SHANTI EDUCATIONAL INITIATIVES LIMITED

Board Meeting

(Meeting Serial No. 03/FY 2024-25)

Day	Friday
Date	26th July, 2024
Time	4:00 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 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 **Friday, 26th July, 2024 at 04:00 P.M** at Shanti Corporate House, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal - Ambli Road, Ahmedabad – 380058 to consider and transact the following items of business:

Sr. No.	Agenda Items
01	To elect the Chairperson of the Meeting and declaration of the quorum
02	To grant leave of absence, if any, to the Directors of the Company
03	To take note of the Minutes of the pervious Board Meeting held on 30th May, 2024
04	To take note of the Minutes of Committee Meetings held during the quarter ended on 30th June, 2024 (i) Audit Committee Meeting (ii) Stakeholders Relationship Committee Meeting (iii) Nomination & Remuneration Committee
05	To note and take on record the Certificate from CEO and CFO of the Company for quarter ended 30th June, 2024
06	To consider, approve and take note of the Statement of Unaudited Financial Results for the Quarter ended on 30th June, 2024
07	To review and note Related Party Transactions of the Company for the quarter ended 30th June, 2024
08	To place before the Board the Internal Audit Report for the First Quarter ended on 30.06.2024 and to take note of the same.
09	To consider and approve the appointment of M/s. Jhaveri Shah & Co., Chartered Accountants as Internal Auditor for the Financial Year ended 2024-25
10	To consider and approve appointment of M/s. K Jatin & Co., Practicing Company Secretary as Secretarial Auditor of the Company
11	To consider and approve resolution for keeping Books of Accounts at a place other than Registered office

12	To consider and approve Constitution of Management Committee
13	To take note of BSE Compliances for the First quarter ended on 30th June, 2024 submitted to the Stock Exchanges pursuant to various regulation(s) of the SEBI SEBI (LODR) Regulations, 2015 and SEBI (Depositories and Participants) Regulations, 2018
14	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
15	To consider and approve appointment of Mrs. Komal Bajaj (DIN: 08445062) who retires by rotation and being eligible offer herself as a Director of the Company
16	To consider and regularize the appointment of Additional Director Ms. Yashree Dixit as Independent Director of the Company
17	To consider and approve alteration in Object Clause of MOA of the Company
18	To consider and fix the Day, Date, Time and Place of the 36th Annual General Meeting
19	To consider and approve the Cutoff date for dispatching Annual Report and availing E-voting and Instavote Facility
20	To consider and appoint e-voting and Instavote agency for the purpose of providing remote e-voting
21	To Appoint Link Intime India Private Limited, Registrar and Share Transfer Agents for providing video conferencing (VC) or other audio-visual means for the ensuing Annual General Meeting.
22	To appoint Scrutinizer for e-voting process to be held in fair and transparent manner
23	To consider and approve the Notice for calling 36th AGM
24	To take on record Secretarial Audit Report for the Financial Year 2023-24 as provided by Secretarial Auditor of the Company
25	To consider and approve the Directors' Report along with Annexures thereof for the Financial Year 2023-2024
26	Any other business with the permission of the 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: 18.07.2024
Place: Ahmedabad

NOTES TO AGENDA FOR THE BOARD MEETING TO BE HELD ON 26.07.2024

Agenda No. 01:	**To elect the Chairperson of the meeting and declaration of the quorum.**
	Mr. Vishal Chiripal, is requested to occupy the Chair as Chairperson of the Meeting and declared that requisite quorum is also present.
Agenda No. 02:	**To grant leave of absence. If any.**
	The board is required to grant leave of absence to members who are unable to join the meeting.
Agenda No. 03:	**To take note of and confirm the minutes of the previous Board meeting**
	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 30.05.2024 which have already been circulated and approved by the Board. Enclosed as **Annexure – 1**.
Agenda No. 04:	**To take note of and confirm the minutes of the previous Committees meeting**
	The draft minutes of various Committees' Meetings held on 30.05.2024 were circulated to all Committee Members respectively for their comments and suggestions and no comments and suggestions were received from any Members. Thereafter the Minutes were entered into Minutes Book and signed by the Chairperson of the respective Committee Meeting. The list of Committee Meetings with its dates are mentioned as below: The Board of Directors ("Board') of the Company is requested to take note of minutes of the previous Committee Meetings which have already been circulated and approved by the Board. Enclosed as **Annexure – 2**.
Agenda No. 05:	**To note and take on record the Certificate from CEO and CFO of the Company for quarter ended on 30th June,2024**

	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 30th June, 2024 is annexed herewith. The Board is requested to take on record the same. **Enclosed as Annexure – 3.**
Agenda No. 06:	**To consider and approve the Standalone and Consolidated Unaudited Financial Results for the quarter ended on 30th June, 2024 as recommended by the Audit Committee**
	Pursuant to the provisions of Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015 the Board shall approve the audited financial results of the Company for the 1st quarter (01.04.2024 to 30.06.2024) ended on 30th June, 2024 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 Board is requested to review, approve and pass the necessary resolution. To be placed before the Board.
Agenda No. 07:	**To review and note Related Party Transactions of the Company for the quarter ended June 30, 2024.**
	The Board of Directors ("Board') of the Company is requested to review and to take note of Related Party Transactions of the Company for the quarter ended June 30, 2024. The Board is informed that all the RPTs are at arm's length and in the ordinary course of business. To be placed before the Board.
Agenda No. 08:	**To take note of Internal Audit Report of M/s. Jhaveri Shah & Co, Chartered Accountants., for the quarter ended June 30, 2024.**
	The Report from the Internal Auditor of the company for the quarter ended June 30, 2024 shall be placed at the meeting for discussion and review purpose. The Board is requested to take note of the same.

	To be placed before the Board.
Agenda No. 09:	**To consider and approve the appointment of M/s. Jhaveri Shah & Co., Chartered Accountants as Internal Auditor for the Financial Year ended 2024-25**
	The Board proposes to appoint M/s. Jhaveri Shah & Co., Chartered Accountants as the Internal Auditors of the Company for the financial year 2024-25 as recommended by the Audit Committee pursuant to the provisions of Companies Act, 2013. The Board is requested to discuss the above matter and pass following resolutions. "**RESOLVED THAT** pursuant to the provisions of Section 138 of the Companies Act, 2013 read with Rule 13 of Companies (Accounts) Rules, 2014, M/s. Jhaveri Shah & Co., Chartered Accountants, be and is hereby re-appointed as Internal Auditor to carry out Internal Audit for the Financial Year 2024-2025 on such terms and conditions as may be mutually decided between M/s. Jhaveri Shah & Co. and the Management of the Company. **RESOLVED FURTHER THAT** Mr. Darshan Vayeda, Whole Time Director of the Company or Company Secretary of the Company, be and are hereby severely authorized to do all such acts, deeds and things, which are necessary and incidental in the connection. **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 or Company Secretary of the Company." Enclosed as **Annexure – 4.**
Agenda No. 10:	**To consider and approve appointment of M/s. K Jatin & Co., Practising Company Secretary as Secretarial Auditor of the Company for the Financial Year ended 2024-25**
	The Board is requested to discuss the matter relating to appointment of M/s. K Jatin & Co., Practicing Company Secretary as the Secretarial Auditor of the Company for the financial year 2024-25 and as recommended by the Audit Committee and pursuant to the provisions of Section 204 of the Companies Act, 2013 and the relevant rules made thereunder. The Board is requested to discuss the above matter and pass following resolutions: **"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 on the recommendation of Audit Committee, the consent of the Board of Directors of the Company be and is hereby accorded for the appointment of M/s. K Jatin & Co.,, Practicing Company Secretary as the Secretarial Auditor of the Company for the Financial Year 2024-2025 and for providing Secretarial Audit Report thereof."

	RESOLVED FURTHER THAT Mr. Darshan Vayeda, Whole Time Director of the Company or Company Secretary of the Company, be and are hereby severely authorized to do all such acts, deeds and things, which are necessary and incidental in the connection. **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 or Company Secretary of the Company." Enclosed as **Annexure – 5.**
Agenda No. 11:	**To consider and approve resolution for keeping Books of Accounts at a place other than Registered office**
	The Board is requested to discuss that every company is required to keep and maintain books of accounts of the company at the registered address of the company. However, company can keep and maintain its books of accounts at any place other than registered office after filing e-form **AOC-5** with the Registrar of Companies. After considering the above and for the smooth functioning of business operations of the company, following resolution is being passed by the board of directors. **"RESOLVED THAT** pursuant to section 128 of the Companies Act, 2013 and as per Companies (Accounts) Rules, 2014, the consent of the Board of Directors be and is hereby given to keep and maintain the books of accounts of the company as prescribed under section 128 of the Companies Act 2013, at **Shanti Corporate House, Nr. Hira Rupa Hall, Bopal – Ambli Road, Ahmedabad - 380058."** **"RESOLVED FURTHER THAT** Mr. Darshan Vayeda, Whole Time Director of the company, be and is hereby authorised to file e-form **AOC-5** with the Registrar of Companies, submit documents and sign all the papers and application for the said purposes and to do all other acts, things and deeds to give effect to the said resolution."
Agenda No. 12:	**To consider and approve Constitution of Management Committee**
	The Board is requested to discuss about framing of Management Committee for the purpose of carrying out smooth operations of the Company, it is proposed to constitute a Management Committee and delegate the powers to such Committee for carrying out day to day transactions of the Company. Enclosed as **Annexure – 6.**
Agenda No. 13:	**To take note of BSE Compliances for the First quarter ended on 30th June, 2024 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 June 30th, 2024 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	06.07.2024
2	Regulation 31 of SEBI (LODR) Regulations, 2015	Shareholding Pattern	06.07.2024
3	74(5) of SEBI (Depositories and Participants) Regulations, 2018	Certificate pursuant to Regulation 74(5)	06.07.2024
4	Regulation 27	Corporate Governance Report	15.07.2024
5	Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996	Reconciliation of Share Capital Audit Report	16.07.2024

The Board is requested to consider and take note of the same.

Enclosed as **Annexure – 7.**

Agenda No. 14: **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.**

The company being a listed entity requires placing some Additional information regarding its operations, budgets 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 note of the same.

Enclosed as **Annexure – 8.**

Agenda No. 15: **To consider and approve appointment of Mrs. Komal Bajaj (DIN: 08445062) who retires by rotation and being eligible offer herself as a Director of the Company**.

In pursuant to the applicable provision of the Companies Act, 2013 and relevant rules made thereunder, subject to approval of members at the ensuing Annual General Meeting, the Company is required to appoint Mrs. Komal Bajaj (DIN: 08445062), who retires by rotation and, being eligible, seeks re-appointment.

The consent letter from the retiring director is placed before the Board for the discussion and approval.

	The Board is requested to approve the same and pass following resolutions. "**RESOLVED THAT** Mr. Darshan Vayeda, Director of the Company, who retires by rotation and eligible for reappointment, subject to the approval of shareholders in the Annual General Meeting, be and is hereby appointed as the Non-Executive Director of the Company."
Agenda No. 16:	**To consider and regularize the appointment of Additional Director Ms. Yashree Dixit as Independent Director of the Company**
	Subject to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and rules made thereunder, the board is hereby informed that Ms. Yashree Dixit was appointed as an Additional Director (Non-executive, Independent) with effect from 30th May, 2024 to hold up to the date of this Annual General Meeting or the last date on which general meeting is to be held whichever is earlier. In view of the above provisions, the Board shall consider and if deems fit, subject to approval of the members at the upcoming AGM, shall approve the re-appointment of Ms. Yashree Dixit as an Independent Director of the Company. The Board is requested to discuss the same and pass following resolutions. "**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee, consent of the Board of Directors of the Company is be and hereby accorded subject to the approval of the members in the ensuing general meeting, Ms. Yashree Dixit (DIN: 07775794), who was appointed as an Additional Director designated as an Independent Director of the Company w.e.f. 30th May, 2024 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company; **RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Ms. Yashree Dixit (DIN: 07775794), subject to the approval of members in the ensuing AGM, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from 30th May, 2024 to 29th May, 2029 and that he shall not be liable to retire by rotation; and

	RESOLVED FURTHER THAT Mr. Darshan Vayeda, Whole Time Director and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, including but not limited to filling of Form DIR-12 with the Registrar of the Company for the purpose of giving effect to this Resolution."
Agenda No. 17:	**To consider and approve alteration in Object Clause of MOA of the Company**
	The Board is requested to discuss about the requirement of alteration of Object Clause of the Memorandum of Association of the Company due to expansion of business activities of the Company by replacing existing Clause III(A) (4) with following: **5. To deal or trade either directly or indirectly in school uniforms, books, note books, text books, materials, stationary items, school supplies including other academic supplies and accessories, educational journals, books, magazines or periodicals, education related softwares, and all other education related activities, examination, inspection, Admission and all other procedural aspects, goods, services including catering/canteen facility, Transport facility, housekeeping, Security services or other infrastructure requirements for the ease of students.** The Board is requested to consider and approve the same.
Agenda No. 18:	**To consider and fix the Day, Date, Time and Place of the Annual General Meeting**
	The Board is requested to discuss, consider, approve and fix the Date, Time and Place of the Annual General Meeting. Chairman sir suggested **28.08.2024, Wednesday**, **03:30 PM**
Agenda No. 19:	**To consider and approve the Cutoff date for dispatching Annual Report and availing E-voting and Instavote Facility.**
	The board is informed that the Company needs to fix cut of date for ascertaining the list of shareholders to whom Annual Report along with Notice of AGM will be sent and also fix cut-off date for entitlement for e-voting facility to be provided by the Company. The Board is requested to authorize the chairman to fix the cut off of date. Cut Off Date for AGM Notice: 02.08.2024, Friday Cut Off Date for E-Voting: 23.08.2024, Friday
Agenda No. 20:	**To consider and appoint e-voting and Instavote agency for the purpose of providing remote e-voting.**
	The Board is requested to pass the following resolution relating to appointment of e-voting agency for the purpose of providing remote e-voting for ensuing Annual General Meeting of the company: "**RESOLVED THAT** the Board do hereby avail e-voting and Instameet facilities from Link Intime India Private Limited to provide the same to the members of company for the Ordinary resolution(s)/Special Resolution(s)

	which are proposed to be passed at the ensuing Annual General Meeting."
Agenda No. 21:	**To Appoint Link Intime India Private Limited, Registrar and Share Transfer Agents for providing video conferencing (VC) or other audio-visual means for the ensuing Annual General Meeting**
	The Board is requested to discuss and pass following resolution to appoint Link Intime India Private Limited, Registrar and Share Transfer Agents for providing video conferencing (VC) for the ensuing Annual General Meeting: **"RESOLVED THAT** the consent of Board be and is hereby accorded to hold the 36th Annual General Meeting of company through Video Conferencing." **"RESOLVED FURTHER THAT** company have appointed Link Intime India Pvt. Limited as service provider for conducting Annual General Meeting through video conferencing and other technical assistance required for the same."
Agenda No. 22:	**To appoint Scrutinizer for e-voting process to be held in fair and transparent manner**
	The Board is requested to appoint Scrutinizer for the process of voting to be held at the Annual General Meeting in a fair and transparent manner, The Board is requested to pass the following resolution to give effect the above agenda item: "**RESOLVED THAT** M/s K Jatin & Co., Practising Company Secretary (Membership No. 11418 & COP No. 12043), Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting process in a fair and transparent manner, who has given his consent to act as Scrutinizer, if so appointed, will function as Scrutinizer to conduct the e-voting process of the Company at such remuneration and out of pocket expenses and on the terms & conditions as may be mutually agreed." "**RESOLVED FURTHER THAT** M/s K Jatin & Co., Practising Company Secretary (Membership No. 11418 & COP No. 12043), Practicing Company Secretary has been appointed as the Scrutinizer, be and is hereby authorized to do all such acts, deeds and things as may be necessary to conduct the process in a fair and transparent manner and to submit their final report and other related papers and registers to the Board of Directors of the Company within the specified time period.
Agenda No. 23:	**To consider and approve the Notice for calling 36th AGM**
	The Draft Notice of AGM for the Financial Year ended 31st March, 2024 is placed before the Board. The Board is requested to approve the same. To be placed before the Board.

Agenda No. 24:	**To take on record Secretarial Audit Report for the Financial Year 2023-24 as provided by Secretarial Auditor of the Company** The Board of Directors is requested to consider and take note the Secretarial Audit Report for financial year 2023-2024 as obtained from Mr. M/s. K Jatin & Co., Practicing Company Secretary, The Board is requested to pass the following resolution to give effect the above agenda item: **"RESOLVED THAT** pursuant to the provisions of Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report for the financial year ended on March 31, 2024 issued by M/s K Jatin & Co., Company Secretary, Secretarial Auditor of the Company, as placed before the meeting be and is hereby approved and taken on record." To be placed before the Board.
Agenda No. 25:	**To consider and approve the Boards' Report along with Annexures thereof for the Financial Year 2023-24.** The Directors' Report for the Financial Year ended 31st March, 2024 along with all annexure as placed before the Board. The Board is requested to pass the following resolution to give effect the above agenda item: **RESOLVED THAT** the Directors' Report and Annual Report of the Company along with its Annexures in terms of Section 134(3) of the Companies Act, 2013 for the financial year ending on 31st March, 2024 be and is hereby approved in terms of Section 134(6) of the Companies Act, 2013 and Mr. Vishal Chiripal, and/or Mr. Darshan Vayeda, Directors of the Company, be and are hereby authorized to sign the same on behalf of Board of Directors of the Company." **RESOLVED FURTHER THAT** Mr. Darshan Vayeda, Whole time director or Company Secretary of the Company be and is hereby authorized severally to take such steps as may be necessary in relation to the above and file such documents with the Registrar of Companies, Gujarat." To be placed before the Board.
Agenda No. 26:	**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 Chairman of the Board Meeting and the meeting shall end with a vote of thanks to the chair.
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