

SHANTAI INDUSTRIES LIMITED
ANNUAL REPORT
2022-23

INDEX

<u>Contents</u>	<u>Page no</u>
Corporate Information	03
Notice of 38th Annual General Meeting	05
Management Discussion and Analysis Report	35
Statement of Risk Management	45
Independent Auditors Report	47

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Harishbhai Fatandas Sawlani	- Chairman and Managing Director
Mr. Vasudev Fatandas Sawlani	- Wholetime Director
Mrs. Reena Harish Sawlani	- Non-Executive Director
Mr. Omprakash Vishandas Lakhwani	- Non-Executive Independent Director
Mr. Vandanaben Satishbhai Dalal	- Non-Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Mitali Mukeshchand Chouhan
(Resigned w.e.f. 29.04.2023)

CS Komal Agarwal
(Appointed w.e.f. 29.04.2023)

AUDIT COMMITTEE

Omprakash Vishandas Lakhwani - Chairman
Vandanaben Satishbhai Dalal - Member
Harishbhai Fatandas Sawlani - Member

STATUTORY AUDITOR **DSI & Co.**

Chartered Accountant
MF / 14-26, Nariman Point Shopping Centre,
Near Raghuvir Banglows, City Light Road,
Surat 395007
Ph. No. 0261-22230320

NOMINATION & REMUNERATION COMMITTEE

Omprakash Vishandas Lakhwani - Chairman
Vandanaben Satishbhai Dalal - Member
Reena Harish Sawlani - Member

REGISTER & TRANSFER AGENT **MCS Share Transfer Agent Limited** Registrar to Issue & Share Transfer Agents

9 Shiv Shakti Industrial Estate,
1stFl, Neelam Apartment, 88, Sampatrao
Colony,
Above Chhapanbhog, Alkapuri, Vadodara-
390007
Email Id: mcsLtdbaroda@gmail.com
Website: www.mcsregistrars.com

STAKEHOLDER'S SHAREHOLDERS & INVESTOR GRIEVANCES COMMITTEE

Reena Harish Sawlani- Chairman
Omprakash Vishandas Lakhwani- Member
Vandanaben Satishbhai Dalal- Member

BANKER TO THE COMPANY

HDFC Bank Limited
IDBI Bank Limited
Bank of Baroda
Kotak Mahindra Bank

REGISTERED OFFICE

820, Golden Point, Nr Telephone Exchang
Begampura, Falsawadi, Ring Road Surat 395003
Ph. No.: +91-9913425000
Email: shantaiindustriesltd@gmail.com
Website: www.shantaiindustrieslimited.com
CIN: L74110GJ1988PLC013255

ISIN: INE408F01016

Scrip Code: 512297

BOOK CLOSURE:

Date: 19/09/2023 to 25/09/2023
(Both days inclusive)

38TH ANNUAL GENERAL MEETING
Date: Monday, 25th September, 2023
Time: 04:30 P.M.
Venue: Registered Office

CHAIRMAN'S MESSAGE:

Dear Shareholders,

On behalf of the entire board, it gives me great pleasure to express my sincere gratitude to all of you our dear shareholder, employees and business partners at Annual General meeting of your Company and share with you as we celebrate a significant milestone in our journey towards textile trading excellence and professional development. The company meanwhile, bolstered its management team, simplified its organization, strengthened its business processes.

As we are debt free, we are going to continue to build, create, diversify and intensify—to be the powerhouse of tomorrow. The Company would continue to aim at managing the mutual interests of all its stakeholders. Having battled numerous headwinds, we are committed to drive continuous innovation, eliminate inefficiencies, and enhance productivity across business verticals. Going forward, we will further galvanise our growth with key near-term priorities focused on our two main core Business. As we pride ourselves for growth in the journey, we look forward to your unrelenting support.

Thank you for placing faith in the Company. I want to thank all members of the Shantai Industries Limited team and all our business associates for their contribution to company's success. I look forward to your continued support and co-operation.

Best regards,
Sd/-

Harishbhai Fatandas Sawlani
Chairman

SHANTAI INDUSTRIES LIMITED
CIN: L74110GJ1988PLC013255

Reg Office: 820, Golden Point, Nr. Telephone Exchange, Begampura, Falsawadi, Ring Road,
Surat-395003

Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel:
9913425000

NOTICE OF 38TH ANNUAL GENERAL MEETING

Notice is hereby given of the 38th Annual General Meeting of the members of **SHANTAI INDUSTRIES LIMITED** will be held on Monday, the 25th day of September, 2023 at 820, Golden Point, Nr. Telephone Exchange, Begampura, Falsawadi, Ring Road, Surat-395003 At 04:30 p.m. to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2023, together with the Reports of the Board of Directors and Auditors' thereon.**

“**RESOLVED THAT** the Audited Balance Sheet, Profit and loss account and Cash Flow Statement for the year ended 31st March, 2023 along with the Auditors report and Director's Report, be and are hereby considered, Adopted and Approved”

- 2. To appoint a Director in place of Mr. Vasudev Fatandas Sawlani, Whole-Time Director (DIN: 00831830), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.**

“**RESOLVED THAT** in accordance with the provision of Section 152 (6) and all other applicable provisions, if any, of the Companies Act, 2013, Mr. Vasudev Fatandas Sawlani, Whole-Time Director (DIN: 00831830), who retires by rotation at this annual general meeting, be and is hereby reappointed as director of the Company, liable to retire by rotation.”

Place: Surat
Date: 23/08/2023

By order of the Board
For Shantai Industries Limited

Sd/-
Komal Agarwal
Company Secretary & Compliance Officer

NOTES:

1. A member entitled to attend and vote at the annual general meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The instrument appointing the proxy, duly completed, must be deposited at the company’s registered office not less than 48 hours before the commencement of the meeting (on or before the scheduled time of the commencement of 38th Annual General Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the AGM is enclosed.
2. Corporate members pursuant to Section 113 of the Companies Act, 2013 intending to send their authorized representative to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Karta in case of HUF, partners/proprietors in case of firm attending and voting should affix the respective stamp of HUF or firm on the attendance sheet, Polling paper or Proxy form.
4. Members/Proxy holders/ Authorized representatives are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
5. Members are requested to quote Folio/DPID number in all their correspondences.
6. Relevant documents referred to in the above Notice are open for inspection at the Registered Office of the Company during the business hours on any working day (except Sunday and holidays) between 10.00 a.m. and 5.00 p.m. up to the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
8. Notice of the AGM along with the Annual Report 2022-23 is being sent through electronic mode to those Members whose email addresses are registered with the Company/ RTA/ Depositories, unless a member has requested for a physical copy of documents. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company’s website at www.shantaiindustrieslimited.com, on website of BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
9. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
10. Register of Members and Share Transfer Books of the Company shall remain closed from 19th day of September, 2023 to 25th day of September, 2023 (both day inclusive) for determining the names of Members eligible for dividend on Equity Shares if any, declared at the meeting and for Annual General Meeting.
11. The Shareholders are requested to direct change of address notifications and updates details to their respective Depository Participant(s).
12. Members seeking any information/document as referred in the notice are requested to

writeto the Company on or before 25th September, 2023 through email at csshantaiindustries@gmail.com. The same will be addressed by the Company suitably.

13. Equity shares of the Company are under compulsory demat trading by all Investors.
14. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication from the company electronically and quicker response to their queries to RTA or Company.
15. Members are requested to contact our Registrar and Transfer Agent for any query related to shares and other inquiry at following address:-

MCS Share Transfer Agent Limited

Registrar to Issue & Share Transfer Agents

9 Shiv Shakti Industrial Estate,

1st Fl, Neelam Apartment, 88, Sampatrao Colony,

Above Chhapanbhog, Alkapuri, Vadodara-390007

Email Id: mcsltddbaroda@gmail.com

Website: www.mcsregistrars.com

Please Quote Folio No. / DP ID & CL ID for any communication for your shareholding

16. The shareholder needs to furnish the printed Attendance slip along with a valid identity proof such as the PAN Card, Passport, Aadhar Card or driving license to enter the AGM hall.
17. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re- appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment/ re-appointment as required under the Companies Act, 2013 and the Rules there under.
18. The voting rights of Shareholders shall be in proportion of their shares held to the paid up equityshare capital of the Company as on Monday, 18th September, 2023.
19. The route map of the venue of the Annual General Meeting is appended to this Report. The prominent land mark near the venue is Sahara Darwaja, Begampura, Surat

20. Information and other instructions relating to e-voting are as under:

- I. Pursuant to Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by NSDL. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- II. The facility available for voting through polling paper will also be made available at the AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise the right at the AGM through polling paper.
- III. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- IV. If Members are opting for remote e-voting, they shall not vote by polling paper and vice versa. However, in case Members cast their vote both by polling paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by polling paper will be treated as invalid.
- V. Shri Ranjit Binod Kejriwal, Practicing Company Secretary has been appointed to act as the

Scrutinizer for conducting the remote e-voting process as well as the voting through Poll Paper, in a fair and transparent manner.

- VI. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member as on the cut-off date i.e. 18th September, 2023.
- VII. A person, whose name is recorded in the register of members as on the cut-off date, i.e. 18th September, 2023 only shall be entitled to avail the facility of remote e-voting / as well as voting through the polling process at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- VIII. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 18th September, 2023, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the polling process at the AGM by following the procedure mentioned in this part.
- IX. The Remote e-voting period will commence on Friday, 22nd September, 2023 at 9.00 a.m. and will end on Sunday, 24th September, 2023 at 5.00 p.m. During this period, the members of the Company holding shares either in physical form or in demat form as on the Cut-off date i.e. 18th September, 2023, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be automatically disabled for voting thereafter.
- X. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- XI. The Scrutinizer, after scrutinizing the votes cast at the meeting (polling paper) and through remote e-voting, will, not later than 2 working days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company. The results shall be communicated to the Stock Exchanges.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25th September, 2023.
- XIII. **Instructions to Members for e-voting are as under:**
 - i. The voting period starts on Friday, 22nd September, 2023 on open of working hours (i.e 9:00 hours) and ends on the close of working hours (i.e. 17:00 hours) on Sunday, 24th September, 2023. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2023.
 - ii. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 18th September, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 224 430.

In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 19th September, 2023 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL

	<p>Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>  App Store  Google Play</div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasinew/home/login 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 125628 then user ID is 125628001***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rbksurat@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder,

scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to csshantaiindustries@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to csshantaiindustries@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

Other information:

- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Place: Surat
Date: 23/08/2023

By order of the Board
For Shantai Industries Limited

Sd/-
Komal Agarwal
Company Secretary & Compliance Officer

ROUTE MAP TO THE VENUE OF THE 38th ANNUAL GENERAL MEETING OF THE COMPANY



ANNEXURE TO NOTICE:

Details of Director Seeking Re-Appointment and Appointment at The Ensuing Annual General Meeting

(Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and Secretarial Standard 2 issued by the Institute of Company Secretaries of India

Name of Director	Mr. Vasudev Fatandas Sawlani
DIN No.	00831830
Date of Birth	14/10/1957
Qualification	B. Com
Expertise in specific functional areas	Experience of more than 36 years' in Administration.
Terms and Conditions of Appointment/Reappointment	As per the resolution at Item No. 2 of the Notice convening this meeting, Mr. Vasudev Fatandas Sawlani is liable to retire by rotation at the meeting.
Remuneration last drawn	NIL
Remuneration proposed	NIL
Date of First Appointment	27/07/2015
Relationship with Directors/Key managerial Personnel	Vasudev Fatandas Sawlani is the brother of Harish Fatandas Sawlani. Hence, he is interested in this resolution.
List of Companies in which directorship is held as on 31st March, 2023	As attached below
Chairman / Member of the Committee of other Company	NIL
No. of Meetings of the Board Attended during the year	6

List of Companies in which Mr. Vasudev Fatandas Sawlani holds directorship as on 31st March, 2023:

S. N.	Name of the Company	Nature of Interest	Shareholding	Date on which interest arose/changed
1.	Shantai Industries Limited	Whole-time Director	240,000	04/11/2015-29/09/2022
2.	Sawlani Synthetics Private Limited	Director	1	26/10/1993
3.	HMM Polyfab Private Limited	Director	1	25/06/2020
4.	Shantai Exim Limited	Director	844345	25/02/2021
5.	Shantai Technologies Limited	Director	1	22/09/2009
6.	Shantai Realty (India) Limited	Director	48294	31/10/2007-19/08/2022
7.	Paritosh Developers Private Limited	Director	-	01/12/1988
8.	A K M Polyfab Private Limited	Director	1	10/08/2022

The Board of Directors recommends the proposed resolutions for acceptance by member.

Place: Surat
Date: 23/08/2023

By order of the Board
For Shantai Industries Limited
Sd/-
Komal Agarwal
Company Secretary & Compliance Officer

SHANTAI INDUSTRIES LIMITED

CIN: L74110GJ1988PLC013255

Reg Office: 820, Golden Point, Nr. Telephone Exchange, Begampura, Falsawadi, Ring Road, Surat-395003
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel: 9913425000

DIRECTOR'S REPORT

To,
The Members
SHANTAI INDUSTRIES LIMITED

Your directors take pleasure in submitting the 38th Annual Report of the Business and operations of your Company and the Audited Financial Statements for the financial year ended 31st March, 2023.

1. FINANCIAL RESULTS & PERFORMANCE

Particulars	(Rs. in Lakhs)	
	For the year ended 31-03-2023*	For the year ended 31-03-2022*
Revenue from operations	60.022	114.879
Other Income	2.263	2.022
Total Revenue	62.285	116.901
Profit before tax and Exceptional Items	(9.544)	2.193
Exceptional Items	0.024	0.017
Profit before Taxation	(9.569)	2.176
-Current Tax	-	-
-Deferred Tax	-	-
-Income tax of earlier years	-	-
Net Profit/ (Loss) For The Year	(9.569)	2.176
Other Comprehensive Income for the Year, Net of Tax	-	-
Total Comprehensive Income for the Year	(9.569)	2.176

* Figures regrouped wherever necessary

The company has disclosed its results on quarterly basis of which results are subjected to limited review and publishes audited financial results on an annual basis. The Financial Statements as stated above are also available on the Company's website at www.shantaiindustrieslimited.com.

2. STATE OF COMPANY'S AFFAIR

During the year, Your Company recorded total revenue of Rs. 62.285 Lacs against Rs. 116.901 Lacs in the previous year, representing a decrease of 46.75% during the year and loss of Rs. 9.544 Lacs as compared to Profit before tax of Rs 2.193 Lacs during the previous year. Total Comprehensive Income during the year was Rs. -9.569 Lacs as compared to Rs. 2.176 Lacs in the previous year. A detailed analysis on the Company's performance is included in the "Management's Discussion and Analysis" Report, which forms part of this Report.

3. DIVIDEND

Keeping in mind the overall performance and outlook for your Company, your Board of Directors doesn't declared dividends as the company is at growing stage and requires funds for expansion. Your directors do not recommend any dividend for the year ended 31st March, 2023.

4. UNCLAIMED DIVIDEND

As on 31 March 2023, the Company's unclaimed dividend balance was Rs. 23,749.00/-.

5. TRANSFER TO RESERVE

Company has not transferred any amount from profit to General Reserve.

6. MATERIAL CHANGES

There have been no material changes and commitments, which affect the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Report.

7. SHARE CAPITAL

During the year, the company there has been no change in the share capital of the company. The Authorized Share Capital of the Company as on 31/03/2023 was Rs. 5,00,00,000 and Paid up share capital of the Company as on 31/03/2023 was Rs. 1,50,00,000.

8. CHANGE IN NATURE OF BUSINESS, IF ANY

During the Financial Year, there has been no change in the business of the company or in the nature of Business carried by the company during the financial year under review.

9. DEPOSITS

During the year, Company has not accepted any deposits from public within the meaning of the Section 73 of the Companies Act, 2013.

10. SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Holding, Joint Venture or Associate Company.

11. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There was no significant material order passed by the regulators or courts or tribunals impacting the going concern status and company's operation in nature.

12. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with Section 152(6) of the Companies Act, 2013 read with the Articles of Association of the Company, Mr. Vasudev Fatandas Sawlani, Whole-Time Director (DIN: 00831830), retire by rotation and is being eligible has offered herself for re-appointment at the ensuing Annual General Meeting. Company's policy on directors' appointment and remuneration is available on the website of the company at <http://www.shantaiindustrieslimited.com/wp-content/uploads/2021/07/Nomination-Remuneration-and-Evaluation-Policy.pdf>

Based on the confirmations received from Directors, none of the Directors are disqualified from appointment under Section 164 of the Companies Act, 2013.

The following are the List of Directors and KMP of the Company during the year:

Name of Directors	Category & Designation	Appointment Date	Change in Designation	Resignation Date
Mr. Harishbhai Fatandas Sawlani	Managing Director	27/07/2015	04/11/2015	-
Mr. Vasudev Fatandas Sawlani	Whole-time Director	27/07/2015	29/09/2022	-
Mrs. Reena Harish Sawlani	Non-Executive Director	27/07/2015	05/08/2016	-
Mr. Omprakash Vishandas Lakhwani	Non-Executive Independent Director	31/03/2018	30/08/2018	-
Mrs. Vandanaben Satishbhai Dalal	Non-Executive Independent Director	26/09/2020	-	-
Mr. Sailesh Joseph Damor	Chief Financial Officer	04/11/2015	-	-
Ms. Mitali Mukeshchand Chouhan	Company Secretary	11/12/2021	-	29/04/2023

* Mrs. Komal Agarwal was appointed as Company Secretary and Compliance Officer w.e.f 29/04/2023

13. EXTRACT OF ANNUAL RETURN

As per amended section 92(3) of Companies Act, 2013 attachment of extract of annual return to Directors Report is discontinued, the Annual Return for FY 2022-23 is uploaded on the website of the Company and the same is available at <http://www.shantaiindustrieslimited.com/annual-return/>

14. RELATED PARTY TRANSACTION

With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under section 188 of the Companies Act, 2013 entered by the Company during the financial year, were in ordinary course of business and at arm's length basis. The Policy on Related Party Transactions is uploaded on the website of the company. The web link is <http://www.shantaiindustrieslimited.com/wp-content/uploads/2021/07/Policy-on-Matrerality-in-Related-Party-Transaction.pdf>

Details of the related party transactions made during the year are attached as **Annexure-1** in form AOC-2 for your kind perusal and information.

15. COMPOSITION OF BOARD AND ITS COMMITTEE, NUMBER OF MEETING HELD DURING THE YEAR

The Details of all meeting of Board of Directors and Committee meeting had taken place during the year and their detailed composition along with their attendance is mentioned

below. The composition of the Board and its committee is also available on the website of the company at <http://www.shantaiindustrieslimited.com/directors/>

I. BOARD MEETING:

The Board of Directors of the Company (Board) has optimum combination of Executive and Non-Executive Directors comprising Two Executive Directors and Three Non- Executive Directors. None of the Directors hold directorship in more than 20 companies nor is a member of more than 10 committees or chairman of more than 5 committees across all the public limited companies in which they are Directors. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 and 152 of the Act.

Composition of Board of Director as on 31st March, 2023 is as follows:

Sr. No	Name	Designation	Nature of Directorship
1	Harishbhai Fatandas Sawlani	Chairman/Managing Director	Executive Director
2	Vasudev Fatandas Sawlani	Wholetime Director	Executive Director
3	Reena Harish Sawlani	Director	Non-Executive Director
4	Omprakash Vishandas Lakhwani	Independent Director	Non-Executive Director
5	Vandanaben Satishbhai Dalal	Independent Director	Non-Executive Director

The Board meets at regular intervals to discuss and decide on the Company's performance and strategies. During the financial year under review, the Board met 6 (Six) times and the gap between two meetings did not exceed one hundred and twenty days (120).

Sr. No.	Date of Meeting	Board Strength	No. of Directors Present
1.	24-05-2022	5	5
2.	08-08-2022	5	5
3.	24-08-2022	5	5
4.	20-10-2022	5	5
5.	02-01-2023	5	5
6.	07-02-2023	5	5

II. COMMITTEES MEETING

• AUDIT COMMITTEE

Our Company has constituted an Audit Committee with its composition, quorum, powers, roles and scope in line with the applicable provisions of the Act and Listing Regulations. The Audit Committee of the company consists of two Independent Directors and one Executive Director of the Company. All the Directors have good understanding Finance, Accounts and Law. Composition of audit committee of the company is as follows:

SN	Name of Member	Designation	Nature of Directorship
1	Omprakash Vishandas Lakhwani	Chairman	Non-Executive Independent

			Director
2	Vandanaben Satishbhai Dalal	Member	Non-Executive Independent Director
3	Harishbhai Fatandas Sawlani	Member	Managing Director

During the financial year 2022-23, Five (5) meetings of Audit Committee were held on following dates:

24-05-2023	08-08-2022	24-08-2022	20-10-2022	07-02-2023
------------	------------	------------	------------	------------

Attendance of members for the meeting of Audit Committee held during the year 2022-23 is as below

SN	Name of Member	Status in Committee	No of meetings Attended	No of meetings entitled to Attend
1	Omprakash Vishandas Lakhwani	Chairman	5	5
2	Vandanaben Satishbhai Dalal	Member	5	5
3	Harishbhai Fatandas Sawlani	Member	5	5

The term of reference of Audit Committee is as below:

The scope of audit committee shall include, but shall not be restricted to, the following;

The scope of audit committee shall include, but shall not be restricted to, the following;

1. Oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. disclosure of any related party transactions;
 - g. modified opinion(s) in the draft audit report;
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer

- document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the listed entity with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the whistle blower mechanism;
 19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
 21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
 22. Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The audit committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and
4. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
5. statement of deviations:
 - a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

• **NOMINATION AND REMUNERATION COMMITTEE**

Our Company has constituted Nomination and Remuneration Committee with its composition, quorum, powers, roles and scope in line with the applicable provisions of the Act and Listing Regulations. The Nomination and Remuneration Committee of the company consists of three Independent Directors of the Company. Composition of Nomination and Remuneration Committee of the company is as follows:

SN	Name of Member	Designation	Nature of Directorship
1	Omprakash Vishandas Lakhwani	Chairman	Non-Executive Independent Director
2	Vandanaben Satishbhai Dalal	Member	Non-Executive Independent Director
3	Reena Harish Sawlani	Member	Non-Executive Director

During the financial year 2022-23, Two (2) meetings of Nomination and Remuneration Committee were held on following dates:

24-05-2022	24-08-2022
------------	------------

Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2022-23 is as below:

SN	Name of Member	Status in Committee	No of meetings Attended	No of meetings entitled to Attend
1	Omprakash Vishandas Lakhwani	Chairman	2	2
2	Vandanaben Satishbhai Dalal	Member	2	2
3	Reena Harish Sawlani	Member	2	2

The term of reference of Nomination & Remuneration Committee is as below:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

- c. consider the time commitments of the candidates.
3. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
4. Devising a policy on Board diversity, if any;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal and shall carry out evaluation of every director 's performance.
6. 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.
7. Recommend to the board, all remuneration, in whatever form, payable to senior management.
8. Any other power specifically assigned by the Board of Directors of the Company from time to time by way of resolution passed by it in a duly conducted Meeting, and
9. Carrying out any other function contained in the equity listing agreements as and when amended from time to time.

The performance evaluation of the independent director was evaluated by the board after seeking inputs from all the independent directors on the basis of the criteria such as participation in decision making and rendering unbiased opinion; participation in initiating new ideas and planning of the company etc.

The board reviewed the performance of the independent directors on the basis of the criteria such as the contribution in raising concerns to the Board, safeguarding of confidential information, rendering independent unbiased opinion etc. The web link is <http://www.shantaiindustrieslimited.com/wp-content/uploads/2021/07/Nomination-Remuneration-and-Evaluation-Policy.pdf>

REMUNERATION OF DIRECTORS

During the year, company has paid Rs. 2, 40,000 sitting fees to Non-Executive directors.

REMUNERATION POLICY

The Company has adopted and implemented the Nomination and Remuneration Policy devised in accordance with Section 178(3) and (4) of the Companies Act, 2013 which is available on the website of the Company <http://www.shantaiindustrieslimited.com/wp-content/uploads/2021/07/Nomination-Remuneration-and-Evaluation-Policy.pdf>

The remuneration payable to Directors, Key Managerial Personnel and Senior Management Person will involve a balance between fixed and incentive pay reflecting short term and long-term performance objectives appropriate to the working of the Company and support in the achievement of Corporate Goals.

- **STAKEHOLDER'S RELATIONSHIP COMMITTEE**

The term of reference of Stakeholder's Relationship Committee is as below:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review of measures taken for effective exercise of voting rights by shareholders.
3. Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

To solve the investors grievances Company has formulated Stakeholder's Relationship Committee. Composition of the Committee is as follows:

SN	Name of Member	Designation	Nature of Directorship
1	Reena Harish Sawlani	Chairman	Non-Executive Director
2	Omprakash Vishandas Lakhwani	Member	Non-Executive Independent Director
3	Vandanaben Satishbhai Dalal	Member	Non-Executive Independent Director

During the financial year 2022-23, Four (4) meetings of Stakeholder's Relationship Committee were held on following dates :

24-05-2022	08-08-2022	20-10-2022	07-02-2023
------------	------------	------------	------------

Attendance of members for the meeting of Nomination & Remuneration Committee held during the year 2022-23 is as below:

SN	Name of Member	Status in Committee	No of meetings Attended	No of meetings entitled to Attend
1	Reena Harish Sawlani	Chairman	4	4
2	Omprakash Vishandas Lakhwani	Member	4	4
3	Vandanaben Satishbhai Dalal	Member	4	4

Name & Designation and address of the Compliance Officer

CS MITALI MUKESHCHAND CHOUHAN
 Company Secretary & Compliance Officer
 (Resigned w.e.f 29/04/2023)

CS KOMAL AGARWAL
 Company Secretary & Compliance Officer
 (Appointed w.e.f 29/04/2023)
Shantai Industries Limited
 820, Golden Point, Nr Telephone Exchange,
 Begampura, Falsawadi, Ring Road Surat - 395003

Pursuant to the Regulation 13(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015; the details regarding investor's complaints during the year are as follows:

Status of Complaints pending, received, disposed and unresolved:

Number of Shareholders' Complaints Pending at the end of the year	Nil
Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints disposed during the year	Nil
Number of Shareholders' Complaints remain unresolved during the year	Nil

16. LOANS, GUARANTEES AND INVESTMENT

The company has not given any loans or guarantees or made investments under section 186(4) of Companies Act, 2013.

17. DECLARATION BY INDEPENDENT DIRECTORS

Company has received declaration from all the independent directors duly signed by them stating that they meet the criteria of independence as provided in section 149(6) of the Companies Act, 2013.

There has been no Change in the circumstances affecting their status as Independent Directors of the Company to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant regulations.

All the independent directors have cleared "Online Self-Assessment Test" examination with the Indian Institute of Corporate Affairs at Manesar.

SEPARATE MEETING OF INDEPENDENT DIRECTORS:

In terms of requirement of Schedule IV of the Companies Act, 2013, the Independent Directors of the company have complied with the code of Independent Director. Independent Directors met separately on 07th February, 2023 to inter alia review the performance of Non-Independent Directors (Including the Chairman), the entire Board and the quality, quantity and timeliness of the flow of the information between the Management and the Board.

18. FAMILIARIZATION TO INDEPENDENT DIRECTORS:

The Independent Directors of the Company are familiarized with the various aspects of the Company provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment of the Company and policies of the Company and other important regulatory aspects as relevant for directors.

The Company, through its Executive Director or Manager as well as other Senior Managerial Personnel, conducts presentations/programs to familiarize the Independent Directors with the strategy, operations and functions of the company inclusive of important developments in business. The details of number of programs attended and the cumulative hours spent by an independent director are uploaded on the website of the company. The web link is <https://www.shantaiindustrieslimited.com/policies/>

The terms and conditions of independent directors is available on the website of the company at <http://www.shantaiindustrieslimited.com/wp-content/uploads/2021/07/TC-for-appointment-of-Independent-Directors.pdf>

Meeting of Independent Director

During the financial year 2022-23 one meeting of Independent Director was held on 07th February, 2023.

Attendance of Directors at Independent Directors meeting held during the financial year is as under:

Name of Directors	Categories	No. of Meeting Attended
Mr. Omprakash Vishandas Lakhwani	Chairman	1
Mrs. Vandanaben Satishbhai Dalal	Member	1

19. VIGIL MECHANISM

Pursuant to section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Power) Rules, 2014, the Board of Director has adopted vigil mechanism in the form of Whistle Blower Policy through which, its Directors, Employees and Stakeholders can report their genuine concerns about unethical behaviours, actual or suspected fraud or violation of the Company's code of conduct or ethics policy.

It is the Company's Policy to ensure that no employee is victimized or harassed for bringing such incidents to the attention of the Company. The practice of the Whistle Blower Policy is overseen by the Audit Committee of the Board and no employee has been denied access to the Committee. The said policy provides for adequate safeguards against victimization and also direct access to the higher levels of supervisors.

Shri Omprakash Vishandas Lakhwani, the Chairman of the Audit Committee can be contacted to report any suspected/confirmed incident of fraud/misconduct on:

Email: shantaiindustriesltd@gmail.com

Contact no.: 9726025000

Your Company hereby affirms that no director/employee has been denied access to the Chairman of the Audit Committee and that no complaints were received during the year.

20. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, your directors hereby confirm:

- A. That in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departments;
- B. That the directors have 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 if the Company at the end of the financial year and of the profit and loss of the Company for that period;

- C. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- D. That the directors had prepared the annual accounts on a going concern basis; and
- E. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- F. 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.

21. ANNUAL EVALUATION

During the year, the Board has carried out the annual evaluation of its own performance as well as the evaluation of the working of its Committees and individual Directors, including Chairman of the Board. This exercise was carried out through a structured questionnaire prepared separately for Board, Committee and individual Directors.

The board evaluated the performance of the board after seeking inputs from all the directors based on the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The board evaluated the performance of the committees after seeking inputs from the committee members based on the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors based on the criteria such as the contribution of the individual director to the board and committee meetings like decision-making, participation in meeting, overall performance, etc. In addition, the chairperson was also evaluated on the key aspects of his role.

The Board acknowledged certain key improvement areas emerging through this exercise and action plans to address these are in progress. The performance evaluation of the Non Independent Directors, performance of Board as a whole including Chairman was carried out by the Independent Directors at a separate meeting of the Independent Directors on 07th February, 2023.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

22. INTERNAL FINANCIAL CONTROL SYSTEM

The Company has a well-placed, proper and adequate internal financial control system which ensures that all the assets are safeguarded and protected and that the transactions are authorized recorded and reported correctly. The internal audit covers a wide variety of operational matters and ensures compliance with specific standard with regards to availability and suitability of policies and procedures. During the year no reportable material weakness in the design or operation were observed.

23. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Companies Act, 2013 re-emphasizes the need for an effective internal financial control system in the company. Rule 8(5) (viii) of Companies (Accounts) Rules, 2014 requires the information regarding adequacy of internal financial controls with reference to the

financial statements to be disclosed in the board' report. The detailed report forms part of Independent Auditors Report.

24. CORPORATE GOVERNANCE

The paid up share capital of our company is below Rs. 10 crores and net worth of our company is below Rs. 25 crores therefore, pursuant to Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the compliance with corporate governance as specified in regulation 17 to 27 and clauses (b) to (i) of sub regulation 2 of regulation 46 and Para C, D and E of Schedule V shall apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant authorities. Hence your company is exempted to comply with aforesaid provisions of the SEBI (LODR) Regulation, 2015. Hence corporate Governance does not form part of this Board's Report.

25. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING

The requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of Section 134(3) (m) of the Companies Act, 2013 read with the rule 8 of Companies (Accounts) Rules, 2014 are as per **Annexure - 2**.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135(1) and 135(5) of the Companies Act, 2013 regarding constitution of Corporate Social Responsibility (CSR) Committee and spending of at least 2% of average net profit are not applicable to the Company.

27. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the Management Discussion and Analysis Report of the financial condition is annexed and forms an integral part of the Directors' Report is given in **Annexure - 3**.

28. STATUTORY AUDITORS

The Members at the Annual General Meeting of the Company held on September 24, 2021, had appointed M/s. DSI & Co., Chartered Accountants (Firm Registration No. 127226W) as the Statutory Auditor of the Company to hold office for a term of five years i.e., upto financial year ending 31/03/2026.

29. INTERNAL AUDITOR

The Company has appointed M/s. Dharan Shah & Associates, Chartered Accountants (FRN 145180W), as an Internal Auditor in the Board meeting held on 07th September, 2021 after obtaining his willingness and eligibility letter for appointment as Internal Auditor of the Company.

Internal Auditors are appointed by the Board of Directors of the Company, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the internal Audit of the Company to the Audit Committee on a quarterly basis. The Scope of Internal audit is approved by the Audit Committee.

30. SECRETARIAL AUDITOR

Your board has appointed Mr. Ranjit Binod Kejriwal, Practicing Company Secretary, as secretarial Auditor of the company for the period of five years starting from 2022-23 to 2026-27 on the board meeting held on 20-10-2022. The secretarial report for the financial year 2022-23 is attached as **Annexure - 4**. Report of secretarial auditor is self-explanatory and need not any further clarification.

31. COMMENTS ON AUDITOR'S REPORT

The notes referred to in the Auditor Report are self-explanatory and they do not call for any further explanation as required under section 134 of the Companies Act, 2013.

32. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

There was no employee drawing remuneration in excess of limits prescribed under section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Disclosure pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as per **Annexure - 5**.

33. RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on the Company's business. Risk Management is a structured approach to manage uncertainty. An enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Structure, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process over the period of time will become embedded into the Company's business system and processes, such that our responses to risk remain current and dynamic.

The detailed Statement on Risk Management has been attached in **Annexure - 6**.

34. CEO/ CFO CERTIFICATION

Pursuant to Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Declaration by CFO is not applicable to the company. Hence the same does not form part of this Board's Report.

35. CODE OF CONDUCT

Pursuant to Regulation 15(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provision of Para D of Schedule V of SEBI (LODR) relating to Declaration by CEO is not applicable to the company. Hence the same does not form part of this Board's Report.

36. CERTIFICATION FROM COMPANY SECRETARY IN PRACTICE

Mr. Ranjit Binod Kejriwal, Practicing Company Secretary has issued a certificate required under the listing regulations, confirming that none of the Directors on the Board of the company has been debarred or disqualified from being appointed or continuing as director of the company by SEBI/Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed as **Annexure - 7**.

37. SEXUAL HARASSMENT OF WOMEN

Your company adopted policy of "Prevention of Sexual Harassment of Women at Workplace". There were no incidences of sexual harassment reported during the year

under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of any such complaints of harassment, internal complaints committee has been set up to redress the complaints, if any.

The company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Your director's 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.

38. SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI)

The Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

39. FRAUD REPORTING

During the year under review, no fraud has been reported by Auditors under Section 143(12) of the Companies Act, 2013.

40. MAINTENANCE OF COST RECORDS

The company is not required to maintain Cost Records as specified by Central Government under section 148(1) of the Companies Act, 2013, and accordingly such accounts and records are not made and maintained.

41. PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company 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. The Board is responsible for implementation of the Code.

42. RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of Company.

43. INSURANCE:

All the properties and the Insurable Interest of the company including building and stocks wherever necessary and to the extent required have been adequately insured. The company keeps reviewing the insurance amount every year as per requirement.

44. APPRECIATION

Your Directors place on record their deep appreciation to employees at all levels for their hard work, dedication and commitment and express their sincere thanks and appreciation to all the employees for their continued contribution, support and co-operation to the operations and performance of the company.

45. ACKNOWLEDGEMENT:

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from Shareholders, Bankers, regulatory bodies and other business constituents during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the commitment displayed by all executives, officers and staff, resulting in successful performance of the Company during the year.

Place: Surat
Date: 23/08/2023

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

Annexure-1**Form No. AOC-2**

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

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

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

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contract s/arrangement s/transactions	Duration of the contract s / arrangement s/ transactions	Salient terms of the contracts or agreement or transaction s including the value, if any	Justification for entering into such contract s or arrangement s or transaction s	Date(s) of approval by the Board	Amount paid as advance , if any	Date on which the special resolution was passed in general meeting as required under first proviso to section 188
NIL								

2. Details of material contracts or arrangement or transactions at arm's length basis

Sr. No.	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transaction s	Duration of the contracts/ arrangements / transaction s	Salient term of the contracts or arrangements or transaction s including the value, if any	Date(s) if approval by the Board, if any	Amount paid as advanced, if any
1	Shantai Technologies Limited, Common Director	Rent Paid	Annually	Rent per annum Rs. 60,000/-	24/05/2022	NIL
2	Swati International, Director's Firm	Purchases	Annually	At prevailing Market price	24/05/2022	NIL
3	Reena Harish Sawlani, Director	Sitting Fees	Annually	Rs. 1,60,000 per annum	24/05/2022	NIL
4	Omprakash V. Lakhwani , Independent Director	Sitting Fees	Annually	Rs. 40,000 per annum	24/05/2022	NIL
5	Vandanaben S. Dalal, Independent Director	Sitting Fees	Annually	Rs. 40,000 per annum	24/05/2022	NIL
6	Shailesh J Damor, Chief Financial Officer	Salary	Annually	Rs 1,80,000/- per annum	24/05/2022	NIL
7	Mitali Chouhan* Company Secretary and Compliance Officer	Salary	Annually	Rs. 1,56,000/- per annum	24/05/2022	NIL

* Mitali Chouhan resigned from the post of Company Secretary and Compliance Officer w.e.f 29/04/2023

Place: Surat
Date: 23/08/2023

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

AS PER RULE 8 OF COMPANIES (ACCOUNTS) RULES, 2014

A. CONSERVATION OF ENERGY

- (i) The steps taken or impact on conservation of energy
 - (ii) The steps taken by the Company for utilising alternate sources of energy
 - (iii) The capital investment on energy conservation equipment
- } NIL

B. TECHNOLOGY ABSORPTION

- (i) The efforts made towards technology absorption
 - (ii) The benefits derived like product improvement, cost reduction, product development or import substitution
 - (iii) In case of imported technology (imported during last three years reckoned from the beginning of the financial year)
 - a. The details of technology imported
 - b. The year of import
 - c. Whether the technology been fully absorbed
 - d. If not fully absorbed areas where absorption has not taken place & reasons thereof
 - (iv) The expenditure incurred on research & development during the year 2022-23
- } NIL

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earning in terms of actual inflows

Foreign Exchange earnings during the financial year 2022-23: NIL

The Foreign Exchange outgo during the year in terms of actual outflows

Foreign Exchange outgo during the financial year 2022-23: NIL

Place: Surat
Date: 23/08/2023

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This section shall include discussion on the following matters within the limits set by the listed entity's competitive position:

- a. Industry structure and developments.
- b. Opportunities and Threats.
- c. Segment-wise or product-wise performance.
- d. Outlook
- e. Risks and Concerns
- f. Internal control systems and their adequacy
- g. Discussion on financial performance with respect to operational performance.
- h. Material developments in Human Resources / Industrial Relations front, including number of people employed.
- i. Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor, including:
 1. Debtors Turnover
 2. Inventory Turnover
 3. Interest Coverage Ratio
 4. Current Ratio
 5. Debt Equity Ratio
 6. Operating Profit Margin (%)
 7. Net Profit Margin (%)or sector-specific equivalent ratios, as applicable.
- j. Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof.

This Report contains forward-looking statements that involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. This report should be read in conjunction with the included financial statements and the notes.

INDUSTRY STRUCTURE AND DEVELOPMENTS

Global Economy And Outlook

The global economy is gradually recovering from the impact of pandemic and at the same time facing new challenges emerging from Russia's invasion of Ukraine. Tightening of monetary policy by most Central Banks is expected to have a positive impact. Despite monetary tightening, inflation is persistent in many key economies and it is anticipated that global inflation will fall from 8.7% last year to 7% this year and settle at around 5% in the year 2024.

The global textile market grew from about \$573 billion in 2022 to about US\$ 610 billion in 2023 at a compound annual growth rate (CAGR) of 6.6%. The Russia- Ukraine war has led to an increase in commodity prices and supply chain disruptions, causing inflation across goods and services impacting economies across the globe. The textile market is however expected to grow to about US\$ 755 billion in 2027 at a CAGR of 5.5%

Indian Economic Overview & Outlook

The Indian Economy continues to show resilience amid Global Uncertainties. Despite significant challenges in the global environment, India was one of the fastest growing economies in the world. India's overall growth remains robust and is estimated to be 6.9% for the financial year 2022-23. Growth was driven by strong investment activity augmented by the government's capex push and buoyant private consumption.

Inflation remained high, averaging around 6.7% in FY 2022-23 but the current-account deficit narrowed in Q3 on the back of strong growth in service exports and easing global commodity prices. Dwelling on the outlook for FY2023-24, the Economic Survey 2022-23 issued by Ministry of Finance projects that, India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. It further affirms that aided by healthy financials, incipient signs of a new private sector capital formation cycle are visible and more importantly, compensating for the private sector's caution in capital expenditure, the government raised capital expenditure substantially.

Industry Outlook and Trends

India is the world's second-largest producer of textiles and garments. It is also the sixth-largest exporter of textiles spanning apparel, home and technical products. The Indian textile and apparel industry is expected to grow at 10% CAGR from 2019-20 to reach US\$ 190 billion by 2025-26. India has a 4% share of the global trade in textiles and apparel. The textiles and apparel industry contribute 2.3% to the country's GDP, 13% to industrial production and 12% to exports.

The textile industry has around 45 million of workers employed in the textiles sector, including 3.5 million handloom workers. India's textile and apparel exports (including handicrafts) stood at US\$ 44.4 billion in FY22, a 41% increase YoY. Total textile exports are expected to reach US\$ 65 billion by FY26. The Textile and Apparel market is poised to grow, led by boost in demand and the government support in form of attractive schemes such as Production Linked Incentive

(PLI), Mega Investment Textile Parks (MITRA) will further drive the way for the US\$ 250 billion target. Another step taken by the Ministry of Textiles towards positioning India as a global leader in technical textiles manufacturing is the invitation of Research proposals for Funding for Design, Development and Manufacturing of Machinery, Tools, Equipment, and Testing Instruments under NTTM. In FY 2022-23, exports of readymade garments cotton including accessories stood at US\$ 7.68 billion till January 2023. It is expected to surpass US\$ 30 billion by 2027, with an estimated 4.6-4.9% share globally.

Segment-Wise or Product-Wise Performance

Over the last few years, as a **growth oriented company** we have focused on diversifying into finished products as we see a long run way for growth in sales of these products. This has helped us to grow our profitability margins.

The total revenue of the company stood at INR 62.285 Lacs which was INR 116.901 Lacs in previous year.

Outlook

Our growth will depend upon the improvement of the operational efficiencies. The improvement of operational efficiency will enhance the profitability of the Company. We intend on implementing various measures to improve our operational efficiencies. We intend to maximize our operational efficiency by achieving greater integration and by implementing a stronger supply chain management.

Risks and Concerns

- Shortage in supply of raw materials
- Increase in the cost of raw materials
- Environmental problems
- Infrastructure bottlenecks
- Impact of GST
- Shortage of laborer's due to a mass return
- The decline in Apparel export.
- Shortage in supply of raw materials: Because of pollution issues some unit of china and Europe has been shut down due to which rise in the prices of basic raw material has resulted and there are many other factors like weather, crop quality etc. which are influencing the raw material supply. Increase in cost of raw material: Unpredictable market conditions, weather, policies etc. have resulted in an increase in raw material costs.
- Environmental problems: Environmental compliance often isn't at the top of textile and garment importers' concerns.
- Infrastructure bottlenecks: The low quality of India's infrastructure continues to lag behind that of many other Asian countries.
- Risks arising due to the natural and man-made calamities such as the flood, war etc. The risks arising due to ongoing Ukraine-Russia War.

Internal Control Systems and Their Adequacy

The Company has in place an adequate system of internal control commensurate with its size and nature of its business. These have been designed to provide reasonable assurance that all

assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly and the business operations are conducted as per the described policies and procedures of the Company. The Audit Committee and the Management have reviewed the adequacy of the internal control systems and suitable steps are taken to improve the same

Discussion on Financial Performance with respect to Operational Performance

While a lot of brick-and-mortar stores in multiple industries including textile industries throughout the FY2023, the company has recorded revenue from operations to INR 60.022 Lacs.

Details of Significant Changes in Key Financial Ratios

The Significant ratios of the company are as follow: -

Sr. No.	Ratio	2023	2022
1	Income from Operations (In Lakhs)	60.022	114.879
2	Operating Profit Margin	(19.671)%	0.149%
3	Debt to Equity	NA	NA
4	Interest Service Coverage Ratio	NA	NA
5	Inventory Turnover	0.117	0.299
6	Current Ratio	33.440	140.310
7	Debtors' Turnover Ratio	0.727	0.546
8	Trade Payables Turnover Ratio	NA	NA
9	Net Profit Ratio	-15.942%	1.894%
10	Return on Net Worth	0.083	0.159

Place: Surat
Date: 23/08/2023

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Board of Directors
SHANTAI INDUSTRIES LIMITED
(CIN: L74110GJ1988PLC013255)
820, Golden Point,
Nr Telephone Exchange Begampura,
Falsawadi, Ring Road Surat 395003

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. SHANTAI INDUSTRIES 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/our verification on test check basis of the **M/s. SHANTAI INDUSTRIES LIMITED**, 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, agents 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, 2023** 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 **M/s. SHANTAI INDUSTRIES LIMITED** for the financial year ended on **31st March, 2023** 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 during the year:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **the regulation is not applicable during the Financial Year 2022-23**

- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **the regulation is not applicable during the Financial Year 2022-23**
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **the regulation is not applicable during the Financial Year 2022-23**
 - 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares)(Amendment) Regulations, 2016; **the regulation is not applicable during the Financial Year 2022-23**and
 - h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 :**the regulation is not applicable during the Financial Year 2022-23**
- vi. Other Laws Specifically Applicable to Company:
- a. Income Tax Act, 1961
 - b. Goods & Service Tax and other Indirect Taxes
 - c. Labour Laws

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

- i. Secretarial Standards with regard to the Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange of India and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During The year under review, the company has generally complied with the provisions of the act, rules, regulations and guidelines mentioned above except the Following:

1. **The amount of unclaimed dividend is Rs. 23,749/- as on year ended on 31st March, 2023, but no forms have been filed for the same neither any details for the same been received.**
2. **The company has not filed IEPF Form-2 (Statement of unclaimed and unpaid dividend).**

I further report that, based on the information provided by the company, its officers and authorised representative during the conduct of the audit, and also on the review of reports by CS/CFO and Statutory Auditor 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.

I further report, that the compliance by the company of applicable financial laws, like direct and indirect tax laws, Pollution control, CRZ laws and Labour laws has not been reviewed in this audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors if any, that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

I/we further report that 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.

I report further that, during the audit period, there were no specific events/actions in pursuance of the aforesaid laws, rules, regulations, etc. having a major bearing on the company's affairs.

Date: 23/08/2023

Place: Surat

Sd/-

Name of PCS: Ranjit Binod Kejriwal

FCS No.: 6116

C P No.: 5985

UDIN: F006116E000852082

PR: 12004GJ424500

This report is to be read with our letter dated 23rd August, 2023 which is annexed and forms an integral part of this report.

To,
The Board of Directors
SHANTAI INDUSTRIES LIMITED
(CIN: L74110GJ1988PLC013255)
820, Golden Point,
Nr Telephone Exchange Begampura,
Falsawadi, Ring Road Surat 395003

Our Secretarial Audit report dated 23rd August, 2023 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were considered 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. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. 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.

Date: 23/08/2023
Place: Surat

Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116E000852082
PR: 12004GJ424500

Annexure- 5

The Disclosures pertaining to remuneration as required under section 197(12) of the Companies Act, 2013 read with Rule 5 Of The Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are as under:

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2022-23, ratio of the remuneration of the employees of the Company for the financial year 2022-23 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for F.Y. 2022-2023 (Amount in Rs.)	% increase in Remuneration in the F.Y. 2022-23	Ratio of Remuneration of each Director/to median remuneration of employees
1.	Harishbhai Fatandas Sawlani – Managing Director	-	-	N.A.
2.	Vasudev Fatandas Sawlani – Whole-Time Director	-	-	N.A.
3.	Reena Harish Sawlani – Non –Executive Director	1,60,000	NIL	N.A.
4.	Omprakash Vishandas Lakhwani - Non-Executive Independent Director	40,000	NIL	N.A.
5.	Vandanaben Satishbhai Dalal - Non-Executive Independent Director	40,000	NIL	N.A.
6.	Sailesh Joseph Damor Chief Financial Officer	1,80,000	N.A.	N.A.
7.	Mitali Mukeshchand Chouhan * Company Secretary & Compliance Officer	1,56,000	N.A.	N.A.

* Resigned w.e.f. 29.04.2023

(i) Names of the top ten employees in terms of remuneration drawn from the Company in the financial year 2022-23:

Sr. No.	Name & Designation	Qualification and Experience	Remuneration (Amount in Rs.) (Per month)	Date of Appointment	Age (In years)	Particulars of Last Employment	Relative of Director/ Manager	Percentage of Equity Shares
1	Sonal A. Mehta – Chartered Accountant	C.A, C.S. – 10 years	30,000	01/04/2016	36	S. Ramana nd Aiyar & Co.	NIL	NIL

2	Sailesh Joseph Damor - Chief Financial Officer	B. Com - 8 years	15,000	04/11/2015	50	N.A.	NIL	NIL
3	Mitali Mukeshchand Chouhan - Company Secretary & Compliance Officer * *	Company Secretary - 5 Years	13,000	02/12/2021	31	Ami Organics Limited	NIL	NIL
4	Harsidh D. Patel - Accountant	M. Com - 4 Years	14,815	01/05/2022	27	Shantai Exim Ltd.	NIL	NIL
5	Vishnu Rathod - Accountant	Xth Std - 5 Years	8,667	01/04/2016	21	NIL	NIL	NIL

* Resigned w.e.f 01.05.2022

** Resigned w.e.f. 29.04.2023

- (ii) The median remuneration of employees of the Company during the Financial Year was Rs. 13,907.50/-
- (iii) In the Financial year, there the median remuneration of employees has decreased by 0.66% compared to previous year.
- (iv) There were 4 permanent employees on the rolls of the Company as on March 31, 2023;
- (v) Average percentage in the salaries of employees other than the managerial personnel has decreased by 37.22% in comparison of the last financial year. Average percentage has decreased by 14.29% in the salaries of the managerial personnel in comparison of the last financial year.
- (vi) The remuneration of KMP is as per the recommendations of the Nomination & Remuneration Committee.
- (vii) It is hereby affirmed that the remuneration paid is as per the remuneration policy for Directors, Key Managerial Personnel and other Employees.

Place: Surat
Date: 23/08/2023

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani
Chairman and Managing Director
DIN: 00831848

STATEMENT OF RISK MANAGEMENT

Risk is an integral and unavoidable component of all businesses. Shantai is committed to manage its risk in a proactive manner. Though risks cannot be completely eliminated, an effective risk management plan ensures that risks are reduced, avoided, retained or shared. The company maintains an oversight on risks and is responsible for reviewing the effectiveness of the risk management plan or process. Risk management is embedded within our operating framework and we have a well-defined, internal financial control structure. During the year under review, these controls were evaluated and no material weaknesses were observed in their design or operations.

Here are the main risks affecting our company:

Financial Risk

The textile industry faces various financial risks, from having lenient payment terms to negotiating weak contracts. To ensure prompt payments for items delivered, which is possible through various strategies, including placing requirements for advanced payments, leveraging invoice factoring, seeking bank guarantees, and insuring trade credit.

Operational Risk

These risks have a broad scope that covers elements like workers' health and safety, product quality, management externalities, and regulatory compliance. Monitoring factory conditions and work processes overall risk exposure on specific operations and facilitate the necessary improvements.

Cyber Security Risk

Insufficient cyber-security measures leading to data privacy breach, loss of records, or other event due to a hack/ virus, stolen/lost device, phishing attacks are major risks in this digital era. The company uses standardised back-up tools, services and procedures risk to ensure that information and data are stored at various locations.

Industry Risk

With a birds-eye view of the entire industry, it is essential to monitor changes in controls, especially in today's business environment that experiences quick and frequent adjustments. Staying ahead of these risk factors will help anticipate market developments and business strategies accordingly.

Compliance Risk

To stay ahead of compliance risk, company understands the regulations governing their sector, evaluate their adherence level with each, identify any control setbacks, and take relevant corrective measures.

Place: Surat
Date: 23/08/2023

For the Board of Director
Shantai Industries Limited

Sd/-
Harishbhai Fatandas Sawlani

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Shantai Industries Limited
(CIN: L74110GJ1988PLC013255)
820, Golden Point, Nr Telephone Exchange Begampura,
Falsawadi, Ring Road Surat GJ 395003 IN

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **SHANTAI INDUSTRIES LIMITED** having CIN: L74110GJ1988PLC013255 and having registered office at 820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi, Ring Road Surat 395003 IN (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of appointment in Company
1.	VASUDEV FATANDAS SAWLANI	00831830	27/07/2015
2.	HARISHBHAI FATANDAS SAWLANI	00831848	27/07/2015
3.	REENA HARISH SAWLANI	07245653	27/07/2015
4.	OMPRAKASH VISHANDAS LAKHWANI	08033361	31/03/2018
5.	VANDANABEN SATISHBHAI DALAL	08779138	26/09/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Surat
Date: 23/08/2023

Sd/-
Name of PCS: Ranjit Binod Kejriwal
FCS No.: 6116
C P No.: 5985
UDIN: F006116E000852104

AUDITED ANNUAL ACCOUNTS

OF

SHANTAI INDUSTRIES LTD.

(CIN : L74110GJ1988PLC013255)

For the year ended 31-03-2023

Assessment Year 2023-24

AUDITOR'S REPORT TO THE MEMBERS

To,
The Members,
Shantai Industries Ltd.
(Formerly known as Wheel and Axle Textile Limited)

A Report on the standalone Financial Statements

We have audited the accompanying standalone financial statements of **Shantai Industries Limited** (*formerly known as Wheel and Axle Textiles Limited*) ("the Company"), which comprises the balance sheet as at **March 31, 2023**, the statement of profit and loss, statement of cash flows of the Company and the statement of changes in equity for the year ended on that date, and notes to the standalone financial statements, including a summary of 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 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and its profit, cash flows and changes in equity for the year ended on that date.

B Basis of Opinion

We conducted our audit in accordance with the standards on auditing specified under section 143(10) of the Companies Act, 2013. 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 together with the ethical requirements that are relevant to our audit of the 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 opinion.

C 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. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the auditors' responsibilities for the audit of the standalone financial statements section of our report, including in relation to that matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying standalone financial statements.

The key audit matter	How the matter was addressed in our audit						
<u>Export Benefits Receivable.</u> The following export benefits are receivable by the company since long : <table style="margin-left: 20px;"> <tr> <td>(i) IGST Refundable</td> <td style="text-align: right;">8.44 lacs</td> </tr> <tr> <td>(ii) Duty</td> <td style="text-align: right;">67.44 lacs</td> </tr> <tr> <td>(iii) ROSL</td> <td style="text-align: right;">10.00 lacs</td> </tr> </table>	(i) IGST Refundable	8.44 lacs	(ii) Duty	67.44 lacs	(iii) ROSL	10.00 lacs	It may be noted that these export benefits are receivable by the company since long and even during the year under consideration, no amount has been received. The management of the company have informed us that the company will receive the said export benefits.
(i) IGST Refundable	8.44 lacs						
(ii) Duty	67.44 lacs						
(iii) ROSL	10.00 lacs						

D Information other than the standalone financial statements and auditors' report

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises of the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility 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.

E Responsibility of the Management and Board of Directors for the standalone Financial Statements

The Company's Management and Board of Directors are 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, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement 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 and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The company's Management and Board of Directors are also responsible for overseeing the Company's financial reporting process.

F 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 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements 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 and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 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 standalone 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 standalone 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.

G Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in **Annexure-A** a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2 As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The standalone balance sheet, the standalone statement of profit and loss, the standalone cash flow statement and standalone statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position;
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no amount which was required to be transferred to the Investor Education and Protection Fund by the Company during the year.
 - (iv)
 - (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entities including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - (v) The Board of Directors of the Company has not paid or proposed any dividend either interim or final in the current previous year.

As per our report of even date

For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Sd/-

Eric Kapadia
Partner
Membership No. 136712
UDIN: 23136712BGWYKN9213

Place : Surat
Date : 23-05-2023

Annexure-A TO THE INDEPENDENT AUDITOR'S REPORT

Auditor's Report to the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act.

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Shantai Industries Limited** (formerly known as *Wheel and Axle Textiles Limited*) of even date)

In terms of the information and explanations sought by us and given by the company and the books of accounts and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that : -

1 In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipments.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular program of physical verification of property, plant and equipments and right-of-use of assets so as to cover all assets, once every two years which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the program, the management has physically verified the property, plant and equipments and no material discrepancies were noticed on such physical verification.

(c) According to the information and explanation given to us and the records examined by us, since the company is not having any immovable properties as at the balance sheet date, reporting under Clause 3(i)(c) of the Order is not applicable to the company.

(d) The company has not revalued any of its Property, Plant and Equipments (including right-of-use assets) or Intangible Assets during the year.

(e) According to the information and explanation given to us, the company is not holding any Benami Property and hence no proceedings are initiated or are pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder.

2 In respect of its inventories and working capital

(a) The physical verification of the inventory has been conducted at reasonable interval by the management and in our opinion the coverage and procedure of such verification by the Management is appropriate considering the size of the company and nature of its business and no material discrepancies were noticed on such physical verification.

3 Investments, guarantees, securities and loans

According to the information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties which are covered in the Register to be maintained under section 189 of the Companies Act 2013.

4 Compliance of Section 185 and 186 of the Companies Act, 2013

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, whereas, it has not made any investments or granted any guarantees or securities during the year.

5 Public Deposits:

The company has neither accepted any deposits from public nor accepted any amounts which are deemed to be deposits within the meaning of section 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the reporting under clause 3(v) of the order is not applicable to the company.

6 Cost Records:

According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of the activities carried out by the company. Therefore, the provisions of clause 3(vi) of the Order is not applicable to the Company.

7 Statutory Dues:

- (a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Income Tax, and other material statutory dues applicable to it with the appropriate authorities.

According to the information and explanation given to us, there were no undisputed amounts payable in respect of statutory dues which were outstanding as at March 31, 2023 for a period of more than six months from the date they became payable .

- (b) There was no amount of statutory dues as referred to in sub-clause (a), which have not been deposited on account of any disputes as at the year end.

8 Surrender or disclosure of transactions and income not recorded in the books of accounts:

In our opinion and according to information and explanations given to us, the company has not surrendered or disclosed any income or transactions which are not recorded in the books of account, during the year, in the tax assessments under the Income Tax Act, 1961.

9 Repayment of financial dues:

During the year under consideration , the company does not have any loans or borrowings from any financial institutions, banks, government or debenture holders. Accordingly, the reporting under clause 3(ix) of the order are not applicable to the company.

10 Utilization of fund raised by way of Initial Public Offer, Preferential allotment or Private placement, etc.:

During the year under consideration, the company does not have raised any money by way of initial public offer (IPO) or further public offer (including debt instruments) and term loans. Accordingly, the reporting under clause 3(x) of the order are not applicable to the company.

11 Frauds and whistle-blower complaints

- (a) In our opinion and according to the information and explanations given to us, no fraud by the Company or any fraud on the company has been noticed or reported during the year.

- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year under consideration.

- (c) In our opinion and according to the information and explanations given to us, no whistle-blower complaints have been received by the company during the year.

12 Compliance of Nidhi Company:

The company is not a Nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the reporting under clause 3(xii) of the Order is not applicable to the company.

13 Transactions with the related parties:

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 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the notes to financial statements as required by the applicable Accounting Standards.

14 Internal Audit System

- (a) The company has an internal audit system commensurate with the size and nature of its business.
- (b) The internal audit reports of the company issued till the date of the audit report, for the period under audit have been considered by us.

15 Non - Cash Transactions:

In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with the directors or the persons connected with its directors, as provided in Section 192 of the Companies Act, 2013. Accordingly, the reporting under clause 3(xv) of the order are not applicable to the company.

16 Registration u/s. 45 IA of Reserve Bank of India Act,1934:

- (a) In our opinion and according to the information and explanations given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3(xvi)(a) of the order are not applicable to the company.
- (b) In our opinion and according to the information and explanations given to us, the company has not conducted any Non-Banking Financial or Housing Finance activities and accordingly, the reporting under clause 3(xvi)(b) of the order are not applicable.
- (c) In our opinion and according to the information and explanations given to us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and accordingly, the reporting under clause 3(xvi)(c) of the order are not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Group does not have any Core Investment Company (CIC) and accordingly, the reporting under clause 3(xvi)(d) of the order are not applicable.

17 Cash Losses:

According to the information and explanation given to us and the records examined by us, the company has incurred cash losses of Rs. 9.41 lacs in the financial year.

18 Issues, Observations, etc. raised by outgoing auditors:

There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

19 Material Uncertainty:

According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20 Corporate Social Responsibility:

- (a) In our opinion and according to the information and explanations given to us, the company is not covered by the criteria specified under section 135. Hence, the company is not required to comply with second proviso to sub-section (5) of section 135 of the said Act.
- (b) In our opinion and according to the information and explanations given to us, the company is not covered by the criteria specified under section 135. Hence, the company is not required to comply with sub-section (6) of section 135 of the said Act.

21 Qualification, adverse remark in CARO of the companies included in consolidated financial statement:

In our opinion, clause 3(xxi) of the Order is not applicable on standalone Financial Statement. Hence, we are not required to express our opinion as required in this clause.

As per our report of even date

For DSI & Co.

Chartered Accountants

ICAI FRN 127226W

Sd/-

Eric Kapadia

Partner

Membership No. 136712

UDIN: 23136712BGWYKN9213

Place : Surat

Date : 23-05-2023

ANNEXURE B TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 2(F) under 'Report on other legal and regulatory requirements' section of our report to the members of **Shantai Industries Limited** (*formerly known as Wheel and Axle Textiles 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 **Shantai Industries Limited** (*formerly known as Wheel and Axle Textiles Limited*) ("the Company"), as at March 31, 2023, in conjunction with our audit of the standalone financial statements of the Company for the period ended on that date.

Management's responsibility for internal financial controls

The Company's management 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 (ICAI). 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 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.

Auditors' responsibility

Our responsibility is to express an opinion on the Company's 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 in 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 Company's internal financial control system over financial reporting.

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 (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) 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 authorisations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent 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 of 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 and according to the information and explanations given to us, the Company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

As per our report of even date
For DSI & Co.
Chartered Accountants
ICAI FRN 127226W

Sd/-
Eric Kapadia
Partner
Membership No. 136712
UDIN: 23136712BGWYKN9213

Place : Surat
Date : 23-05-2023

Statement of Assets and Liabilities as at March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	Note No.	As at 31-03-2023 (Amount in `)	As at 31-03-2022 (Amount in `)
I ASSETS			
1 Non-Current Assets			
(a) Property, Plants and Equipments	1	0.81	0.95
(b) Capital work-in-process		-	-
(c) Investment Properties		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		0.09	0.11
(f) Intangible assets under development		-	-
(g) Biological Assets other than Bearer Plants		-	-
(h) Financial Assets			
(i) Investments			
(ii) Trade Receivables			
(iii) Loans			
(i) Deferred Tax Assets (net)	2	3.53	3.53
(j) Other non-current assets		-	-
SUB TOTAL		4.44	4.59
2 Current Assets			
(a) Inventories	3	531.15	495.84
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade and Other Receivables	4	79.01	86.03
(iii) Cash and Cash Equivalents	5	45.47	67.10
(iv) Bank Balances Other than Cash and Cash Equivalents		-	-
(v) Loans		-	-
(c) Other Current assets	6	118.48	116.56
SUB TOTAL		774.11	765.53
Non-Current Assets Classified as Held for Sake		-	-
TOTAL ASSETS		778.55	770.12
II EQUITY AND LIABILITIES			
A EQUITY			
(a) Equity Share Capital	7	150.00	150.00
(b) Other Equity	8	592.20	601.77
TOTAL EQUITY		742.20	751.77
B LIABILITIES			
1 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Others		-	-
(b) Provisions	9	13.19	12.89
(c) Deferred tax liabilities (Net)		-	-
(d) Other Non Current liabilities		-	-
SUB TOTAL		13.19	12.89
2 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables	10	-	-
- Total outstanding dues of micro enterprises & small enterprises; and		-	-
- Total outstanding dues of creditors other than micro enterprise & small enterprises		20.87	0.29
(b) Other Current liabilities	11	0.24	0.24
(c) Provisions	12	2.04	4.92
(d) Deferred tax liabilities (Net)		-	-
SUB TOTAL		23.15	5.46
TOTAL EQUITY AND LIABILITY		778.55	770.12

Significant accounting policies and accompanying notes to the financial statements 20-21

For & on behalf of the Board
Shantai Industries Ltd.

As per our report of even date
For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

Sd/-
Harish Sawlani
Chairmen & MD
DIN : 00831848

Sd/-
Vasudev Sawlani
MD
DIN: 00831830

Sd/-
Shailesh Damor
CFO

Sd/-
Komal Agarwal
Company Secretary

Sd/-
Eric Kapadia
Designated Partner
Membership No. 136712
UDIN : 23136712BGWYKN9213

Place : Surat
Date : 23-05-2023

Place : Surat
Date : 23-05-2023

1 PROPERTY, PLANT AND EQUIPMENTS & INTANGIBLE ASSETS*(All amounts are in INR in Lacs unless otherwise stated)*

Sr. No.	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
		As on 01-04-2022	Additions during the year	Deductions during the year	As on 31-03-2023	As on 01-04-2022	For the year	Deductions during the year	As on 31-03-2023	As on 31-03-2023	As on 31-03-2022
[A] Tangible Assets											
1	Furniture and Fixtures	0.26	-	-	0.26	0.20	0.02	-	0.21	0.04	0.06
2	Computer	5.57	-	-	5.57	5.30	0.00	-	5.30	0.28	0.28
3	Office Equipment	1.83	-	-	1.83	1.22	0.12	-	1.34	0.49	0.61
	<i>Sub Total</i>	7.66	-	-	7.66	6.71	0.14	-	6.85	0.81	0.95
[B] Intangible Assets											
1	Software Purchase	1.81	-	-	1.81	1.70	0.02	-	1.72	0.09	0.11
	<i>Sub Total</i>	1.81	-	-	1.81	1.70	0.02	-	1.72	0.09	0.11
	Total	9.47	-	-	9.47	8.41	0.15	-	8.56	0.90	1.06
	Previous Year's figures	9.47	-	-	9.47	8.10	0.31	-	8.41	1.06	-

1.1 Depreciation on Property, Plant and Equipments and Intangible Assets is calculated on Written Down Value Method. The depreciation for the respective assets has been computed on the basis of their useful life as specified in Schedule II to the Companies Act, 2013, in accordance with the information and explanations as provided to us by the management of the company.

1.2 Property, Plant and Equipments and Intangible assets are stated at cost of acquisition less depreciation.

1.3 The carrying amounts of the company's assets are reviewed at each balance sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated recoverable amount.

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	As at 31-03-2023	As at 31-03-2022
	Amount in `	Amount in `
2 DEFERRED TAX ASSETS		
<u>Deferred Tax Assets</u>		
Opening Balance	3.53	3.53
Add : Provision/(Write Off) during the year	-	-
Total	3.53	3.53
3 INVENTORIES		
(As taken valued and certified by the management)		
Finished Goods	531.15	495.84
Total	531.15	495.84
3.1 All inventories are valued at cost. Inventories are taken, valued and certified by the management.		
4 TRADE RECEIVABLES		
(Unsecured and considered good)		
- Trade receivables outstanding for a period exceeding six months from the date they are due for payment	-	-
- Others	79.01	86.03
Total	79.01	86.03

Trade Receivable Ageing Schedule

Sr. No.	Particulars	Outstanding for following periods from due date of payment					Total As On 31-03-2023	Total As On 31-03-2022
		For Less Than 6 Months	For 6 Months - 1 Year	For 1 - 2 Years	For 2 - 3 Years	For More than 3 Years		
(i)	<u>Undisputed & Unsecured - Considered good</u>							
	- As on 31-03-2023	61.10	-	17.91	-	-	79.01	-
	- As on 31-03-2022	86.03	-	-	-	-	-	86.03
(ii)	<u>Undisputed & Unsecured - Considered Doubtful</u>							
	- As on 31-03-2023	-	-	-	-	-	-	-
	- As on 31-03-2022	-	-	-	-	-	-	-
(iii)	<u>Disputed & Unsecured - Considered good</u>							
	- As on 31-03-2023	-	-	-	-	-	-	-
	- As on 31-03-2022	-	-	-	-	-	-	-
(iv)	<u>Disputed & Unsecured - Considered Doubtful</u>							
	- As on 31-03-2023	-	-	-	-	-	-	-
	- As on 31-03-2022	-	-	-	-	-	-	-
	Total						79.01	86.03

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	As at 31-03-2023	As at 31-03-2022
5 CASH & CASH EQUIVALENTS		
Cash on hand	1.44	1.53
<u>Balance with Bank</u>		
- In Current Accounts	0.51	23.99
- In Fixed Deposit Accounts	43.53	41.57
	44.03	65.56
Total	45.47	67.10
6 OTHER CURRENT ASSETS		
(a) Advance Tax & TDS/TCS Receivable	5.42	6.47
(b) Balance with GST	27.16	24.20
(c) IGST Refundable	8.44	8.44
(d) Drawback on Export Receivable	67.45	67.45
(e) ROSL on Export Rceivable	10.00	10.00
Total	118.48	116.56

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	As at 31-03-2023	As at 31-03-2022
7 SHARE CAPITAL		
<u>Authorised Capital:</u>		
50,00,000 (Previous Year 50,00,000) Equity Shares of ` 10/- each	500.00	500.00
Total	500.00	500.00
<u>Issued, Subscribed and Paid-up</u>		
15,00,000 (Previous Year : 15,00,000) Equity Shares of ` 10/- each fully paid up	150.00	150.00
Total	150.00	150.00
 7.1 <u>Reconciliation of shares outstanding at the beginning and at the end of the year.</u>	No. of Shares	No. of Shares
Equity Shares of ` 10/- each at the beginning of the year	15.00	15.00
Add : Shares issued during the year	-	
Equity Shares of ` 10/- each at the end of the year	15.00	15.00

7.2 Terms/ rights attached to equity shares

The company has only one class of equity shares having a par value of ` 10/- per share. Each share holder of equity share is entitled to one vote per share.

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

7.3 Details of shareholders holding more than 5% shares in the company

	31-03-2023		31-03-2022	
	No. of Shares	% of holding	No. of Shares	% of holding
<u>Equity Shares of ` 10/- each fully paid</u>				
1 Disha M Sawlani	1,32,000	8.80%	1,32,000	8.80%
2 Harish F. Sawlani	2,40,000	16.00%	2,40,000	16.00%
3 Murli F. Sawlani	2,40,000	16.00%	2,40,000	16.00%
4 Priya V. Sawlani	1,32,000	8.80%	1,32,000	8.80%
5 Reena H. Sawlani	1,32,000	8.80%	1,32,000	8.80%
6 Vasudev F. Sawlani	2,40,000	16.00%	2,40,000	16.00%
7 Others holding 5% or less shares	3,84,000	25.60%	3,84,000	25.60%
Total	15,00,000	100.00%	15,00,000	100.00%

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

**As at
31-03-2023** **As at
31-03-2022**

7.4 Details of shareholding of Promotors in the company

Sr. No.	Name of the Promotor	31-03-2023		31-03-2022		% Change during the Year
		No. of Shares	% of holding	No. of Shares	% of holding	
1	Disha M Sawlani	1,32,000	8.80%	1,32,000	8.80%	-
2	Harish F. Sawlani	2,40,000	16.00%	2,40,000	16.00%	-
3	Murli F. Sawlani	2,40,000	16.00%	2,40,000	16.00%	-
4	Priya V. Sawlani	1,32,000	8.80%	1,32,000	8.80%	-
5	Reena H. Sawlani	1,32,000	8.80%	1,32,000	8.80%	-
6	Vasudev F. Sawlani	2,40,000	16.00%	2,40,000	16.00%	-
7	Others	3,84,000	25.60%	3,84,000	25.60%	-
	Total	15,00,000	100.00%	15,00,000	100.00%	

7.5 No shares have been reserved for issue under options and contracts/commitments for the sale of shares/ disinvestment.

7.6 During the past 5 years, the company has not allotted any shares pursuant to contracts, without payment being received in cash.

7.7 During the past 5 years, the company has not allotted any bonus shares.

7.8 During the past 5 years, the company has not bought back any shares.

7.9 During the past 5 years, no shares have been forfeited by the company.

8 OTHER EQUITY

(a) Surplus/ (deficit) in the statement of profit and loss (Retained Earnings)

Opening Balance	180.17	177.99
Add : Profit for the year	(9.57)	2.18
	170.60	180.17
Less : Deduction for the year	-	-
<i>Sub Total</i>	170.60	180.17

(b) General Reserve

Opening Balance	400.94	400.94
Add : Transferred from Profit and Loss Account	-	-
<i>Sub Total</i>	400.94	400.94

(c) Capital Reserve

Opening Balance	20.66	20.66
Add : Additions during the year	-	-
<i>Sub Total</i>	20.66	20.66

Total **592.20** 601.77

9 LONG TERM PROVISIONS

Gratuity Provision

Opening Balance	12.89	12.59
Add : Provision made during the Year	0.30	0.31
Total	13.19	12.89

9.1 The Company's liability towards gratuity to its employees is provided on the basis of an actuarial valuation basis. Actuarial gains and losses are recognised in full in the statement of profit and loss in the year in which they occur. The company has made provision on the basis of Gratuity Act.

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	As at 31-03-2023	As at 31-03-2022
10 TRADE PAYABLES		
<u>Sundry Creditors</u>		
- Micro, Small and Medium Enterprises	-	-
- Others	20.87	0.29
Total	20.87	0.29

Trade Payable Ageing Schedule

Sr. No.	Particulars	Outstanding for following periods from due date of				Total As On 31-03-2023	Total As On 31-03-2022
		For Less Than 1 Year	For 1 - 2 Years	For 2 - 3 Years	For More than 3 Years		
(i)	<u>MSME</u>						
	- As on 31-03-2023	-	-	-	-	-	
	- As on 31-03-2022	-	-	-	-	-	
(ii)	<u>Others</u>						
	- As on 31-03-2023	20.82	-	-	0.06	20.87	
	- As on 31-03-2022	0.24	-	-	0.06	-	
	<i>Sub Total</i>				20.87	0.29	
(iii)	<u>Disputed Dues - MSME</u>						
	- As on 31-03-2023	-	-	-	-	-	
	- As on 31-03-2022	-	-	-	-	-	
(iv)	<u>Disputed Dues - Others</u>						
	- As on 31-03-2023	-	-	-	-	-	
	- As on 31-03-2022	-	-	-	-	-	
	<i>Sub Total</i>				-	-	
	Total				20.87	0.29	

10.1 The above information has been provided as available with the company to the extent such parties could be identified on the basis of the information available with the company regarding the status of suppliers under the MSMED Act.

10.2 Trade Payables are non interest bearing and are normally settled within the terms. There are no other amounts paid/payable towards interest/principal under the MSMED, Act.

11 OTHER CURRENT LIABILITIES

Unclaimed Dividend Ac	0.24	
TDS Payable	-	0.24
Total	0.24	0.24

12 SHORT TERM PROVISIONS

For Expenses	2.04	4.92
For Income Tax	-	-
Total	2.04	4.92

Standalone Statement of Profit & Loss for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	Notes	For the year ended on 31-03-2023 Amount in `	For the year ended on 31-03-2022 Amount in `
I INCOME			
Revenue from Operations	13	60.02	114.88
Other Income	14	2.26	2.02
	Total	62.29	116.90
II EXPENDITURE			
Purchase of Goods		86.91	316.12
Changes in Inventories of Finished Goods Work in Progress and Stock in Trade	15	(35.31)	(223.35)
Employee Benefit Expenses	16	6.52	8.77
Finance Costs	17	1.28	0.35
Depreciation & Amortization Expenses	18	0.15	0.31
Other Expenses	19	12.27	12.51
	Total	71.83	114.71
III Profit before Exceptional and Extraordinary Items and Tax		(9.54)	2.19
IV Exceptional Items		-	-
V Extraordinary Items		0.02	0.02
VI Profit/(Loss) before tax		(9.57)	2.18
VII Tax Expenses :			
- Current Tax		-	-
- Deferred Tax		-	-
VIII Profit/(Loss) for the period from Continuing Operations		(9.57)	2.18
IX Profit / (Loss) from discontinuing operations		-	-
X Tax expense of discounting operations		-	-
XI Profit / (Loss) after Tax from Discontinuing Operations		-	-
XII Profit / (Loss) for the period		(9.57)	2.18
XIV Other Comprehensive Income:			
(i) Items that will not be reclassified to Statement of Profit and Loss		-	-
(ii) Income Tax relating to items that will not be reclassified to Statement of Profit and Loss		-	-
(iii) Items that will be reclassified to Statement of Profit and Loss		-	-
(iv) Income Tax relating to items that will be reclassified to Statement of Profit and Loss		-	-
Total Comprehensive Income for the year		(9.57)	2.18
XV Paid-up Equity Share Capital (F.V. of Rs. 10 each)		150.00	150.00
XVI Earning per Share (of ` 10 each)			
- Basic		(0.64)	0.15
- Dilluted		(0.64)	0.15

Significant accounting policies and accompanying notes to the financial statements 20-21

For & on behalf of the Board
Shantai Industries Ltd.

Sd/-
Harish Sawlar
Chairmen & MD
DIN : 00831848

Sd/-
Vasudev Sawlani
MD
DIN: 00831830

Sd/-
Shailesh Damor
CFO

Sd/-
Komal Agarwal
Company Secretary

As per our report of even date
For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

Sd/-
Eric Kapadia
Designated Partner
Membership No. 136712
UDIN : 23136712BGWYKN9213

Place : Surat
Date : 23-05-2023

Place : Surat
Date : 23-05-2023

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	For the year ended on 31-03-2023 Amount in `	For the year ended on 31-03-2022 Amount in `
13 REVENUE FROM OPERATIONS		
<u>Sale of Products</u>		
- Local Sales of Finished Cloths	60.02	105.96
<u>Other Operating Revenues</u>		
Foreign Exchange Flactuation Gain	-	8.92
Total	60.02	114.88
14 OTHER INCOME		
Interest on Bank FD	2.17	2.02
Interest Income on IT Refund	0.09	-
Total	2.26	2.02
15 CHANGES IN INVENTORIES OF FINISHED GOODS WORK IN PROGRESS AND STOCK IN TRADE		
<u>Finished Goods</u>		
Opening Stock	495.84	272.49
Less: Closing Stock	531.15	495.84
Total	(35.31)	(223.35)
16 EMPLOYEE BENEFIT EXPENSES		
Salary to Staff	6.22	8.46
Provisions for Gratuity Expenses	0.30	0.31
Total	6.52	8.77
17 FINANCE COST		
Bank Charges	1.28	0.35
Total	1.28	0.35
18 DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation on Property, Plant & Equipments	0.15	0.31
Total	0.15	0.31

Notes to Standalone Financial Statement for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	For the year ended on 31-03-2023 Amount in `	For the year ended on 31-03-2022 Amount in `
19 OTHER EXPENSES		
(a) <u>Operating Expenses</u>		
Loading/Unloaing Expenses	0.10	0.26
<i>Sub Total</i>	0.10	0.26
(b) <u>Sales and Administrative Expenses</u>		
Advertisement & Business Promotion Expenses	0.27	0.32
Auditor's Remuneration	1.55	1.55
Director Sitting Fees	2.40	-
Electricity Expenses	0.04	0.11
Legal & Professional Charges	2.88	4.55
Listing Fees	3.00	3.00
Office Expenses	0.65	0.33
Printing & Stationery Expenses	0.16	0.36
Rates & Taxes	0.02	0.02
Rent Expenses	1.20	1.20
Travelling Exp	-	0.80
<i>Sub Total</i>	12.17	12.24
Total	12.27	12.51

Standalone Statement of Cash Flow for the year ended March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

Particulars	For the Year Ended On 31-03-2023	For the Year Ended On 31-03-2022
A Cash Flow from Operating Activities		
Net Profit before tax and extraordinary items	(9.57)	2.18
Add: <u>Adjustments for :</u>		
Depreciation & Amortisation Expenses	0.15	0.31
Gratuity Provision	0.30	0.31
Finance Cost	1.28	0.35
	1.74	0.97
Less: <u>Adjustments for :</u>		
Interest on Fixed Deposits	2.26	2.02
Operating P/(L) before working capital changes	(10.09)	1.13
Add: <u>Adjustments for :</u>		
Increase/(Decrease) in Trade Receivables	7.01	248.96
Increase/(Decrease) in Trade Payables	20.58	(0.38)
	27.59	248.58
Less: <u>Adjustments for :</u>		
Increase/(Decrease) in Inventories	35.31	223.35
Increase/(Decrease) in Other Current Assets	1.92	11.91
Increase/(Decrease) in Other Current Liabilities	0.00	2.73
Increase/(Decrease) in Short Term Provisions	2.88	3.88
	40.11	241.87
Cash generated from/(used in) Operating Activities	(22.61)	7.84
Less: Provision for Tax	-	-
	(22.61)	7.84
Less: Prior Year Expenses	-	-
Net Cash generated from/(used in) Operating Activities (A)	(22.61)	7.84
B Cash Flow from Investing Activities		
Net Cash generated from/(used in) Investing Activities (B)	-	-
C Cash Flow from Financing Activities		
Add: <u>Adjustments for :</u>		
Interest Income	2.26	2.02
Less: <u>Adjustments for :</u>		
Interest Expense	1.28	0.35
Net Cash generated from/(used in) Financing Activities (C)	0.98	1.67
Net Incr./ (Decr.) in cash and cash equivalents (A+B+C)	(21.63)	9.51
Cash and cash equivalents at the beginning of the year	67.10	57.59
Cash and cash equivalents at the end of the year	45.47	67.10
<u>Components of the Cash and Cash Equivalents</u>		
- Cash on Hand	1.44	1.53
- with Bank - in Current Accounts	0.51	23.99
- with Bank - in Fixed Deposits Accounts	43.53	41.57
	45.47	67.10

For & on behalf of the Board
Shantai Industries Ltd.

As per our report of even date
For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

Sd/-
Harish Sawlani
Chairmen & MD
DIN : 00831848

Sd/-
Vasudev Sawlani
MD
DIN: 00831830

Sd/-
Shailesh Damor
CFO

Sd/-
Komal Agarwal
Company Secretary

Sd/-
Eric Kapadia
Designated Partner
Membership No. 136712
UDIN : 23136712BGWYKN9213

Place : Surat
Date : 23-05-2023

Place : Surat
Date : 23-05-2023

Statement of Changes in Equity for the year ended on March 31, 2023

(All amounts are in INR in Lacs unless otherwise stated)

	As at 31-03-2023 Amount in `	As at 31-03-2022 Amount in `
EQUITY SHARE CAPITAL		
<u>Authorised Capital Equity Share Capital of ` 10 each:</u>		
Opening Balance	500.00	500.00
Changes in Equity Share capital during the year	-	-
Closing Balance	500.00	500.00
No. of Equity Shares of ` 10/- each at the end of the year	50.00	50.00
<u>Issued, Subscribed and Paid-up Equity Share Capital of ` 10 each fully paid up</u>		
Opening Balance	150.00	150.00
Changes in Equity Share capital during the year	-	-
Closing Balance	150.00	150.00
<u>Reconciliation of Changes in No. of Equity Shares during the Year</u>		
Equity Shares of ` 10/- each at the beginning of the year	15.00	15.00
Add: Shares issued during the year	-	-
Equity Shares of ` 10/- each at the end of the year	15.00	15.00
OTHER EQUITY		
Profit & Loss Account	170.60	180.17
Statutory Reserve	400.94	400.94
Share Premium	20.66	20.66
Total	592.20	601.77
<u>Profit and Loss Account</u>		
Opening Balance	180.17	177.99
Add : Profit for the year	(9.57)	2.18
	170.60	180.17
Less : Transferred to Statutory Reserve	-	-
<i>Sub Total</i>	170.60	180.17
<u>Statutory Reserve</u>		
Opening Balance	400.94	400.94
Add : Transferred from Profit and Loss Account	-	-
<i>Sub Total</i>	400.94	400.94
<u>Share Premium</u>		
Opening Balance	20.66	20.66
Add : Additions during the year	-	-
<i>Sub Total</i>	20.66	20.66
Total	592.20	601.77

For & on behalf of the Board
Shantai Industries Ltd.

As per our report of even date
For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

Sd/-

Eric Kapadia
Designated Partner
Membership No. 136712
UDIN : 23136712BGWYKN9213

Sd/-
Harish Sawlani
Chairmen & MD

Sd/-
Vasudev Sawlani
MD

Sd/-
Shailesh Damor
CFO

Sd/-
Komal Agarwal
Company Secretary

Place : Surat
Date : 23-05-2023

Place : Surat
Date : 23-05-2023

Significant Accounting Policies & Notes on Standalone Financial Statements

20 Corporate Information

Shantai Industries Ltd. (formerly known as Wheel and Axle Textiles Limited) ('the Company') is a public limited company and incorporated under the provisions of the Companies Act, 1956 having CIN: L74110GJ1988PLC013255 and having its registered office at 820, Golden Point, Falsawadi, Ring Road, Surat - 395 003. The company is engaged in the business of trading of textile item.

21 Significant Accounting Policies & Notes on Standalone Financial Statements

(a) Basis of Accounting

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (hereafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 ('the Act'), read with companies (Indian Accounting Standards (Ind AS)) Rules, 2015 and the circulars and guidelines issued by the RBI from time to time to the extent they have an impact on the financial statements and current practices prevailing in India. The financial statements have been prepared on an accrual basis and under the historical cost convention. The financial statements are presented in Indian Rupees (INR) and all values are recorded to the nearest rupees (INR), except otherwise indicated.

(b) Use of Estimates

The preparation of the financial statement in conformity with Indian AS requires the management to make judgments, estimates and assumptions that effect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustments to the carrying amounts of assets or liabilities in future periods.

(c) Prior period Items

Previous years adjustments are on account of payment of taxes, duties, interest etc., of earlier years due to short / excess provision thereof etc. which has been shown under the head 'Extraordinary Items.'

(d) Recognition of Income and Expenditure

All incomes and Expenditure are accounted on accrual basis. Sales, Purchases and all expenses are accounted for exclusive of tax, duties, gst, cess, etc. collected on behalf of the government and are net of goods returned, discount, rate difference, claim, etc. and are inclusive of other direct expenses on purchases.

(e) Government Grants

During the year under consideration the company has not received any government grants.

(f) Retirement benefits to Employees

Contribution to employee's benefit funds remitted to statutory authority, if any is charged to revenue. The Company's liability towards gratuity to its employees is provided on the basis of an actuarial valuation basis. Actuarial gains and losses are recognised in full in the statement of profit and loss in the year in which they occur. The company has made provision on the basis of Gratuity Act.

(g) Borrowing Cost

The total borrowing cost on the acquisition of fixed assets if pertaining to the period up to the date on which the said fixed assets have been put-to-use, has been capitalized in the respective fixed assets and the cost for the period after the said fixed assets have been put-to-use has been debited to the Profit and Loss Account.

(h) Segment Reporting

The company has only one business segment and geographical segment. Therefore there is no separate reportable segment as per AS-17.

(i) Dues to small scale and ancillary undertakings

According to the information and explanation provided to us, the Company has no amounts overdue under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) as at 31-03-2023 to the extent such parties have been identified by the management.

Significant Accounting Policies & Notes on Standalone Financial Statements(j) Related Party Disclosure

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below.

(i) List of related parties and description of relationship

Sr. No.	Description of relationship	Names of related parties
1	Key Management Personnel	(a) Harish F. Sawlani (Chairman & Mng. Director) (b) Vasudev F. Sawlani (Managing Director) (c) Reena H. Sawlani (Non Executive Director) (d) Omprakash V. Lakhwani (Independent Director) (e) Vandana S. Dalal (Independent Director) (f) Shailesh J. Damor (CFO) (g) Mitali M. Chouhan (CS and Compliance Officer)
2	Subsidiaries	-- None --
3	Associated Concerns	(a) M/s. Shantai Exim Ltd. (b) M/s. Sawlani Synthetics Pvt. Ltd. (c) M/s. Shantai Technologies Ltd. (d) M/s. Shantai Realty (India) Ltd. (e) M/s. Sawlani Silk Mills (f) M/s. Shantai Developers (g) M/s. Swati International

(ii) Transactions made during the year with the related parties.(a) Key Management Personnel

Sr. No.	Na	Nature of Transaction	Amount (In lacs)
1	Reena H. Sawlani	Director Sitting Fees	1.60
2	CFO Shailesh J. Damor	Salary	1.80
3	CS Mital M. Chouhan	Salary	1.56
4	Omprakash V. Lakhwani	Director Sitting Fees	0.40
5	Vandana S. Dalal	Director Sitting Fees	0.40

(b) Subsidiaries

Since there is no subsidiaries of the company, not applicable.

(c) Associated concerns

Sr. No.		Nature of Transaction	Amount (In lacs)
1	M/s. Shantai Technologies Ltd.	Rent Expenses	0.60
2	M/s. Swati International	Purchase	14.02

(k) Taxation

Tax comprises of Current income tax and Deferred tax. Current income tax in the books is recognised by opting the provisions of section 115BAA as introduced vide Taxation Laws (Amendment) Ordinance of 2019 to the Income Tax Act, 1961.

Deferred Tax Liability/Asset is recognised as per AS-22 (Accounting for Taxes on Income) arising out of temporary timing differences. During the year under consideration, as per AS-22 "Accounting for Taxes on Income" issued by ICAI, company has recognised deferred tax assets and hence, not recognised in the books of accounts.

Significant Accounting Policies & Notes on Standalone Financial Statements

(l) Impairment of Assets

The carrying amounts of the company's assets are reviewed at each balance sheet date. If any indication of impairment exists, an impairment loss is recognized to the extent of the excess of the carrying amount over the estimated recoverable amount.

(m) Provisions, Contingent Liabilities and Contingent Assets

A provision arising out of a present obligation, as a result of past event, is recognised only when it is probable that an outflow of resources will be required to settle the obligation and the amount can be reasonably estimated.

Wherever, there is a possible obligation that may but probably will not require an outflow of resources, the same is disclosed by way of contingent liability.

The Company claims to have no Contingent liability and hence, it is not provided for in the books of accounts. Contingent assets are not recognised in the financial statements.

(n) Operating Cycle

Based on the nature of activities of the company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the company has determined its operating cycle as a 12 months for the purpose of classification of assets and liabilities as a current and non-current.

(o) Previous Year's Figures

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

(p) Other Information

The various other information as required under Schedule III of the Companies Act, 2013 are as follows:-

(All amounts are in INR in Lacs unless otherwise stated)

Sr. No.	Particulars	As on 31-03-2023	As on 31-03-2022
(i)	<u>Contingent Liabilities and Commitments (to the extent not provided for)</u>		
	(1) <u>Contingent Liabilities</u>		
	(a) Claims against the company not acknowledged as debts	Nil	Nil
	(b) Guarantees	Nil	Nil
	(c) Other money for which the company is contingently liable	Nil	Nil
	(2) <u>Commitments</u>		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
	(b) Uncalled liability on shares and other investments partly paid	Nil	Nil
	(c) Other commitments	Nil	Nil
(ii)	<u>Dividend proposed and Arrears of dividends</u>		
	(1) Dividend proposed to be distributed to equity shareholders	Nil	Nil
	(2) Dividend proposed to be distributed to equity shareholders per share	Nil	Nil
	(3) Dividend proposed to be distributed to preference shareholders	Nil	Nil
	(4) Dividend proposed to be distributed to preference shareholders per share	Nil	Nil
	(5) Arrears of fixed cumulative dividends on preference shares	Nil	Nil
(iii)	Amount of Securities issued for specific purpose, but not utilised for the specific purpose	Nil	Nil
(iv)	Amount of borrowings from banks & financial institution not utilised for the specific purpose	Nil	Nil
(v)	Assets other than Property, Plant and Equipment, Intangible Assets and non-current investments which don't have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.	Nil	Nil

Significant Accounting Policies & Notes on Standalone Financial Statements

(vi) <u>Payment to Auditors</u>		
(1) As Auditor	1.55	1.55
(2) for taxation matters	Nil	Nil
(3) for company law matters	Nil	Nil
(4) for management services	Nil	Nil
(5) for other services	Nil	Nil
(6) for reimbursement of expenses	Nil	Nil
(vii) <u>Value of Imports on C.I.F. basis</u>		
(1) Raw Material	Nil	Nil
(2) Components and spare parts	Nil	Nil
(3) Capital Goods	Nil	Nil
(viii) Expenditure in foreign currency during the year on account of royalty, know-how, professional and consultation fees, interest and other matters.	Nil	Nil
(ix) <u>Imported and Indigenous Consumption</u>		
<u>Raw materials</u>		
- Imported Materials	Nil	Nil
- Indigenous Materials	Nil	Nil
- Percentage of Imported Materials	Nil	Nil
- Percentage of Indigenous Materials	Nil	Nil
<u>Spare Parts and Components</u>		
- Imported Materials	Nil	Nil
- Indigenous Materials	Nil	Nil
- Percentage of Imported Materials	Nil	Nil
- Percentage of Indigenous Materials	Nil	Nil
(x) <u>Dividend remitted in foreign currencies</u>		
(1) Amount remitted during the year in foreign currencies on account of dividends	Nil	Nil
(2) Total number of non-resident shareholders	Nil	Nil
(3) Total number shares held by non-resident shareholders	Nil	Nil
(xi) <u>Earning in foreign exchange</u>		
(1) F.O.B. value of Exports	Nil	Nil
(2) Royalty, Know-how, professional and consultation fees	Nil	Nil
(3) Interest and dividend	Nil	Nil
(4) Other income	Nil	Nil
(xii) <u>Undisclosed income</u>		
(1) Transaction not recorded in the books of accounts that have been surrendered or disclosed as income in tax assessments under the Income Tax Act, 1961	Nil	Nil
(2) Previously unrecorded income and related assets which have been properly recorded in the books of accounts during the year.	Nil	Nil
(xiii) Corporate Social Responsibility (CSR)	NA	NA
(xiv) <u>Detail of Crypto Currency or Virtual Currency</u>		
(1) Profit or loss on transactions in Crypto or Virtual Currency	Nil	Nil
(2) Amount of currency held as at the reporting date	Nil	Nil
(3) Deposits or advances from any person for the purpose of trading or investing in Crypto or Virtual Currency	Nil	Nil
(q) <u>Additional Regulatory Information:</u>		
(i) The company does not have any immovable property.		
(ii) The Company has not revalued any of its Property, Plant and Equipments.		

Significant Accounting Policies & Notes on Standalone Financial Statements

- (iii) Company has not given any Loans or Advances in the nature of loans to its promoters, directors, key managerial personnel and related parties.
- (iv) CWIP Ageing Schedule
In absence of any Capital Work In Progress such details are not applicable.
- (v) There is no intangible asset under development as at the year-end.
- (vi) No proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- (vii) The Company is not declared wilful defaulter by any bank or financial institution or other lender.
- (viii) The Company does not have any transactions with companies struck off u/s. 248 of the Companies Act, 2013 or u/s. 560 of the Companies Act, 1956.
- (ix) No charges or satisfaction is pending to be registered with Registrar of Companies beyond the statutory period.
- (x) The company does not have any subsidiary and hence, there is no violation with regard to the number of layers prescribed u/s. 2(87) of the Act r.w. Companies (Restriction on number of Layers) Rules, 2017.
- (xi) Ratio Analysis

(All amounts are in INR in Lacs unless otherwise stated)

Sr. No.	Particulars	F.Y. 2022-23	F.Y. 2021-22	Change
(a)	Current Ratio <i>(Current Assets / Current Liabilities)</i>	33.44	140.31	-76.17%
	Current Assets	774.11	765.53	
	Current Liabilities	23.15	5.46	
(b)	Debt-Equity Ratio <i>(Total Debts / Shareholder's Fund)</i>	NA	NA	
	Total Debts <i>(i.e. Long Term Borrowings + Short Term Borrowings + Current Maturities Of Long Term Debt)</i>	NA	NA	
	Shareholder's Fund <i>(i.e. Paid-up Share Capital + Reserves and Surplus)</i>	NA	NA	
(c)	Debt Service Coverage Ratio <i>(Earnings available for debt service / Debt Service)</i>	NA	NA	
	Earnings Available For Debt Service <i>(i.e. Net Profit After Tax + Depreciation & Other Amortizations + Interest + Other Adjustments like Loss on Sale of Fixed Assets)</i>	NA	NA	
	Debt Service <i>(i.e. Interest Expenses + Principal Repayments)</i>	NA	NA	
(d)	Return on Equity Ratio <i>(Net Profit after tax / Average Shareholder's Equity)</i>	-1.28%	0.29%	-542.37%
	Net Profit after tax	(9.57)	2.18	
	Average Shareholder's Equity <i>(i.e. Avg. of Paid-up Share Capital and Reserves & Surplus)</i>	746.99	751.77	

Significant Accounting Policies & Notes on Standalone Financial Statements

(e) Inventory Turnover ratio (Cost Of Goods Sold / Average Inventory)	NA	NA	
Cost of Goods Sold	NA	NA	
Average Inventory	NA	NA	
(f) Trade Receivables Turnover ratio (Net Credit Sales / Average trade receivables)	0.73	0.50	44.50%
Net Credit Sales of the company	60.02	105.96	
Average Trade Receivables	82.52	210.51	
(g) Trade Payables Turnover Ratio (Net Credit Purchases / Average Trade Payables)	4.16	1,072.20	-99.61%
Net Credit Purchases of the company (i.e. Purchases of Material and Stock in Trade)	86.91	316.12	
Average Trade Payables (i.e. Average of Trade Payables and Other Payables)	20.87	0.29	
(h) Net capital Turnover ratio (Net Sales / Average Working Capital)	0.08	0.15	-47.53%
Net Sales (i.e. Revenue From Operations)	60.02	114.88	
Average Working Capital (Working Capital = Current Assets - Current Liabilities)	755.52	758.68	
(i) Net Profit Ratio (Net profit after tax / Net Sales)	(0.01)	1.89%	
Net Profit After Tax	(9.57)	2.18	
Net Sales (i.e. Revenue From Operations)	746.99	115	
(j) Return on Capital employed (Earning before interest and tax / Capital Employed)	-1.29%	0.29%	-545.22%
Earning Before Interest and Taxes	(9.57)	2.18	
Capital Employed (i.e. Tangible Net Worth)	742.20	751.77	
(k) Return on investment (Value of investment increased / Value of Investment at start of the year)	NA	NA	
Value of Investment at Time 0	NA	NA	
Value of Investment at Time 1	NA	NA	
Value of Investment Increased	NA	NA	

(l) Reasons for significant variation in ratios:

The reasons for variation in excess of 25% in various ratios are explained as follows :-

(1) Current Ratio

During the year, current liability of the company has increased as compare to the current asset of the company and hence, there is a variation in current ratio.

(2) Return on Equity Ratio

During the year, the companmy has incurred loss and whereas in the earlier year the company had earned profit and hence, the Return on Equity Ratio decreased significantly during the year.

Significant Accounting Policies & Notes on Standalone Financial Statements

- (3) Trade Receivables turnover ratio
During the year, the turnover and trade receivable of the company has decreased substantially and thus, there is a variation in the Trade Receivable Turnover Ratio in the current year as compared to the earlier
- (4) Trade payables turnover ratio
During the year, the purchase of the company has decreased whereas, the level of trade payables has increased and hence, there is a variation in the Trade Payable Turnover Ratio.
- (5) Net capital turnover ratio
During the year, the turnover of the company has decreased substantially and there is a loss as compared to profit in the earlier year and thus, there is a variation in the Net Capital Turnover Ratio.
- (6) Net profit ratio
During the year, the company has incurred a loss.
- (7) Return on Capital employed
During the year, the company has incurred a loss and thus, the Return on Capital Employed ratio has decreased as compared to the earlier year.
- (r) No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013.
- (s) Utilisation of Borrowed funds, share premium or any other source or kind of fund:
- (A) Company has not advanced or loaned or invested any funds to any person(s) or entity(ies) including foreign entities (Intermediaries) with the understanding that the Intermediary shall -
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (B) Company has not received any funds from any person(s) or entity(ies) including foreign entities (Funding Party) with the understanding that the company shall -
- (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries) or
- (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

For & on behalf of the Board
Shantai Industries Ltd.

As per our report of even date
For D S I & Co
Chartered Accountants
ICAI FRN : 127226W

Sd/-
Harish Sawlani
Chairmen & MD

Sd/-
Vasudev Sawlani
MD

Sd/-
Shailesh Damor
CFO

Sd/-
Komal Agarwal
Company Secretary

Sd/-
Eric Kapadia
Designated Partner
Membership No. 136712
UDIN : 23136712BGWYKN921:

Place : Surat
Date : 23-05-2023

Place : Surat
Date : 23-05-2023

SHANTAI INDUSTRIES LIMITED
CIN: L74110GJ1988PLC013255

Reg Office: 820, Golden Point, Nr. Telephone Exchange, Begampura, Falsawadi, Ring Road, Surat-395003
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel:
9913425000

ATTENDANCE SLIP

Name of the member(s):	
Registered Address:	

Folio No		*DP ID	
No. of Shares		*Client ID	

* Applicable to holders holding shares in demat/electronic form

I hereby record my attendance at the 38th Annual General Meeting of the Company held on Monday, the 25th day of September, 2023 at 820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi, Ring Road, Surat GJ 395003 IN at 04:30 P.M.

Shareholders Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Meeting Hall.
2. Members signature should be in accordance with the specimen signature in the Register of Members of the Company.
3. Members are requested to bring their copy of the Annual Report and this Attendance Slip at the Annual General Meeting of the Company.

SHANTAI INDUSTRIES LIMITED
CIN: L74110GJ1988PLC013255

Reg Office: 820, Golden Point, Nr. Telephone Exchange, Begampura, Falsawadi, Ring Road, Surat-395003
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel:
9913425000

Form MGT-11
PROXY FORM

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

CIN: L74110GJ1988PLC013255
Name: SHANTAI INDUSTRIES LIMITED
Registered Office: 820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi,
Ring Road Surat 395003

Name of the member(s):	
Registered Address:	
E-mail ID:	
Folio No/ *Client ID:	
*DP ID:	

*Applicable for holders holding shares in demat/ electronic mode

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

1. Name:.....Address:.....
.....
E-mail ID:Signature:**Or**
failing him
2. Name:.....Address:.....
.....
E-mail ID:Signature: **Or**
failing him
3. Name:.....Address:.....
.....
E-mail ID:Signature:

As my/our proxy to attend and vote (on a poll) for me/ us and my/our behalf at the 38th Annual General Meeting of the Company, to be held on Monday, the 25th day of September, 2023 at 820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi, Ring Road Surat GJ 395003 IN at 04:30 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

SN	Resolutions:
1	Adoption of Annual Accounts, Auditor's & Director's Report.
2	To appoint a Director in place of Mr. Vasudev Fatandas Sawlani, Director (DIN: 00831830), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

Signed this _____ day of September, 2023.

Affix a Re 1
Revenue Stamp

Signature of Shareholder

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.

SHANTAI INDUSTRIES LIMITED
CIN: L74110GJ1988PLC013255

Reg Office: 820, Golden Point, Nr. Telephone Exchange, Begampura, Falsawadi, Ring Road, Surat-395003
Website: www.shantaiindustrieslimited.com , Email-id: shantaiindustriesltd@gmail.com, Tel:
9913425000

Form MGT-12
Polling Paper

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

Name of the Company: **SHANTAI INDUSTRIES LIMITED**
Registered Office: **820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi, Ring Road Surat 395003**
CIN: **L74110GJ1988PLC013255**

POLLING PAPER

S.No	Particulars	Details
1.	Name of the first named Shareholder(In Block	
2.	Postal address	
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I/We hereby exercise my/our vote in respect of the Resolution as set out in the Notice of Annual General Meeting of the Company scheduled to be held on Monday, the 25th day of September, 2023 at 820, Golden Point, Nr Telephone Exchange Begampura, Falsawadi, Ring Road Surat GJ 395003 IN at 04:30 P.M which is proposed to be placed for consideration of members at the aforesaid AGM of the Company, by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (√) mark at the appropriate box below:

No.	Item No.	No. of Shares held by me	I assent to the Resolution	I dissent from the Resolution
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements of the company for the financial year ended on 31st March, 2023, together with the Reports of the Board of Directors and Auditors' thereon. (Ordinary Resolution)			
2	To appoint a Director in place of Mr. Vasudev Fatandas Sawlani, Director (DIN: 00831830), liable to retire by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, seeks			

	re-appointment. (Ordinary Resolution)			
Place: Surat				
Date: 25/09/2023		(Signature of the shareholder)		

INSTRUCTIONS

1. This Polling Paper is provided to enable the shareholder(s) or their proxy(ies) for voting by way of Polling Paper(s), who does not have access to e-voting facility and /or who have not voted through e-voting, so that they can also participate in voting through this physical Polling Paper.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Polling paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Polling paper shall be treated as invalid.

ELECTRONIC VOTING PARTICULAR

EVEN (E VOTING EVENT NUMBER)
125628

E-Voting shall start on Friday, 22nd day of September, 2023 (9.00 a.m.) and will be open till Sunday, 24th day of September, 2023 till the close of working hours (i.e. 5.00 p.m.).

Note: Please read the instructions printed overleaf carefully before exercising your vote.

THE MINISTRY OF CORPORATE AFFAIRS HAS TAKEN A "GREEN INITIATIVE IN THE CORPORATE GOVERNANCE" BY ALLOWING PAPERLESS COMPLIANCES BY THE COMPANIES AND HAS ISSUED CIRCULAR STATING THAT SERVICE OF NOTICE/DOCUMENTS INCLUDING ANNUAL REPORT CAN BE SENT BY E-MAIL TO ITS MEMBERS. TO SUPPORT THIS GREEN INITIATIVE OF THE GOVERNMENT, MEMBERS WHO HAVE NOT REGISTERED THEIR E-MAIL ADDRESS, SO FAR, ARE REQUESTED TO GET THEIR E-MAIL ADDRESSES, IN RESPECT OF ELECTRONIC HOLDING WITH DEPOSITORY THROUGH THEIR CONCERNED DEPOSITORY PARTICIPANTS. MEMBERS, WHO HOLD SHARES IN PHYSICAL FORM, ARE REQUESTED TO GET THEIR SHARES DEMATERIALIZED.