SHANTI EDUCATIONAL INITIATIVES LIMITED

Board Meeting

(Meeting Serial No. 01/FY 2025-26)

Day	Wednesday
Date	21st May, 2025
Time	03:30 P.M.
Venue	Board Room, Shanti Corporate House, Nr. Hira Rupa Hall, Bopal - Ambli Road, Ahmedabad – 380058
Members	
1) Mr. Vishal Chiripal 2) Mr. Darshan Vayeda 3) Mrs. Komal Bajaj	4) Mr. Susanta Kumar Panda 5) Mr. Mohit Gulati 6) Ms. Yahsree Dixit
Invitees	
1) Mr. Jayesh Patel	
2) Ms. Pooja Khakhi	
3) Mr. Nipul Zaveri	

Board Meeting No: BM-01/2025-26/21st May, 2025

Board Meeting Notice & Agenda

To,

The Board of Directors
Shanti Educational Initiatives Limited
Ahmedabad

Dear Sir/Madam,

Please take note that the Meeting of Board of Directors of the Company will be held on **Wednesday, 21st May, 2025 at 03:30 P.M** at Shanti Corporate House, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal - Ambli Road, Ahmedabad – 380058/through VC to consider and transact the following items of business:

Sr. No.	Agenda Items
01	To grant leave of absence to the Directors of the Company, if any
02	To take note of the Minutes of the pervious Board Meeting held on 05th February, 2025
03	To take note of the Minutes of Committee Meetings held during the quarter ended on 31st March, 2025 (i) Audit Committee Meeting (ii) Stakeholders Relationship Committee Meeting
04	To note and take on record the Certificate from CEO and CFO of the Company for quarter ended 31st March, 2025
05	To review and note Related Party Transactions of the Company for the quarter and year ended 31st March, 2025 and grant omnibus approval of related party transactions for FY 2025-26
06	To place before the Board the Internal Audit Report for the quarter and year ended on 31.03.2025 and to take note of the same
07	To consider recommendation of Audit Committee for approval of Standalone and Consolidated Audited Financial Statement for the Quarter and year ended on 31st March, 2025 and to authorize filing the same with the Stock Exchanges and publication thereof in newspapers pursuant to Reg. 47 of SEBI Listing Regulations, 2015
08	To consider the recommendation of the Audit Committee and approve the appointment of M/s. Jhaveri Shah & Co., Chartered Accountants, as Internal Auditors for the year ending March 31, 2026
09	To consider the recommendation of the Audit Committee and approve the appointment of Jatin Kapadia & Co. as the Secretarial Auditor of the company for the first term of five consecutive years commencing from the year 2025-26.

10	To take note of BSE Compliances for the Fourth quarter ended on 31st March, 2025 submitted to the Stock Exchanges pursuant to various regulation(s) of the SEBI (LODR) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018
11	To take note of information as required to be placed before the Board of Directors in compliance with the Part A of Schedule II of Regulations 17(7) of SEBI (LODR) Regulations, 2015 for the quarter and year ended on 31st March, 2025
12	To note and take on record disclosure of interest as per Section 184(1),164(2) and 149(7) of the Companies Act, 2013 received from Directors of the Company for the year ending on 31st March, 2025
13	To consider and approve the constitution of CSR Committee as required under the Companies Act, 2013
14	To consider and give general authorization to the Director and KMP of the Company to file e-Forms
15	To consider any other matter with the permission of Chairperson

Kindly make it convenient to attend the meeting.

In case of any query, you are requested to mail at cs@seil.edu.in.

For Shanti Educational Initiatives Limited

Sd/-
Pooja H Khakhi
Company Secretary

Date: 14.05.2025
Place: Ahmedabad

NOTES TO AGENDA FOR THE BOARD MEETING TO BE HELD ON 21.05.2025

<table>
<tr><td>Agenda No. 01:</td><td>To grant leave of absence to the Directors of the Company, if any</td></tr>
<tr><td></td><td>The board is required to grant leave of absence to Directors who are unable to join the meeting. The request for leave of absence, if any, will be mentioned at the meeting.</td></tr>
<tr><td>Agenda No. 02:</td><td>To take note of the Minutes of the pervious Board Meeting held on 05th February, 2025</td></tr>
<tr><td></td><td>The Board of Directors ("Board') of the Company is requested to take note of the signed and executed minutes of the previous Board meeting held on 05.02.2025 which have already been circulated and approved by the Board.

Enclosed as Annexure – 1.</td></tr>
<tr><td>Agenda No. 03:</td><td>To take note of Minutes of Committee meeting</td></tr>
<tr><td></td><td>The Board is informed that pursuant to Schedule II, Part A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 1 on Meeting of Board of Directors issued by the Institute of Company Secretaries of Indi, the Board of the Directors shall note the Minutes of the preceding Meetings of the Committee held immediately following the date of entry of such Minutes in the Minutes Book.

Accordingly, Minutes of the Meeting of the below mentioned Committees are annexed as Annexure - 2:

<table>
<tr><th>Sr. No.</th><th>Name of the Committee</th><th>Date of Meeting</th></tr>
<tr><td>1</td><td>Audit Committee</td><td>05.02.2025</td></tr>
<tr><td>2</td><td>Stakeholders Relationship Committee</td><td>05.02.2025</td></tr>
</table>

The Board is requested to note the same.</td></tr>
<tr><td>Agenda No. 04:</td><td>To note and take on record the Certificate from CEO and CFO of the Company for quarter ended 31st March, 2025</td></tr>
<tr><td></td><td>As per the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Chief Executive Officer and Chief Financial Officer of the Listed Company are required to certify that financial detail as placed before the Meeting are true and fair and do not contain any false or misleading statement or figures and do not omit any material fact which may take the statements or figures contained therein misleading.

Accordingly, the CEO and CFO Certificate for the quarter ended 31st March, 2025 is annexed herewith.

The Board is requested to take on record the same.</td></tr>
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	Enclosed as **Annexure – 3**.
Agenda No. 05:	**To review and note Related Party Transactions of the Company for the quarter and year ended 31st March, 2025 and grant omnibus approval of related party transactions for FY 2025-26**
	As per Section 188 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the details of related party transactions of the Company for the quarter and year ended 31st March, 2025 and details related to Omnibus approval will be placed at the meeting. The Board is requested to approve the same.
Agenda No. 06:	**To place before the Board the Internal Audit Report for the quarter and year ended on 31.03.2025 and to take note of the same**
	On review and recommendation of Audit Committee, the Internal Audit Report from M/s. Jhaveri Shah & Co., Internal Auditors of the Company for the quarter and year ended on 31st March, 2025 will be placed at the Meeting. The Board is requested to note and take record of the same. Enclosed as **Annexure – 4**.
Agenda No. 07:	**To consider recommendation of Audit Committee for approval of Standalone and Consolidated Audited Financial Statement for the Quarter and year ended on 31st March, 2025 and to authorize filing the same with the Stock Exchanges and publication thereof in newspapers pursuant to Reg. 47 of SEBI Listing Regulations, 2015**
	Pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 the Board shall approve the Standalone and Consolidated Audited financial results of the Company for the 0quarter and year ended on 31st March, 2025 as recommended by the audit committee along with the Report of the Auditors issued by the Statutory Auditors of the Company will be placed before the Board. The Audited Financial Results for the quarter and year both ended on 31st March, 2025 will be placed before the Board as reviewed by Audit Committee. ***a) Draft Resolution for the approval of Audited Financial Results for the quarter and year ended on 31st March, 2025*** **"RESOLVED THAT** the Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2025 of the Company along with the Limited Review Report be and are hereby considered, approved and taken on record;

	RESOLVED FURTHER THAT the Audited Financial Results (Standalone and Consolidated) for the quarter and year ended March 31, 2025, be signed on behalf of the Board of Directors of the Company by Mr. Darshan Vayeda (DIN: 07788073), Whole-time Director of the Company and the same be submitted to the Stock Exchanges and be published in the English and Gujarati in Financial Express newspapers if it's required.; **RESOLVED FURTHER THAT** Mr. Darshan Vayeda (DIN: 07788073), Whole-time Director of the Company, be and is hereby authorized to do all such acts, deeds and things, which are necessary and incidental in the connection; and **RESOLVED FURTHER THAT** the certified copy this resolution, if necessary, will be forwarded to all such concern departments and authorities under the signature of any one of the Directors of the Company." ***b) Draft Resolution for the approval of Audited Financial Results for the financial year ended on 31st March, 2025*** **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended on 31st March, 2025 and Statement of Profit and Loss Account together with the notes & schedules forming part thereof and Cash Flow Statement for the financial year ended on that date as reviewed by the Audit Committee and be and are hereby received, considered and approved by the Board. **RESOLVED FURTHER THAT** Mr. Vishal Chiripal (DIN: 00290426), Managing Director, Mr. Darshan Vayeda (DIN: 07788073), Whole-time Director, Mr. Jayesh Patel - Chief Financial Officer, Ms. Pooja Khakhi, Company Secretary of the Company be and are hereby authorised to sign the Financial Statement on behalf of the Board of Directors for the year ended 31st March, 2025 in terms of the requirements of Section 134 of the Companies Act, 2013 and submit the same to the Auditors of the Company for their report thereon. **RESOLVED FURTHER THAT** any Director of the Company of the Company be and is hereby authorised to sign, certified true copy of the said resolution and to submit/file necessary e-forms with the Registrar of Companies, Gujarat and to take other necessary action as may be required in the said matter."
Agenda No. 08:	**To consider the recommendation of the Audit Committee and approve the appointment of M/s. Jhaveri Shah & Co., Chartered Accountants, as Internal Auditors for the year ending March 31, 2026**
	The Board is informed that pursuant to the provisions of Section 138 (1) of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014, the Company is required to appoint Internal Auditors to conduct the Internal Audit of the Company for the year ending 31st March, 2026. The Board members are requested to consider and approve the recommendation of the Audit Committee for the appointment of M/s. Jhaveri Shah & Co., Chartered Accountants, as Internal Auditors of the Company for the year ending 31st March, 2026 along with the remuneration to be paid to them.

	Draft Resolution **"RESOLVED THAT** pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014 and as per the recommendation of the Audit Committee, M/s. Jhaveri Shah & Co., Chartered Accountants, be and is hereby appointed as Internal Auditor to carry out Internal Audit for the Financial Year 2025-26 at a remuneration as mutually decided by the Board and Auditor excluding all taxes and out-of-pocket expenses incurred by them for conducting the audit of the Company; and **"RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorised to do all such acts, deeds and things, which are necessary and incidental in the connection.**"** The Board is requested to discuss, review and approve the same. Enclosed as **Annexure – 5**.
Agenda No. 09:	**To consider the recommendation of the Audit Committee and approve the appointment of Jatin Kapadia & Co. as the Secretarial Auditor of the company for the first terms of five consecutive years commencing from the year 2025-26.**
	The Board is informed that pursuant to the provisions of Section 204 of the Companies Act, 2013 and as per the regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint Secretarial Auditors for the term of five consecutive years commencing from the year 2025-26 to conduct the Secretarial Audit of the Company. The Board members are requested to consider and approve the recommendation of the Audit Committee for the appointment of Jatin Kapadia, Practicing Company Secretary, as Secretarial Auditors of the Company along with the remuneration to be paid to them. ***Draft Resolution*** **"RESOLVED THAT** pursuant to the provisions of Section 204 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under (including any statutory modification(s) or amendment(s) there-to or re-enactment(s) thereof for the time being in force and as per the regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to the approval of shareholders of the Company at the ensuing Annual General Meeting, on the recommendations of Audit Committee, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of Jatin Kapadia, Practicing Company Secretary (Membership Number FCS: 11418 COP: 12043) as the Secretarial Auditor of the Company for the term of five consecutive years commencing from the year 2025-26 and for providing Secretarial Audit Report thereof at a remuneration as mutually decided by the Board and Auditor excluding all taxes and out-of-pocket expenses incurred by them for conducting the audit of the Company; and **"RESOLVED FURTHER THAT** any of the Directors of the Company, be and are hereby severally authorised to do all such acts, deeds and things, which are necessary and incidental in the connection.**"** The Board is requested to discuss, review and approve the same.

	Enclosed as **Annexure – 6**.
Agenda No. 10:	**To take note of BSE Compliances for the quarter ended on 31st March, 2025 submitted to the Stock Exchanges pursuant to various regulation(s) of the SEBI SEBI (LODR) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018**
	The following compliances were required to be complied for the quarter ended 31st March, 2025 as per the SEBI (LODR) Regulations, 2015 and the same have been complied within time:

Sr. No.	Regulation	Description	Date of Submission with Stock Exchange
1	Regulation 13 (3) of SEBI (LODR) Regulations, 2015	Investor Complaints Report	30.04.2025
2	Regulation 31 of SEBI (LODR) Regulations, 2015	Shareholding Pattern	10.04.2025
3	74(5) of SEBI (Depositories and Participants) Regulations, 2018	Certificate pursuant to Regulation 74(5)	05.04.2025
4	Regulation 27	Corporate Governance Report	30.04.2025
5	Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996	Reconciliation of Share Capital Audit Report	10.04.2025

	The Board is requested to consider and take note of the same. Enclosed as **Annexure – 7**.
Agenda No. 11:	**To take note of information as required to be placed before the Board of Directors in compliance with the Part A of Schedule II of Regulations 17(7) of SEBI (LODR) Regulations, 2015**
	Quarterly report on the additional information under regulation 17(7) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 for the quarter ended March 31, 2025 is annexed herewith. The company being a listed entity requires placing some Additional information regarding its annual operating plans, budgets including capital budgets and its updates and other matters considering the company before its Board of Directors at Board Meeting as per Regulation 17(7) of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015. The Board is requested to take on record the same. Enclosed as **Annexure – 8.**

Agenda No. 12:	**To note and take on record disclosure of interest as per Section 184(1),164(2) and 149(7) of the Companies Act, 2013 received from Directors of the Company for the year ending on 31st March, 2025**
	• The declarations pursuant to section 184 (1) of the Companies Act, 2013 and Rule 9 (1) of Companies (Meetings of Board and its Powers) Rules, 2014 are received in the Form MBP-1 from all the directors of the Company regarding the interest of the Directors in the other entities. • The declarations pursuant to section 164 (2) of the Companies Act, 2013 are received in the Form DIR-8 in relation to the fact that none of the directors are disqualified to continue to act as Directors of the Company. • The declarations pursuant to section 149 (7) of the Companies Act, 2013 are received confirming that none of the Independent Directors are disqualified to continue to act as Independent Directors of the Company The Board is requested to undertake due assessment of the veracity of the declaration received from the Directors. The Board is requested to note and take on record the disclosures and declarations received from the Directors. Enclosed as **Annexure – 9.**
Agenda No. 13:	**To consider and approve the constitution of CSR Committee as required under the Companies Act, 2013**
	The Board is informed that pursuant to the provisions of Section 135 of the Companies Act, 2013 every Company having networth of Rs. 500 Cr or more or turnover of Rs. 1000 Cr or more or a Net profit of Rs. 5 Cr or more during the immediately preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board. The Board members are requested to consider and approve the constitution of the Corporate Social Responsibility. ***Draft Resolution:*** **"RESOLVED THAT** pursuant to the provisions of Section 135 of the Companies Act, 2013 and Rule 5 of the Companies (Corporate Social Responsibility) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), Corporate Social Responsibility Committee be and is hereby constituted as follows: 1. Mr. Darshan Vayeda - Chairperson 2. Mrs. Komal Bajaj - Member 3. Ms. Yashree Dixit - Member **RESOLVED FURTHER THAT** the CSR Committee role and responsibilities shall be as provided under Section 135 of the Companies Act, 2013 and Rules therein, *inter alia*:

	a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as per the Companies Act, 2013; b) To Review and Recommend the amount of expenditure to be incurred on the CSR related activities to be undertaken by the Company; c) To institute a transparent monitoring mechanism for the implementation of the CSR policy and activities undertaken the Company from time to time; d) Any other matter as per the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time. **RESOLVED FURTHER THAT** Mr. Darshan Vayeda shall act as Chairperson of the CSR Committee and Company Secretary to the Company shall act as Secretary to the CSR Committee. **RESOLVED FURTHER THAT** the quorum for the CSR Committee Meeting shall be one third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher. **RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable."
Agenda No. 14:	**To consider and give general authorization to the Director and KMP of the Company to file e-Forms**
	The Board members are requested to consider and approve the following resolution for providing general authority to any of the Directors or KMP of the Company to file e-Forms ***Draft Resolution:*** **"RESOLVED THAT** the Board of Directors of the Company be and is hereby severally authorize any of the Directors or KMP of the Company to sign, execute and arrange to file, for and on behalf of the Company, necessary e-forms and returns and documents viz. agreements, affidavits, undertakings, declarations/disclosures and receipts with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Central Government and /or any other statutory authority, as required under the Companies Act, 2013 and rules made thereunder and any other relevant applicable law."
Agenda No. 15:	**Any other matter with the permission of Chairman**
	The Board shall discuss the matter which is not specified in the above agenda items in the Board meeting with the consent of the majority of the Board members and with the permission of the Chairperson of the Board Meeting and the meeting shall end with a vote of thanks to the chair.
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