Shanti Educational Initiatives Limited

Date: 21.09.2016

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 539921

Dear Sir/Mam,

Sub: Notice of 28th Annual General Meeting

With reference to the above mentioned kindly note that the 28th Annual General Meeting('AGM') of the members of Shanti Educational Initiatives Limited is scheduled to be held on Friday, 30th September, 2016 at Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380015 at 11.00 A.M.

Also find attached herewith the notice of the meeting.

Thanking you,

Yours faithfully,

For, Shanti Educational Initiatives Limited

SHANTI EDUCATIONAL INITIATIVES LTD. AHMEDABAD

Dimple Padhiar
Company Secretary
Mem.No. 39930

Encl.: Notice of 28th Annual General Meeting

SHANTI EDUCATIONAL INITIATIVES LIMITED
(CIN: L80101GJ1988PLC010691)
Regd. Office: 283, New Cloth Market, Ahmedabad – 380002
Corporate Office: Shanti Educational Initiatives Limited, Mondeal Square, A Wing, 6th Floor, Prahladnagar, Ahmedabad -380015
Contact No. : 079-22162006; Fax- 079 – 26768656
Email: info@seil.edu.in ; Website: www.sei.edu.in

NOTICE

Notice is hereby given that the 28th Annual General Meeting of the Members of the Company will be held on Thursday, 30th day of September, 2016 at 11:00 A.M. at the Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad – 380 015 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and Statement of Profit and Loss Account for the year ended on 31st March, 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jaiprakash D. Chiripal, who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Auditors:

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

"Resolved that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s Anil S. Shah & Co., Chartered Accountants(Firm: Registration No.:100474W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the rules framed thereunder, read with Scheduled IV of the Act, as amended from time to time, Mr. Chitranjan Singh (DIN: 07300731), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director (Non-Executive) of the Company to hold office for a period of 5 (five) consecutive years with effect from 30th September, 2016."

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

"RESOLVED THAT consent of the Company be and is hereby accorded under the provision of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to contribute on behalf of the Company to bona fide charitable and other funds as may be deemed fit and appropriate by the Board, provided however that the total amount up to which the Board of Directors may contribute to such bona fide charitable and other funds as aforesaid from time to time shall not exceed, in the aggregate the sum of Rs. 1.00 Crore (Rupees One Crore Only) in any one Financial Year."

Date: 23.07.2016
Place: Ahmedabad

By order of the Board of Directors
Dimple Padhiar
Company Secretary
Mem.No. 39930

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the company not less than forty eight hours before the commencement of the 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 single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. Shareholders are requested to bring their copies of the Annual Report to the meeting. The Shareholders/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the meeting.

4. Electronic copy of the Annual Report for FY 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a Physical copy of the same. Members may also note that the Notice of Annual General Meeting and Annual Report for 2015-16 will also be available on the Company's website www.sei.edu.in.

5. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA).
   Link Intime India Private Limited,
   C-13, Pannalal Silk Mills Compound, L.B.S. Marg,
   Bhupand,
   Mumbai - 400078.

6. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 26th September, 2016 to Friday, 30th September, 2016 (both days inclusive).

7. Documents referred to in the Notice and the Explanatory Statement attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours between 10.00 a.m. to 6.00 p.m. on any working day up to and including the date of the Annual General Meeting of the Company.

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of name will be entitled to vote.

9. Members holding equity shares in electronic form are requested to notify the change of address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

10. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company/Registrar of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent of the Company.

12. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing e-voting facility to its shareholders.

13. Members holding shares in Physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact Company's Registrar and Transfer Agents, M/s Link Intime India Private Limited for assistance in this regard.

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

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

Item No. 4 :

The Board of Directors, at its meeting held on 14th September, 2015, appointed Mr. Chitranjan Singh as an Additional Director (Independent) under Section 161(1) of the Act. Accordingly, Mr. Chitranjan Singh holds office as a director up to the date of the forthcoming Annual General Meeting. It is proposed to appoint him as a Non-executive and Independent Director of the Company for five consecutive years with effect from 30th September, 2016 in terms of Section 149 of the Act.

Mr. Chitranjan Singh has confirmed to the Board that he qualifies to be an independent director within the meaning of Section 149(6) of the Act read with Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014. In the opinion of the Board, Mr. Chitranjan Singh fulfills the conditions specified in the Act and Rules made thereunder for his appointment as an Independent Director of the Company. The Directors are of the view that Mr. Chitranjan Singh would bring valuable experience and knowledge to the Board and the Company would benefit from his appointment as Director. Accordingly, the Board recommends the passing of the Ordinary Resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Chitranjan Singh, is in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.

Item No. 5 :

The Board of Directors of the Company is authorized to make contributions to bona fide charitable and other funds under Section 181 of the Companies Act, 2013, provided that prior permission of the Members is required for such contributions in case any amount, the aggregate of which, in any financial year, exceeds five per cent of its average net profits for the three immediately preceding financial years. The Board of Directors of the Company propose to take approval of the members to contribute any amount the aggregate of which will in any Financial Year does not exceed Rs. 1.00 Crore (Rupees One Crore Only) .

Accordingly, the Board recommends the Ordinary resolution in relation to contribution to bona fide Charitable and other funds, for the approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives, except Mr. Chitranjan Singh, is in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding in the Company.

Date: 23.07.2016
Place: Ahmedabad

By order of the Board of Directors
Dimple Padhiar
Company Secretary
Mem.No. 39930

Details of Directors seeking Appointment / Re – appointment

Name of Director	Date of Birth	Brief Resume and Nature of Expertise in Functional Area	List of Directorship / Committee Memberships in other Public Companies
Mr. Jaiprakash Chiripal	02/11/1959	He **has done his Bachelors in Commerce** from Gujarat University. Apart from Shanti Educational Initiatives Limited, he also holds Directorship in Chiripal Poly Films Limited, Chiripal Industries Limited. Having an experience of around 25 years in the textile industry, he is instrumental in setting up the BOPP Project. He is actively involved in Production, Marketing, Human Resource Development of Chiripal Poly Films Limited.	**Other Directorship**: ➢ Chiripal Industries Ltd. ➢ Vraj Integrated Textile Park Ltd. ➢ Dholi Integrated Spinning Park Ltd. ➢ Chiripal Lifestyle Ltd. ➢ Chiripal Energy Ltd. ➢ Chiripal Poly Films Ltd. ➢ Picasso Flexibles Ltd. **Committee positions held in Shanti Educational Initiatives Limited:** ➢ Member – Audit Committee ➢ Chairman – Stakeholders Relationship Committee ➢ Member – Nomination & Remuneration Committee **Committee Positions held in other Public Companies:** NIL
Mr. Chitranjan Singh	23/02/1953	He is the Independent Director of our Company. He has completed his B.Sc (Honours) in Bio Chemistry from Gujarat University. He is retired IPS-Union Public Service Commission (Government of India) Officer.	**Other Directorship**: NIL **Committee positions held in Shanti Educational Initiatives Limited:** ➢ Chairman – Audit Committee ➢ Chairman – Stakeholders Relationship Committee ➢ Member – Nomination & Remuneration Committee **Committee Positions held in other Public Companies:** NIL

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ATTENDANCE SLIP
(To be presented at the entrance)

28th Annual General Meeting of the Company held on Friday, 30th Day of September, 2016 at 11:00 A.M., at "Chiripal House", Near Shivranjani Cross Roads, Satellite, Ahmedabad - 380015

Folio No. _____ DP ID No. _____Client ID No._____

Name of the Member _____
Signature _____

Name of the Proxyholder_____
Signature _____

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

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

SHANTI EDUCATIONAL INITIATIVES LIMITED
PROXY FORM
Form No. MGT-11
Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s) :
Registered Address :
E-mail Id :

Folio No. / Client ID No. : _____ DP ID No_____
I/We, being the member(s) of _____Shares of Shanti Educational Initiative Limited, hereby appoint
1.Name:_____E-mail Id:_____
Address:_____
Signature: _____ or failing him _____

2. Name:_____E-mail Id:_____
Address:_____
Signature: _____ or failing him _____

3. Name:_____E-mail Id:_____
Address:_____
Signature: _____ or failing him _____

As my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 28th Annual General Meeting of the Company held on Friday, 30th Day of September, 2016 at 11:00 A.M., at Chiripal House, Nr. Shivranjani Cross Roads, Satellite, Ahmedabad - 380015 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of audited financial statements for the financial year ended 31st March, 2016 **(ordinary resolution).**
2. To appoint a Director in place of Mr. Jaiprakash D. Chiripal**,** who retires by rotation and being eligible,offers himself for re-appointment **(ordinary resolution).**
3. Ratification of M/s Anil S. Shah & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration **(ordinary resolution).**
4. Appointment of Mr. Chitranjan Singh (DIN: 07300731), as an Independent Director of the Company **(ordinary resolution).**
5. Contribution to Bonafide and Charitable Funds **(ordinary resolution).**

Affix
Revenue
Stamp

Signed this_____day of _____ 2016

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

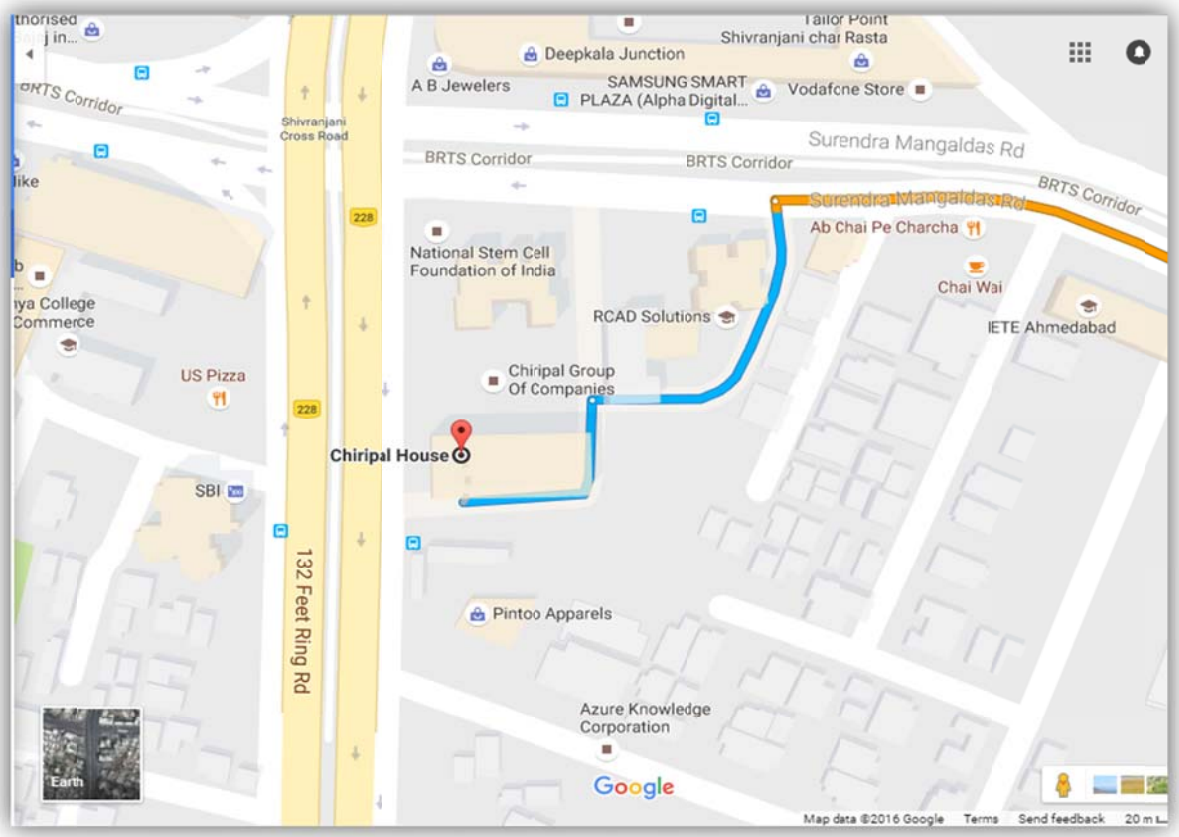
NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at , 283, New Cloth Market, Ahmedabad – 380 002 or Corporate Office of the Company at Shanti Educational Initiatives Limited, Mondeal Square, A Wing, 6th Floor, Prahladnagar, Ahmedabad-380015, not less than 48 hours before the commencement of the Meeting.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.

3. Appointing a Proxy does not prevent a member from attending the meeting in person if he so wishes.

SHANTI EDUCATIONAL INITIATIVES LIMITED

ROUTE MAP TO THE VENUE OF 28TH ANNUAL GENERAL MEETING("AGM")

CHIRIPAL HOUSE, SHIVRANJANI CROSS ROADS, SATELLITE, AHMEDABAD - 380015