Pvt. Ltd Biograin Protinex Pvt. Ltd.	- 24,750 67,44,613 - 1,52,526	25,520 24,750 87,67,997 46,18,489 1,29,911
	TOTAL	69,21,889	1,35,66,667
15	<u>INVENTORIES (AS TAKEN, VALUED AND CERTIFIED BY THE MANAGEMENT)</u> <u>Finished Goods</u> Soyabean Meal Soyabean Oil Soya Lecithin Soyabean Husk Soyabean Refined Oils Soya Oil Fatty Acid Soya Soap FM/Mitti <u>Raw Material</u> Soyabean Crude Oil Soyabean Poly Yarn Chemicals <u>Stock-in-trade</u> Rice <u>Others</u> Stores and Spares Packing Material	92,41,635 - 3,23,43,426 1,39,300 16,83,199 70,448 82,540 3,87,522 9,63,010 1,06,30,385 7,050 2,06,554 - 52,60,734 15,45,243	26,40,701 99,04,987 29,52,496 - - - - 4,93,775 - 22,24,67,975 - - 18,47,818 - -
	TOTAL	6,25,61,045	24,03,07,753
16	<u>TRADE RECEIVABLES</u> <u>Unsecured, Considered good</u> <u>Export Debtor</u> More than six month Less than six month <u>Domestic Debtor</u> More than six month Less than six month	- 29,42,70,762 41,19,650 2,73,078	- 12,61,30,102 6,39,149 2,57,55,097
	TOTAL	29,86,63,490	15,25,24,348

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
17	<u>CASH AND CASH EQUIVALENT</u>		
	Balances with Bank	24,74,637	39,42,505
	Cash in Hand	1,86,547	1,47,546
	Bank deposits with more than twelve months maturity	1,13,81,755	1,07,66,970
	TOTAL	1,40,42,938	1,48,57,021
18	<u>SHORT TERM LOANS AND ADVANCES</u>		
	<u>Secured, considered good</u>		
	<u>Others</u>		
	Staff Loans & advances	63,785	1,33,394
	Advances to Suppliers	2,47,99,733	1,10,98,959
	Prepaid Expense	11,01,414	3,14,005
	Other Advances	1,10,047	88,23,375
	<u>Balances with Government Authorities</u>		
	Advance Tax	1,50,00,000	1,35,00,000
	Others	5,33,60,862	4,19,96,188
	TOTAL	9,44,35,841	7,58,65,922
19	<u>OTHER CURRENT ASSETS</u>		
	Export Incentive (MEIS Scheme)	3,20,74,532	1,23,04,736
	Accrued Interest on FD	4,29,139	3,80,076
	TDS Receivable (NBFC)	1,84,215	10,371
	Interest Subsidy Receivable	6,24,827	16,76,925
	Quarterly Incremental License	3,02,182	3,02,182
	Professional Tax Receivable	2,136	-
	TOTAL	3,36,17,030	1,46,74,290
20	<u>REVENUE FROM OPERATIONS</u>		
	<u>A. Sale of products:</u>		
	<u>(i) Trading Goods</u>		
	Kabuli chana	5,14,26,442	4,19,68,660
	Soyabean	3,57,13,362	11,29,38,788
	Black Eye Beans	2,31,06,276	4,54,56,625
	Red Cowpeas	1,15,11,174	1,02,32,209
	Rice	64,34,766	8,13,24,646
	Soyabean Meal	17,27,31,439	76,87,500
	Soyabean Husk	15,54,250	-
	Red Lentil	-	45,88,290
	Total (i)	30,24,77,710	30,41,96,717
	<u>(ii) Manufacturing Goods</u>		
	Soyabean Crude Oil	-	18,13,46,577
	Soyabean Meal	93,64,68,029	74,89,34,269
	FM/Mitti	43,02,588	7,52,475
	Soyabean refined oil Sale	32,44,84,224	-
	Soya oil fatty Acid	6,51,000	-
	Soya Soap Stocks	5,84,875	-
	Soya Sludge	1,06,795	-
	Coal Ash	21,722	-
	Spent earth	85,709	-
	Soya Lecithin	81,15,675	22,50,270
	Total (ii)	1,27,48,20,617	93,32,83,590
	Total A (i+ii)	1,57,72,98,326	1,23,74,80,308

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
	B Other Operating Revenue:		
	Foreign Exchange Fluctuation	1,26,49,857	2,07,59,685
	Profit from Dollar Hedging	3,23,21,282	1,65,73,897
	Profit from NCDEX	-	2,70,03,423
	Export Incentive	10,30,88,105	1,82,19,734
	Duty drawback Receivable	17,45,791	12,34,119
	Shortage, Quantity & Rate Difference	31,044	7,95,899
	Income from job work	4,54,219	48,80,712
	Qlty Claim & Discount Received	71,40,620	68,74,563
	Total B	15,74,30,918	9,63,42,034
	TOTAL (A+B)	1,73,47,29,244	1,33,38,22,341
21	<u>OTHER INCOME</u>		
	Income from Weighbridge	1,16,561	65,990
	Interest from MPSEB	2,35,233	99,204
	Interest on FDR	7,63,569	8,08,330
	Entry Tax Refund (2015-16)	3,00,297	-
	Lease Rent Received	4,50,000	-
	Interest Received	-	3,500
	Sundry Balances Written Off	3,728	45,550
	Other Income	17,29,349	920
	TOTAL	35,98,737	10,23,495
22	<u>COST OF MATERIAL CONSUMED</u>		
	A. Soyabean		
	Opening Stock	22,24,67,975	5,65,25,622
	Add: Purchases/ Transfer	82,77,46,802	91,20,34,520
	Add: Direct Expenses	6,66,76,551	7,96,75,679
	Less: Closing Stock	1,06,30,385	22,24,67,975
	Total (A)	1,10,62,60,942	82,57,67,845
	B. Soyabean Crude Oil		
	Opening Stock	92,61,000	-
	Add: Purchases/ Transfer	6,13,44,188	-
	Add: Direct Expenses	1,42,76,314	-
	Less: Closing Stock	9,63,010	-
	Total (B)	8,39,18,493	-
	TOTAL (A+B)	1,19,01,79,435	82,57,67,845
23	<u>PURCHASE</u>		
	<u>Stock-in-trade</u>		
	Kabuli chana	4,93,83,690	4,04,09,621
	Soyabean	3,26,22,259	10,14,97,367
	Soyabean Meal	15,52,38,318	76,87,500
	Black Eye Beans	2,08,95,698	4,08,68,918
	Red Cow Peas	1,02,12,604	93,57,366
	Red Lentils	-	51,80,589
	Rice	36,55,580	7,09,39,090
	TOTAL	27,20,08,150	27,59,40,451

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
24	<u>CHANGES IN INVENTORIES</u>		
	<u>Finished Goods</u>		
	Opening Stock	67,30,960	4,18,21,133
	Closing Stock	97,68,457	1,59,91,960
	(Increase)/Decrease	(30,37,497)	2,58,29,173
	<u>Stock-in-trade</u>		
	Opening Stock	18,47,818	10,77,120
	Closing Stock	3,41,86,663	18,47,818
	(Increase)/Decrease	(3,23,38,844)	(7,70,698)
	Net (Increase)/Decrease	(3,53,76,342)	2,50,58,475
25	<u>EMPLOYEE BENEFIT EXPENSE</u>		
	Bonus Expense	7,67,181	3,09,721
	Salaries	1,30,60,233	95,11,414
	Gratuity	31,042	81,626
	Staff Mess Expense	6,70,119	-
	Staff Welfare Expense	82,220	3,98,043
	ESIC, Leave Encashment, Medical, PF	10,96,265	6,59,776
	Remuneration of Directors and Key Managerial Personnel		
	Salary to whole time directors	1,44,00,000	1,44,00,000
	Director Sitting Fee	32,000	32,000
TOTAL	3,01,39,060	2,53,92,580	
26	<u>FINANCE COST</u>		
	<u>Interest</u>		
	Bank Interest	1,96,60,830	1,73,30,300
	Interest on Term Loan	1,14,19,990	3,66,080
	Interest on Car Loan	1,54,851	1,63,727
	Interest on Unsecured Loan	45,46,030	21,00,234
	Interest on Income Tax	7,40,225	3,10,737
	Interest to Suppliers	-	1,34,509
	<u>Others</u>		
	Brokerage on Unsecured Loans	1,48,000	-
Bank Charges	24,08,473	34,14,751	
Processing Fees	12,77,015	13,22,446	
TOTAL	4,03,55,413	2,51,42,784	
27	<u>OTHER EXPENSES</u>		
	<u>Administrative, Selling & Other Expenses</u>		
	Administrative Expense		
	Auditors Remuneration*	80,000	65,000
	Advertisement Expenses	30,000	5,48,000
	Business Promotion Expense	2,82,565	4,54,261
	Brokerage & Professional Expense	54,18,289	43,20,361
	Conveyance Expense	6,32,263	4,17,450
	Computer Repair & Maintenance	1,51,541	1,04,581
	Factory Repair & Maintenance	-	61,728

NOTES	PARTICULARS	Amount (₹) 31-03-2019	Amount (₹) 31-03-2018
	Factory Expenses	16,54,735	2,73,007
	Insurance expense	3,87,557	4,55,999
	Interest & Penalty on duty drawback, GST	2,41,450	4,108
	Medical Expenses	4,047	-
	Legal Expense	17,35,559	16,75,676
	Professional Tax	5,000	10,000
	Office Maintenance Expense	1,24,510	60,903
	Office Expense	3,78,054	4,23,604
	Postage & Stamp Charges	2,48,348	1,68,992
	Electricity Expenses	22,574	1,92,740
	Office Rent	4,84,000	5,56,000
	Stationery & Printing Expense	2,96,517	1,31,203
	Preliminary Expenses Written off	20,23,384	13,75,107
	Vehicle Repair & Maintenance	1,57,597	79,252
	Telephone Expense	3,76,574	3,36,379
	Travelling Expense	28,35,126	39,54,210
	Other Expense	18,56,053	4,23,027
	TOTAL A	1,94,25,744	1,60,91,586
	*Auditor's Remuneration		
	Statutory Audit	55,000	40,000
	Tax Audit	25,000	25,000
	Total	80,000	65,000
	(All amounts are exclusive of Goods and Service Tax)		
	<u>Selling Expense</u>		
	Export Expense	4,77,55,566	3,55,37,850
	Commision charges	26,11,340	9,51,760
	Brokerage on Sales	1,02,49,874	93,44,684
	Discount	-	1,08,478
	Sampling Expense	28,45,398	13,52,468
	Frieght on Sales	1,74,18,678	1,22,92,332
	Quality & Rate Difference	15,43,449	3,44,927
	TOTAL B	8,24,24,305	5,99,32,499
	TOTAL (A+B)	10,18,50,049	7,60,24,086
28	<u>TAX EXPENSES</u>		
	Current Year Tax	2,68,79,497	2,10,19,691
	Income tax related to previous years (A.Y. 2015-16)	-	65,050
	TOTAL	2,68,79,497	2,10,84,741
29	<u>EARNING PER SHARE</u>		
	Profit during the year	6,29,90,256	4,74,34,880
	No. of shares at the end of the period*	74,04,000	66,90,246
	Basic EPS	8.51	7.09
	Diluted EPS	8.51	7.09
30	<u>TRANSACTIONS IN FOREIGN EXCHANGE</u>		
	F.O.B. Value of Exports	1,16,95,22,249	44,20,09,268
	Earnings in Foreign Currency	1,26,49,857	2,07,59,685
	TOTAL	1,18,21,72,106	46,27,68,953

PROXY FORM
FORM NO. MGT - 11

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

Name of Company : SHANTI OVERSEAS (INDIA) LIMITED
CIN : L51211MP2011PLC025807
Regd. Office : 215-216,VIKRAM TOWER, 1ST FLOOR, SAPNA SANGEETA ROAD, INDORE (MP) 452001
Phone : +91-731-4020586, +91-731-4020587
Website : www.shantioverseas.com
E-mail : mail@shantioverseas.com

Name of the Member(s):
Registered Address:
E-mail ID Folio No./ Client ID/ DPID:

I/We being the Member(s) of _____ equity shares of Rs. 10 each of Shanti Overseas (India) 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 on my/our behalf at the 8th Annual General Meeting of the Company, to be held on Friday, the **27th September 2019 at 12.00 P.M.** at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore (M.P.) 452001 and at any adjournment(s) thereof, in respect of the resolutions, as indicated below:

ORDINARY BUSINESS:-

1. Adoption of the Audited Financial Statements of the Company on Standalone and Consolidated basis as at March 31, 2019 and Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. Appointment of Mr. Mukesh Kacholia (DIN:00376922) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.
3. Appointment of M/s Muchhal & Gupta, Chartered Accountants, Indore (FRN 004423C) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirteenth Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditor of the Company.

SPECIAL BUSINESS:-

4. To increase the Authorised Share Capital from Rs. 7,60,00,000/- (Rupees Seven Crore Sixty Lakh only) divided into 76,00,000 (Seventy Six Lakh Only) equity shares of 10/- (Rupees Ten Only) each only to Rs. 12,00,00,000 (Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each.
5. To issue 37,02,000 (Thirty Seven Lakh Two Thousand Only) equity bonus shares of Rs. 10/- each (Rupees Ten Only) by capitalization of a sum not exceeding Rs. 3,70,20,000 (Rupees Three Crore Seventy Lakh Twenty Thousand Only).

Signed: this _____ day of _____ 2019

Signature of Member(s): _____

Signature of the Proxy holder(s): _____

Affix
Revenue
Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

FORM NO.MGT-12

POLLING PAPER

[Pursuant to section 109 (5) of the Companies Act, 2013 and Rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: SHANTIOVERSEAS (INDIA) LIMITED

CIN: L51211MP2011PLC025807

Registered Office: 215-216,VIKRAM TOWER, 1ST FLOOR, SAPNA SANGEETA ROAD, INDORE (MP) 452001

Telephone: +91-731-4020586, +91-731-4020587

Website: www.shantioverseas.com

Email: mail@shantioverseas.com

BALLOT PAPER

SR.No.	Particulars	Details
1.	Name of First – Named Shareholder (in BLOCK letters)	
2.	Postal Address	
3.	Registered Folio No./ *DP ID and Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Share of Rs. 10/-

I hereby exercise my vote in respect of Ordinary/ Special Resolution/s enumerated below by recording my assent or dissent to the said resolution in the following manner

Sr No.	Resolutions	No. of shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY BUSINESS			
1.	Adoption of the Audited Financial Statements of the Company on Standalone and Consolidated basis as at March 31, 2019 and Statement of Profit and Loss for the financial year ended on that date and the reports of the Board of Directors and Auditors thereon.			
2.	Appointment of Mr. Mukesh Kacholia (DIN:00376922) as a Director, who is liable to retire by rotation and, being eligible, offers himself for re-appointment.			
3.	Appointment of M/s Muchhal & Gupta , Chartered Accountants, Indore (FRN 004423C) as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirteenth Annual General Meeting of the Company on such remuneration as may be mutually agreed between the Board of Directors and the Statutory Auditor of the Company.			
	SPECIAL BUSINESS			
4	To increase the Authorised Share Capital from Rs. 7,60,00,000/- (Rupees Seven Crore Sixty Lakh Only) divided into 76,00,000 (Seventy Six Lakh Only) equity shares of 10/- (Rupees Ten Only) each Only to Rs. 12,00,00,000 (Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of 10/- (Rupees Ten only) each.			
5	To issue 37,02,000 (Thirty Seven Lakh Two Thousand Only) equity bonus shares of Rs. 10/- each (Rupees Ten Only) by capitalization of a sum not exceeding Rs. 3,70,20,000 (Rupees Three Crore Seventy Lakh Twenty Thousand Only).			

Place:

Date:

(Signature of the shareholder)

SHANTI OVERSEAS (INDIA) LIMITED

CIN: L51211MP2011PLC025807

Regd. Office: 215-216,VIKRAM TOWER, 1ST FLOOR, SAPNA SANGEETA ROAD, INDORE (MP) 452001

ATTENDANCE SLIP

8th Annual General Meeting of SHANTI OVERSEAS (INDIA) LIMITED held on Friday 27th September, 2019 at 12.00 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore(M.P.) 452001 .

R. F. No.....

Shri /Smt./Miss.....

(Shareholder's Name in block letters)

I/We certify that I/We am / are registered shareholder / proxy for the Registered Shareholder of the Company.

I/We hereby record my / our presence at the 8th Annual General Meeting of the Company i.e. Shanti Overseas (India) Limited held on Friday the 27th September, 2019 at 12.00 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore (M.P.) 452001.

(If signed by proxy, his name should be written in block letters)

.....

(Shareholder's / Proxy's Signature)

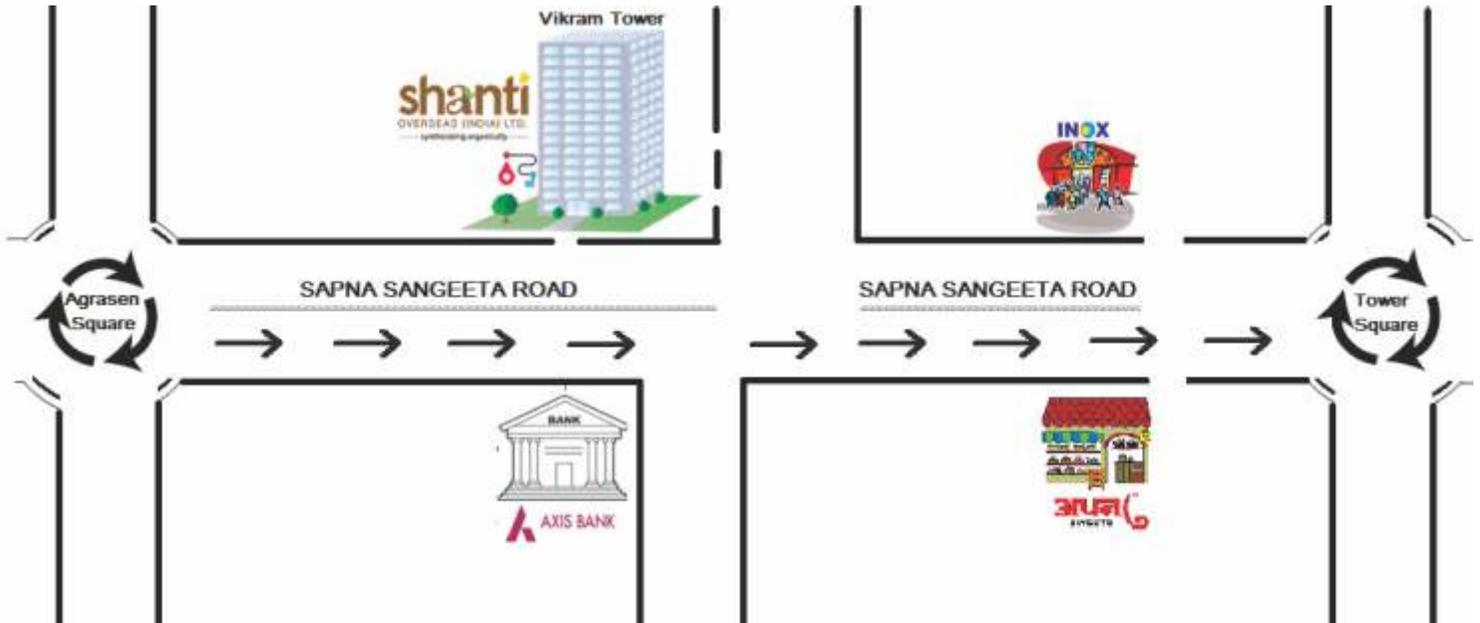
NOTE:

1. Shareholders / proxy holders are requested to bring the Attendance Slip with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy , the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.

NOTE: The Map of Venue of AGM is given at the last page of Annual Report.

Route Map to the venue of AGM **Shanti Overseas (India) Limited**

Regd. Office: 215-216,VIKRAM TOWER, 1ST FLOOR,
SAPNA SANGEETA ROAD, INDORE (MP) 452001



Go Green...
Go  **organic!**

shanti
OVERSEAS (INDIA) LTD.
— synthesizing organically —

**Shanti Overseas (India) Limited, 215-216 Vikram Tower, 1st Floor,
Sapna Sangeeta Road, Indore(M.P)-452001
Phone : +91-731-4020586, 731-4020587**