

28th
Annual Report
15 16



SHANTI EDUCATIONAL
INITIATIVES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

VINEETA VISHAL CHIRIPAL

Director (DIN: 00155462)

JAIPRAKASH DEVKINANDAN CHIRIPAL

Director (DIN: 00155430)

SURUCHI SANCHIT SARAF

Independent Director (DIN: 07259779)

BINODCHAND AGRAWAL

Independent Director (DIN: 07250959)

(Resigned on 01/07/2015)

CHITRANJAN SINGH

Independent Director (DIN: 07300731)

CHIEF FINANCIAL OFFICER

JAYESHBHAI RAMANBHAI PATEL

COMPANY SECRETARY/

COMPLIANCE OFFICER

DIMPLE RAJENDRASINH PADHIAR

Email: dimple@seil.edu.in

STATUTORY AUDITORS

M/S ANIL S. SHAH & CO.

CHARTERED ACCOUNTANTS

302, SHAILY COMPLEX, OPP. LOHA BHAVAN,

OLD HIGH COURT ROAD, NAVRANGPURA,

AHMEDABAD 380009

Email: anilsshahco@yahoo.com

kprofessionals@yahoo.com,

WEBSITE ADDRESS

www.seil.edu.in

REGISTERED OFFICE ADDRESS

283, NEW CLOTH MARKET,

AHMEDABAD – 380002, GUJARAT

Contact No. : 079 22162006

CORPORATE OFFICE ADDRESS

MONDEAL SQUARE, A WING, 6TH FLOOR,

PRAHLADNAGAR, AHMEDABAD 380015

GUJARAT

Email: info@seil.edu.in

Telephone No.: 079 66177266

Fax- 079 26768656

REGISTRAR & TRANSFER AGENT

LINK INTIME INDIA PRIVATE LIMITED.,

3rd Floor, Shoppers Plaza V, Opp. Municipal

Market, Off. C.G. Road, Navranpura

Ahmedabad 380009

Telephone No.: 079 26465179

Fax- 079 26465179

Email: ahmedabad@linkintime.co.in

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,
Pralhadnagar, Ahmedabad 380015

Contact No. : 079 22162006; Fax 079 – 26768656

Email: info@seil.edu.in ; Website: www.seil.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,
3rd Floor, Shoppers Plaza V, Opp. Municipal Market,
Off. C.G. Road, Navranpura
Ahmedabad – 380009
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.	<p>Other Directorship:</p> <ul style="list-style-type: none"> ➤ 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. <p>Committee positions held in Shanti Educational Initiatives Limited:</p> <ul style="list-style-type: none"> ➤ Member – Nomination & Remuneration Committee <p>Committee Positions held in other Public Companies:</p> <ul style="list-style-type: none"> ➤ Chairman – Share Allotment & Share Transfer Committee ➤ Member – Audit Committee ➤ Member – CSR Committee
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.	<p>Other Directorship: NIL</p> <p>Committee positions held in Shanti Educational Initiatives Limited:</p> <ul style="list-style-type: none"> ➤ Chairman – Audit Committee ➤ Chairman – Stakeholders Relationship Committee ➤ Member – Nomination & Remuneration Committee <p>Committee Positions held in other Public Companies: NIL</p>

DIRECTORS' REPORT

TO,
 THE MEMBERS
 SHANTI EDUCATIONAL INITIATIVES LTD.
 AHMEDABAD

Your Directors take pleasure in presenting their report on the business and operations of your Company for the year ended on 31st March, 2016.

FINANCIAL RESULTS:

FINANCIAL RESULTS	Current Year ended on 31 st March, 2016 Amount	Previous Year ended on 31 st March, 2015 Amount
Income	116347105	66674223
Expense	75862455	56877312
Profit before depreciation	40484650	9796911
Less – depreciation	1046709	921936
Profit after depreciation	39442349	8874975
Less Current Tax	12500000	2900000
Less – Deferred Tax	9875	156093
Profit after taxation	26775431	5818882
Depreciation of earlier years	0	0
Balance of profit / (loss) brought forward	0	0
Balance Carried To Balance Sheet	26775431	5818882

FINANCIAL REVIEW:

Your Company's total income for the year 2015 16 is Rs. 116347105 compared to last year's income of Rs. 66674223. The Profit Before Tax (after depreciation) during the year under review was Rs.39442349 as compared to previous year's figure of Rs. 8874975. Your Company has earned Net Profit of Rs.26775431 against the Net Profit of Rs. 5818882 during the previous year. Your Company expects to achieve better performance during the current year.

DIVIDEND:

To conserve the present resources for better future of the Company, your Directors are not recommending any dividend for the financial year ended on 31st March, 2016.

FIXED DEPOSIT:

The Company has not accepted or renewed any deposits during the year. There are no outstanding and overdue deposits as at 31st March, 2016.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return as on March 31, 2016 in the prescribed Form No. MGT 9, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is attached herewith as 'Annexure I' and forms part of this Report.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the Articles of Association of the Company and the provisions of the Companies Act, Mr. Jaiprakash Chiripal, Director of the Company who retires by rotation from the Board of Directors of the Company at the ensuing Annual General Meeting during the year under review, and offers himself for reappointment.

Mrs. Vineeta Chiripal, was appointed as Managing Director of the Company w.e.f. 01st July, 2015.

Mrs. Suruchi Saraf, was appointed as Independent Director of the Company w.e.f. 03rd August, 2015.

Mr. Binod Agrawal resigned as an Independent Director from the Board with effect from 14th September, 2015. The Board places on record his appreciation and gratitude for his guidance and valueable contribution during their association with the Company.

Mr. Chitranjan Singh was appointed as an Additional Directors with effect from 14th September, 2015, in the capacity of Independent Director. They holds the office upto the date of forthcoming Annual General Meeting and are eligible for appointment as Independent Director.

Mr. Jayesh Patel was appointed as Chief Financial Officer of the Company w.e.f. 01st July, 2015.

Ms. Dimple Padhiar was appointed as Company Secretary of the Company w.e.f. 06th July, 2015.

CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:

An Independent Director shall be a person of integrity and possess appropriate balance of skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing and technical operations or any other discipline related to the Company's business.

DECLARATION OF INDEPENDENCE:

Your Company has received declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under the Section 149(6) of Companies Act, 2013 read with Rules made thereunder.

CRITERIA FOR APPOINTMENT OF MANAGING DIRECTORS / WHOLE TIME DIRECTORS:

The appointment is made pursuant an established procedure which includes assessment of managerial skills, professional behavior, technical skills and other requirements as may be required and shall take into consideration recommendation, if any, received from any member of the Board.

SUBSIDIARY COMPANY:

The Company has no subsidiary as on 31st March, 2016.

REMUNERATION POLICY:

The Company follows a policy on remuneration of Directors and Senior Management Employees, details of the same are given in the Corporate Governance Report.

MEETINGS OF BOARD:

During the financial year, twelve Board Meetings were held, the details of which are provided in Report on Corporate Governance. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of Companies Act 2013, with respect to the Directors' Responsibility Statement, your directors hereby confirm that:

(a) In preparation of the Annual Accounts, the applicable accounting standards have been followed. Necessary explanations are given for material departures, if any;

(b) Such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;

(c) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities;

(d) The Annual Accounts of the Company have been prepared on a going concern basis.

(e) The Directors have laid down internal financial controls, which are adequate and were operating effectively.

(f) The Directors has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. This will ensure legal compliance in all areas of companies operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

The Company was unlisted public company and listed during the year under review on BSE SME Platform on 14th June, 2016.

INITIAL PUBLIC OFFERING:

During the year under review, your Company came up with a Public Issue of 44,00,000 equity shares of Rs.10/ each at a premium of Rs. 80/ per share aggregating to the total issue size of Rs. 3960.00 lakhs consisting of an offer for sale of 36,00,000 equity shares and fresh issue of 8,00,000 equity shares. Subsequently the shares of the company have been listed on SME Platform of BSE Limited on June 14, 2016.

STATUTORY AUDITORS:

The Company's Auditors, M/s. Anil S. Shah & Co., Chartered Accountants, were appointed as Statutory Auditor of the Company at the previous Annual General Meeting of the Company for 5 (five) consecutive years till the conclusion of the 32nd Annual General Meeting, subject to ratification by the Members at each Annual General Meeting. The Members are requested to ratify the appointment of M/s. Anil S. Shah & Co., Chartered Accountants as the Statutory Auditors of the Company for the Financial Years 2016 – 2017.

There are no observations (including any qualification, reservation, adverse remark or disclaimer) of the Auditors in their Audit Report that may call for any explanation from the Directors. Further, the notes to accounts referred to in the Auditor's Report are self explanatory.

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

The Company has not received any significant or material orders passed by any regulatory authority, court or tribunal which shall affect the going concern status of the Company's operations.

ADEQUACY OF INTERNAL FINANCIAL CONTROL:

The Company has clearly defined organization structure and lines of authority and sufficient control is exercised through quarterly and annual business review by the Management. The Company has adopted a well defined system to ensure adequacy and efficacy of the Internal Financial Control function.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, required to be disclosed by Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are provided in the 'Annexure – II' of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

Details of loans and investments by the Company to other bodies corporate or persons are given in notes to the financial statements.

TRANSFER TO RESERVES:

The Company proposes not to carry any amount to its General Reserves and the entire profit is transferred to Reserves & Surplus as Surplus in Statement of Profit and Loss.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES AS PER COMPANIES ACT, 2013:

The Company has entered into transactions with related parties as defined under section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014. All related party transactions that were entered into during the year under the review were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC 2 is not required. The Board has formulated Policy on Related Party Transactions, detailed policy is also available at www.sei.edu.in

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Company has a well defined risk management framework in place. Further, it has established procedures to periodically place before the Board, the risk assessment and management measures.

MANAGEMENT DISCUSSION AND ANALYSIS:

As required under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Management Discussion and Analysis Report of the Company for the year under review is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE REPORT:

A report on Corporate Governance as stipulated in Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. Certificate from the Practising Company Secretary confirming compliance of the conditions of Corporate Governance as stipulated under the aforesaid also forms part of the Annual Report.

SECRETARIAL AUDITORS AND THEIR REPORT:

The following companies are required to obtain Secretarial Audit Report:

1. Every listed company;
2. Every public company having a paid up share capital of fifty crore rupees or more; or
3. Every public company having a turnover of two hundred fifty crore rupees or more.

"Turnover" means the aggregate value of the realisation of amount made from the sale, supply or distribution of goods or on account of services rendered, or both, by the company during a financial year. [Section 2(91)]

The company does not fall under any of the above mentioned categories, hence it need not appoint Secretarial Auditor for the year 2015 2016.

Your company has appointed M/s Geeta Serwani & Associates as the Secretarial Auditor of the Company for the year 2016 17, as for the year 2015 16 company does not fall under any of the above mentioned categories, hence it need not appoint Secretarial Auditor.

PARTICULARS OF EMPLOYEES:

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 has been appended as 'Annexure – III' to this Report.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

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

The summary of sexual harassment complaints received and disposed off during the financial year 2015 – 2016 is as under:

Number of Complaints Received : Nil

Number of Complaints Disposed off : Nil

VIGIL MECHANISM:

Pursuant to provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies(Meeting of Board and its Powers) Rules, 2014 the Board of Directors had approved the Policy on Vigil Mechanism/Whistle Blower Policy. Through this policy Directors, Employees or business associates may report the unethical behavior, malpractices, wrongful conduct, frauds, violations of the Company's code etc. to the Chairman of the Audit Committee.

SHARE CAPITAL:

As on 31st March, 2016, the paid up Equity Share Capital of your Company was Rs. 153000000 (Rupees Fifteen Crores Thirty Lakhs Only). During the year under review the Company has issued 1300000(Thirteen Lakh) equity shares.

DEMATERIALIZATION OF SHARES :

During the year under review, the Company has entered into Tripartite Agreement with both the depositories, National Securities Depository Limited and Central Depository Services (India) Limited for providing Demat facility to its Shareholders. For the purpose the Company has appointed M/s Link Intime (India) Private Limited as its Registrar and Transfer Agent.

STATEMENT PURSUANT TO LISTING AGREEMENT:

The Company's Equity shares are listed at Bombay Stock Exchange Limited (SME Segment). The Annual Listing Fees for the year 2015 16 has been paid.

SHARES:

Buy Back of Securities: The Company has not bought back any of its securities during the year under review.

Sweat Equity: The Company has not issued any sweat equity shares during the year under review.

Bonus Shares: No bonus shares were issued during the year under review.

Employees Stock Option Plan: The Company has not provided any Stock Option Scheme to the employees.

ACKNOWLEDGEMENT:

Your Directors place on records their appreciations for the contributions made by the employees at all levels for their dedicated services enabling the Company to achieve a satisfactory performance during the year under review.

Your Directors also take this opportunity to place on record the valuable co operation and continued support extended by the Company's Bankers, and other business associates.

Date: 23.07.2016
Place: Ahmedabad

By order of the Board of Directors
Vineeta Chiripal
Chairman
DIN: 00155462

ANNEXURE – A to Director’s Report
EXTRACT OF ANNUAL RETURN AS ON 31ST MARCH, 2016
FORM NO. MGT 9

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

REGISTRATION AND OTHER DETAILS

i) CIN		L80101GJ1988PLC010691	
ii) Registration Date		12	5
		Date	Month
			1988
		Year	
iii) Name of the Company		SHANTI EDUCATIONAL INITIATIVES LIMITED	
iv) Category of the Company			
1.	Public Company	✓	
2.	Private Company		
Sub Category of Company			
1.	Government Company		
2.	Small Company		
3.	One Person Company		
4.	Subsidiary of Foreign Company		
5.	NBFC		
6.	Guarantee Company		
7.	Limited by Shares	✓	
8.	Unlimited Company		
9.	Company having Share Capital		
10.	Company not having Share Capital		
11.	Company registered under Section 8		
v) Address of the Registered Office and Contact Details			
Company Name		Shanti Educational Initiatives Limited	
Address		283, New Cloth Market	
Town / City		Ahmedabad	
State		Gujarat	
Pin Code		380002	
Country Name		India	
Country Code		IND	
Telephone with STD Area Code Number		079 22162006	
Fax Number			
Email Address		dimple@sei.edu.in	
Website, if any			
Name of the Police Station having jurisdiction where the Registered Office is situated		Kagda Pith Police Station	

PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of your Company shall be stated:

Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the Company
Education & related activities	85	100%

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Shanti Educational Initiatives Limited does not have any holding, subsidiary or associate company.

SHAREHOLDING PATTERN (Equity share capital break up as percentage to total equity)
(i) Category wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2015)				No. of Shares held at the end of the year (as on 31.03.2016)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	10900000	10900000	77.86	10000000	900000	10900000	71.24	6.62
b) Central Govt	0	0	0	0	0	0	0	0	
c) State Govt(s)	0	0	0	0	0	0	0	0	
d) Bodies Corp	0	3092500	3092500	22.09	3092500	0	3092500	20.21	1.88
e) Banks / FI	0	0	0	0	0	0	0	0	
f) Any Other	0	0	0	0	0	0	0	0	
Sub total(A)(1):	0	13992500	13992500	99.95	13092500	900000	13992500	91.45	8.50
2) Foreign									
a) NRIs Individuals	0	0	0	0	0	0	0	0	
b) Other Individuals	0	0	0	0	0	0	0	0	
c) Bodies Corp.	0	0	0	0	0	0	0	0	
d) Banks / FI	0	0	0	0	0	0	0	0	
e) Any Other....	0	0	0	0	0	0	0	0	
Sub total (A)(2):	0	0	0	0	0	0	0	0	
Total Promoters Shareholding (A)=(A)(1)+ (A)(2)	0	13992500	13992500	99.95	13092500	900000	13992500	91.45	8.5
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	
b) Banks / FI	0	0	0	0	0	0	0	0	
c) Central Govt	0	0	0	0	0	0	0	0	
d) State Govt(s)	0	0	0	0	0	0	0	0	
e) Venture Capital Funds	0	0	0	0	0	0	0	0	
f) Insurance Companies	0	0	0	0	0	0	0	0	
g) FIs	0	0	0	0	1300000	0	1300000	8.50	(8.50)
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	
i) Others (specify)	0	0	0	0	0	0	0	0	
Sub total (B)(1)	0	0	0	0	1300000	0	1300000	8.50	(8.50)

2. Non Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	
(i) Indian	0	0	0	0	0	0	0	0	
(ii) Overseas	0	0	0	0	0	0	0	0	
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	7500	7500	0.05	5000	2500	7500	0.05	
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0	0	
c) Others(Specify)									
(i) Non Resident Indian	0	0	0	0	0	0	0	0	
(ii) Overseas Corporate Bodies	0	0	0	0	0	0	0	0	
(iii) Foreign Nationals	0	0	0	0	0	0	0	0	
(iv) Clearing Members	0	0	0	0	0	0	0	0	
(v) Trust	0	0	0	0	0	0	0	0	
(vi) Foreign Bodies	0	0	0	0	0	0	0	0	
Sub total (B)(2)	0	7500	7500	0.05	5000	2500	7500	0.05	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	7500	7500	0.05	1305000	2500	1307500	8.55	(8.50)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	0	14000000	14000000	100	14397500	902500	15300000	100	0

(ii) Shareholding of Promoters:

Sr. No.	Name of Shareholders	No. of Shares held at the beginning of the year (As on 01.04.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the Year
		Demat	Physical	Total	% to Total Shares	Demat	Physical	Total	% to Total Shares	
1	Vedprakash Chiripal	0	850000	850000	6.07	850000	0	850000	5.56	0.51
2	Vishal Chiripal	0	800000	800000	5.71	800000	0	800000	5.23	0.48
3	Brijmohan Chiripal	0	800000	800000	5.71	800000	0	800000	5.23	0.48
4	Vineeta Chiripal	0	480000	480000	3.43	480000	0	480000	3.14	0.29
5	Ronak Agarwal	0	1000000	1000000	7.14	1000000	0	1000000	6.54	0.60
6	Savitridevi Chiripal	0	950000	950000	6.79	950000	0	950000	6.21	0.58
7	Jyotiprasad Chiripal	0	650000	650000	4.64	650000	0	650000	4.25	0.39
8	Urmiladevi Chiripal	0	750000	750000	5.36	750000	0	750000	4.90	0.46
9	Deepak Chiripal	0	840000	840000	6.00	840000	0	840000	5.49	0.51
10	Jaiprakash Chiripal	0	700000	700000	5.00	700000	0	700000	4.58	0.42
11	Manjudevi Chiripal	0	800000	800000	5.71	800000	0	800000	5.23	0.48
12	Vansh Chiripal	0	1000000	1000000	7.14	100000	900000	1000000	6.54	0.60
13	Pritidevi Chiripal	0	800000	800000	5.71	800000	0	800000	5.23	0.48
14	Nitika Chiripal	0	480000	480000	3.43	480000	0	480000	3.14	0.29
15	Chiripal Exim LLP	0	1298500	1298500	9.28	1298500	0	1298500	8.49	0.79
16	Devkinandan Corporation LLP	0	1223070	1223070	8.74	1223070	0	1223070	7.99	0.75
17	Kautilya Traders Pvt. Ltd.	0	347500	347500	2.48	347500	0	347500	2.27	0.21
18	Tripoli Management Pvt. Ltd.	0	223430	223430	1.60	223430	0	223430	1.46	0.14

(iii) Change in Promoters Shareholding: (please specify, if there is no change)

Note: There is no change in the number of shares held by the promoters of the Company.

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholders Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Albula Investment Fund Limited				
	At the beginning of the year			1300000	8.50
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year			1300000	8.50
2.	Devender Jain				
	At the beginning of the year	2500	0.02	2500	0.02
	Acquired shares through transfer of Shares from Gunjan Jain on 02.02.2016			2500	0.02
	At the End of the year			5000	0.04
3.	Sushma Jain				
	At the beginning of the year	2500	0.01	2500	0.01
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	2500	0.01	2500	0.01
4.	Gunjan Jain				
	At the beginning of the year	2500	0.02	2500	0.02
	Transferred 2500 shares to Devendra Jain on 02.02.2016	2500	0.02	2500	0.02
	At the End of the year				

Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the Company	No. of Shares	% of total Shares of the Company
1	Mr. Jaiprakash Chiripal	700000	5.00	700000	4.58
2	Mrs. Vineeta Chiripal	480000	3.43	480000	3.14
3	Mrs. Suruchi Saraf		Nil		
4	Mr. Chitranjan Singh		Nil		
5	Mr. Jayesh Patel		Nil		
6	Ms. Dimple Padhiar		Nil		

INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01 04 2015)				
Principal Amount	-	25,85,68,631	-	25,85,68,631
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	25,85,68,631	-	25,85,68,631
Change in Indebtedness during the financial year 2015 16				
Addition	-	-	-	-
Reduction	-	15,65,57,637	-	15,65,57,637
Net Change	-	15,65,57,637	-	15,65,57,637
Indebtedness at the end of the financial year (31 03 2016)				
Principal Amount	-	10,20,10,994	-	10,20,10,994
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	10,20,10,994	-	10,20,10,994

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time Directors and/or Manager (` in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total
		(MD) Mrs. Vineeta Chiripal	(Director) Mr. Jaiprakash Chiripal	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	3.16		3.16
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	As % of profit			
	Others, specify			
5	Others, please specify			
	Contribution to Provident Fund	0.43		0.43
	Total	3.60		3.60
	Ceiling as per Act	10% of the Net Profit of the Company		

B. Remuneration to other Directors

(` in lacs)

Sr. No.	Name of Directors	Fees for attending board / Committee meetings	Particulars of Remuneration Commission paid for financial year	Others, please specify	Total
1	Mrs. Suruchi Saraf	0.18			0.18
2	Mr. Chitranjan Singh	0.18			0.18
	Total (B)	0.36			0.36
	Overall Ceiling as per Act	1% of the Net Profit of the Company			

c. Remuneration to Key Managerial Personnel other than MD/WTD/Manager (in lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Jayesh Patel (CFO)	Ms. Dimple Padhiar (CS)	
1	Gross Salary			
	A. Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	4.32	1.87	6.19
	B. Value of perquisites u/s 17(2) of the Income Tax Act, 1961			
	C. Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commission			
	As % of profit			
	Others, specify			
5	Others, please specify			
	Contribution to Provident Fund			
	Total	4.32	1.87	6.19

D. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year under review, the Company or any of its Directors were not liable for any penalty, punishment or any compounding offences under the Companies Act, 2013.

ANNEXURE II

Details of Conservation of energy, technology absorption, foreign exchange earnings and outgo
[Pursuant to Section 134(3)(m) of the Companies Act, 2013 and rule 8(3) of the Companies (Accounts)
Rules, 2014]

A. CONSERVATION OF ENERGY:

- i. the steps taken or impact on conservation of energy : N.A.
- ii. the steps taken by the unit for utilizing alternate sources of energy : N.A.
- iii. the capital investment on energy conservation equipments: N.A.

B. TECHNOLOGY ABSORPTION:

- i. the efforts made towards technology absorption: N.A.
- ii. the benefits derived as a result of above efforts: N.A.
- iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.
- iv. the expenditure incurred on Research and Development: N.A.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year, the Foreign Exchange outgo was NIL (P.Y. Rs.3020002) and the foreign exchange earned was NIL (P.Y. Rs.7805)

ANNEXURE III

[Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- i. No. of permanent employees on the rolls of the Company: 91
- ii. The percentage increase in the median remuneration of employees in F.Y. 2016 stood at 5.85%
- iii. Ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year 2015 16:

Sr. No.	Name	Category	Ratio
1.	Mrs. Vineeta Chiripal	Managing Director	1.75:1

Note: For this purpose, sitting fees paid to the Directors have not been considered as remuneration

- iv. The percentage of increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2015 16:

Sr. No.	Name	Category	%
1.	Mrs. Vineeta Chiripal	Managing Director	Nil
2.	Mr. Jayesh Patel	Chief Financial Officer	Nil
3.	Ms. Dimple Padhiar	Company Secretary	Nil

- v. The explanation on the relationship between average increase in remuneration and Company's performance: Company's Profit before Tax has grown from Rs.88.75 Lacs during 2014 15 to Rs. 394.42 Lacs during 2015 16, against which the increase in Employee expense is 22.92 %.

- vi. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company (PAT):

Sr. No.	Name	Category	%
1.	Mrs. Vineeta Chiripal	Managing Director	1.51
2.	Mr. Jayesh Patel	Chief Financial Officer	1.61
3.	Ms. Dimple Padhiar	Company Secretary	0.84

- vii. Variation in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	31.03.2016	31.03.2015
Market Capitalization of the Company (Rs. in Lacs)	N.A.	N.A.
Issued Capital (in Nos.)	15300000	14100000
*Closing Price at BSE Ltd (in Rs.)	N.A.	N.A.
Earnings Per Share (in Rs.)	1.87	0.42
Price Earnings Ratio as at the closing date	N.A.	N.A.

*Not applicable as the Company been listed on 14th June, 2016

- viii. Average percentage increase already made in the salaries of employees other than the managerial remuneration in comparison with the last financial year: 11.76%
- ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: 1:4.17
- x. The key parameters for any variable component of remuneration availed by the directors: N.A.
- xi. Affirmation that the remuneration is as per the remuneration policy of the company: It is affirmed that the remuneration is as per the Remuneration Policy of the Company

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Management Discussion and Analysis is part of Directors Report for the Year Ended 31st March, 2016.)

Unless indicated otherwise, the following discussion of our financial condition and results of operation is based on the audited financial statements for our Company for the year ended on 31st March, 2016, including annexures, schedules and notes thereon and the report thereon appearing in the Annual Financial Statements are prepared in accordance with the Companies Act and Indian GAAP, in each case, to comply with Accounting Standards and the relevant provisions of the Companies Act, 2013,

Business Overview

Our Company is a growing educational sector company, which is the key to nation building. New opportunities in the pre school segment include teacher's training, inclusion of day care services, provisioning of after school extra curricular activities and edutainment products.

Our Company also intends to exploit the opportunities that are available in the Education Sector and our operations will cover all aspects for development of Education.

Pre school Education

Indian pre schools market is experiencing rapid growth, even among small towns and non metros due to rising number of working mothers, increasing trend of nuclear families and escalating demand for high quality pre school education for toddlers.

Competition

The industry in which we operate is highly competitive and fragmented. The organized players in the industry compete with each other by providing high quality education and value added services. We have a number of competitors offering services similar to us. We believe that the principal elements of competition in educational sector are quality education, method of teaching, proper infrastructure and other related facilities and services.

General Economic and Business Conditions

As a Company with its complete operations in India, we are affected by general economic conditions in the country and in particular economic factors that affect the education sector in India.

Our Strength

- Significant experience and strong presence in Gujarat & other regions of India.
- Good Reputation and Brand Image.
- Experienced execution team & associates.

Internal Control System and Adequacy

The Company has an adequate internal control system commensurate with its size and the nature of its business in order to achieve efficiency in operation and optimum utilization of resources. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

Discussion on financial performance with respect to operational performance

The Company has not incurred losses during the year under review.

Financial Results

FINANCIAL RESULTS	Current Year ended on 31st March, 2016 Amount	Previous Year ended on 31st March, 2015 Amount
Income	116347105	66674223
Expense	75862455	56877312
Profit before depreciation	40484650	9796911
Less – depreciation	1046709	921936
Profit after depreciation	39442349	8874975
Less Current Tax	12500000	2900000
Less – Deferred Tax	9875	156093
Profit after taxation	26775431	5818882
Depreciation of earlier years	0	0
Balance of profit / (loss) brought forward	0	0
Balance Carried To Balance Sheet	26775431	5818882

Development in Human Resources

Management is successful in building experienced team and nurture them to be leaders. Since the management has a long term vision, the challenge to recruit employees with the right knowledge and skill is very important.

Human Resources and Industrial Relations

During the year under review, your company had cordial and harmonious industrial relations at all the levels of organization. The employees have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights.

Forward looking and cautionary statements

Certain statements made in this report, are forward looking statements and actual results may differ from such expectations or projections about the future, as several factors would make significant difference to the Company's operations such as economic conditions affecting demand and supply, government's regulations, level of competitions prevailing at the relevant times, etc. The Company assumes no responsibility to public amend, modify or revise any such statements on the basis of subsequent developments, information or events.

Date: 23.07.2016
Place: Ahmedabad

By order of the Board of Directors
Vineeta Chiripal
Chairman
DIN: 00155462

REPORT ON CORPORATE GOVERNANCE

(The Report on Corporate Governance forms part of the Directors Report for the year Ended on 31st March, 2016)

Pursuant to Schedule V(C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Corporate Governance is given below

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is based on a combination of voluntary practices and compliance with laws and regulations, principles of integrity, fairness, equity, transparency, accountability, effective strategies and policies which are constantly review and strengthened to be in alignment with market realities and overall management of the organization. Shanti Educational Initiatives Limited recognizes that good Corporate Governance is a continuing exercise and lead to long term shareholder value and enhances interest of all stakeholders.

Company has adopted the code of conduct which is applicable to all Board Members and Senior Management and is posted on the website of the Company. The Company has also placed a code for Practices and Procedures for Fair Disclosures on website.

The equity shares of the Company are listed on SME Platform of the BSE Limited w.e.f. 14th June, 2016. Pursuant to provisions of Clause 52 of the SME Listing Agreement, a report on Corporate Governance for the financial year ended on 31st March, 2016 is furnished below:

II. BOARD OF DIRECTORS

Composition of the Board:

The Board of Directors of the Company has an optimum combination of Executive, Non Executive and Independent Directors. As on 31st March, 2016, the Board comprises of 4 (four) Directors, out of which 2 (two) are Executive Non Independent Directors and 2 (two) are Non Executive Independent Directors. The Composition of the Board is in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The names and categories of the Directors on the Board as on 31st March, 2016, their attendance at the Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and Committee Memberships held by them in other companies are given below:

Sr. No.	Name of Directors	Category of Directors	Attendance		Directorship in other Public Companies*	Committee Positions**	
			Board	Last AGM		Chairman	Member
1.	Mrs. Vineeta Chiripal DIN: 00155462	Managing Director	12	Yes			2
2.	Mr. Jaiprakash Chiripal DIN: 00155430	Director	12	Yes	6	1	4
3.	Mr. Bimalkumar Balasaria*** DIN: 00156535	Non Executive & Independent	12	N.A.			
4.	Mr. Binod Agrawal**** DIN: 07250959	Non Executive & Independent	12	Yes			
5.	Mrs. Suruchi Saraf***** DIN:07259779	Non Executive & Independent	3	Yes	1	1	4
6.	Mr. Chitranjan Singh DIN: 07300731	Non Executive & Independent	3	N.A.		2	1

- * The Directorship held by Directors as mentioned above, does not include Alternate Directorships, Companies registered under Section 25 of the Companies Act, 1956/ Section 8 of the Companies Act, 2013 and Private Limited Companies.
- ** Includes only Audit Committee and Stakeholders' Relationship Committee.
- *** resigned w.e.f. 1st July, 2015
- **** appointed w.e.f. 1st July, 2015 & resigned w.e.f. 14th September, 2015
- ***** appointed w.e.f. 3rd August, 2015
- ***** appointed w.e.f. 14th September, 2015

Board Meetings:

During the year, 12 (twelve) Board Meetings were held on 22nd April, 2015, 15th May, 2015, 20th June, 2015, 01st July, 2015, 03rd August, 2015, 14th September, 2015, 29th October, 2015, 28th November, 2015, 31st December, 2015, 06th January, 2016, 09th February, 2016 & 28th March, 2016 respectively.

The gap between two meetings did not exceed one hundred and twenty days. The agenda is circulated well in advance to the Board members. The items in the agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. The Company did not have any pecuniary relationship or transactions with Non Executive Directors during the year ended 31st March, 2016 except for payment of sitting fees.

The necessary quorum was present for all the meetings.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 21st January, 2016, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
 - Evaluation of the performance of Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
 - Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
- All the Independent Directors were present at the Meeting.

III. COMMITTEES OF THE BOARD

The Board has constituted various Committees of Directors as to effectively focus in activities falling within their terms of references. The minutes of the meeting of all the Committees of the Board are placed before the Board for discussion/noting. The Board Committees can request special invitees to join the meeting, as appropriate.

Audit Committee

The composition and terms of reference of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and with Clause 52 of the Listing Agreement. The scope of activities of Audit Committee broadly include review reports and to discuss the same with them periodically, to meet Statutory Auditors to discuss their findings / suggestions, to review financial reporting systems and internal control systems, to review quarterly / half yearly / annual financial results and other matters. The Chairman of the Committee was present at the last Annual General Meeting.

Audit Committee Meetings:

During the year under review, the Committee met 2 (two) times during the year under review.

Name of the Committee Members along with their attendance is given below:

Sr. No.	Name of the Member	Designation	No. of meeting attended
1.	Mr. Chitranjan Singh	Chairman	2
2.	Mrs. Suruchi Saraf	Member	2
3.	Mrs. Vineeta Chiripal	Member	2

Role of Audit Committee:

- (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.

IV. NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference:

Terms of reference of the Committee, includes considering the matters relating to the Company's policies on remuneration payable and determining the package to the Managing Director and Executive Director, commission to be paid to the Directors and other matters specified in section 178 of the Companies Act, 2013 and Clause 52 of the Listing Agreement.

Nomination & Remuneration Committee Composition, Meetings held and attendance:

Composition:

The Committee consists of three Directors. The Chairman of the Committee is an Independent Director.

Meetings:

During the year under review, the Committee met 2 (Two) times during the year under review.

Name of the Committee Members along with their attendance is given below:

Sr. No.	Name of the Member	Designation	No. of meeting attended
1.	Mrs. Suruchi Saraf	Chairman	2
2.	Mr. Chitranjan Singh	Member	2
3.	Mr. Jaiprakash Chiripal	Member	2

Role of Nomination and Remuneration Committee:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) 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.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Remuneration Policy for Executive and Non Executive and Independent Directors are as follows:

Executive Directors:

The remuneration payable to executive directors shall be paid in consultation with the Nomination & Remuneration Committee who decides the remuneration structure for Executive Directors by considering the financial position of the company, qualification, experience of the directors, trend in the industry, past performance, past remuneration and limits prescribed for remuneration of Executive Directors i.e 10 % of net profit of the company calculated in the manner prescribed under the Companies Act and subject to necessary approvals thereunder. The Nomination & Remuneration Committee ensures that remuneration if any payable to executive directors does not exceeds the prescribed limits.

Non Executive and Independent Directors:

The Non Executive and Independent Directors of the Company may be paid remuneration periodically or may be paid commission within the overall limit of 1% of the Net Profit of the Company calculated in the manner prescribed under the Companies Act and subject to necessary approvals thereunder. In addition to commission if any, Non Executive Directors are paid sitting fees and actual reimbursement of expenses incurred for attending each meeting of the Board and Committees. The Nomination & Remuneration Committee ensures that if any such commission payable should not exceed the prescribed limits under the Companies Act.

Remuneration to Directors

1. Details of Remuneration paid to the Directors during the Financial Year 2015 16 are as follows:
 (Rs. in lacs)

Sr. No.	Name of Directors	Salaries and Perquisites (Rs)	Sitting Fees (Rs)	Commission (Rs)	No. of Shares held
1.	Mrs. Vineeta Chiripal	3.60			480000
2.	Mr. Jaiprakash Chiripal				700000
3.	Mrs. Suruchi Saraf		0.18		
4.	Mr. Chitranjan Singh		0.18		

V. STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of Reference:

The Stakeholders Relationship Committee deals with all matters relating to Stakeholders/Investors Grievance and its redressal.

Meetings:

During the year under review, the Committee 2 (Two) times during the year under review.

Name of Committee members:

Sr. No.	Name of the Member	Designation	No. of meeting attended
1.	Mr. Chitranjan Singh	Chairman	2
2.	Mrs. Suruchi Saraf	Member	2
3.	Mrs. Vineeta Chiripal	Member	2

Stakeholders Grievance Redressal:

During the year ended 31st March, 2016, no Shareholders' Complaints were received by the Company.

VI. INFORMATION ON GENERAL MEETINGS OF THE COMPANY:

a. Annual General Meeting (AGM):

Financial Year	Date	Time	Venue	No. of Special Resolutions passed
2012 13	30 th September, 2013	12:30 p.m.	283, New Cloth Market, Ahmedabad 380002	
2013 14	30 th September, 2014	12:30 p.m.	283, New Cloth Market, Ahmedabad 380002	
2014 15	19 th August, 2015	11:00 a.m.	283, New Cloth Market, Ahmedabad 380002	7

b. Extraordinary General Meeting (EGM):

One Extraordinary General Meeting of the shareholders of the Company was held during the year under review.

The Company has not passed any resolution through postal ballot during the year under reference.

VII. DISCLOSURES:

- i. The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of transaction between the Company and the related parties are given under Notes to the Financial Statement for the year ended March 31, 2016.
- ii. No penalties have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets.
- iii. All Accounting standard mandatorily required have been followed in preparation of financial statements and no deviation has been made in following the same.
- iv. The Company has adopted a Code of Conduct for Prevention of Insider Trading ("The Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation. The Code is amended from time to time in accordance with the changes brought in by SEBI in the Insider Trading Regulations.
- v. Vigil Mechanism / Whistle Blower Policy.
The Company has in place a Whistle Blower Policy for Directors and Employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethical policy. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.
- vi. Reconciliation of Share Capital Audit
Audit for reconciliation of share capital of the Company to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The audit confirmed that the total issued/paid up capital is in agreement with the total number of dematerialized shares held with NSDL and CDSL.

VIII. MEANS OF COMMUNICATION:

The Board of Directors of the Company approves and takes on record the half yearly and annual results and announces forthwith results to the Stock Exchange, where the shares are listed. Also the results are displayed on the Company's website www.sei.edu.in

IX. CODE OF CONDUCT:

The Board of Directors of the Company has laid down a Code of Conduct for all the Board Members and Senior Management Personnel of the Company. The Board Members and the Senior Management personnel have affirmed compliance with the code for the year 2015 - 16. The said Code of Conduct has been posted on the website of the Company. A declaration to this effect, is annexed and forms part of this report.

X. SUBSIDIARY COMPANIES

The Company does not have any Subsidiaries.

XI. SHAREHOLDERS GENERAL INFORMATION

i. 28th Annual General Meeting

Date	Friday, 30 th September, 2016
Time	11:00 A.M.
Venue	Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad 380015
Date of Book Closure	26 th September, 2016 to 30 th September, 2016 (both days inclusive)
Dividend Payment Date	NIL

ii. Tentative Financial calendar for the year 2016 17

Financial Year	1 st April, 2016 – 31 st March, 2017
First Half year results	Second Week of November, 2016
Results for the year end	Third Week of May, 2017

ix. Share Transfer System

The transfer takes place instantaneously between the transferor, transferee and the Depository Participant through electronic debit / credit of the accounts involved except in the shares which are held in the physical form. The process of the dematerialization of the same will also be insisted to the shareholder.

x. Registrars and Transfer Agents:

Name and Address : Link Intime India Private Limited
3rd Floor, Shoppers Plaza V, Opp. Municipal
Market, Off. C.G. Road, Navranpura
Ahmedabad 380009
Phone : +91 – 79 26465179
Fax : +91 – 79 26465179
Email : ahmedabad@linkintime.co.in
Website : www.linkintime.co.in

xi. Name, designation and address of the Compliance Officer:

Ms. Dimple Padhiar
Company Secretary
Mondeal Square, A Wing, 6th Floor,
Prahladnagar,
Ahmedabad – 380015
Phone: + 91 79 66177266
Fax: +91 – 79 26768656
Email: dimple@sei.edu.in

xii. Address for correspondence:

Registered office :
283, New Cloth Market
Ahmedabad – 380002
Phone: + 91 79 22162006
Fax: +91 – 79 26768656
Email: dimple@sei.edu.in
Website: www.sei.edu.in

Corporate Office:
Shanti Educational Initiatives Limited
Mondeal Square, A Wing, 6th Floor,
Prahladnagar,
Ahmedabad – 380 015
Phone: + 91 79 – 66177266
Fax: +91 – 79 26768656

**DECLARATION AS REQUIRED UNDER SCHEDULE V PART D OF THE
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

All Directors and Senior Management members of the Company have affirmed compliance with Code of Conduct for Directors and Senior Management of Shanti Educational Initiatives Limited for the year ended March 31, 2016.

For Shanti Educational Initiatives Limited

**Date: 23rd July, 2016
Place: Ahmedabad**

**Vineeta Chiripal
Chairman
DIN: 00155462**

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
SHANTI EDUCATIONAL INITIATIVES LIMITED
(CIN L80101GJ1988PLC010691)
AHMEDABAD

I have examined the compliance of conditions of Good Corporate Governance by SHANTI EDUCATIONAL INITIATIVES LIMITED for the year ended on 31st March 2016 on the following clauses of Companies Act 2013 –

- Composition of Board of Directors
- Non executive directors' compensation and disclosures
- Meeting of Board of Directors and procedure adopted
- Code of Conduct adopted by Board of Directors
- Composition of Qualified and Independent Audit Committee
- Meeting of Audit Committee and procedure adopted
- Powers of Audit Committee
- Role of Audit Committee
- Review of information by Audit Committee
- Disclosures of Basis of related party transactions
- Disclosure of Accounting Treatment.
- Disclosure of Risk management
- Disclosure of Proceeds from public issues, rights issues, preferential issues etc.
- Disclosure of Remuneration of Directors
- Disclosure of appointment , composition and remuneration of CEO/CFO and other key managerial person

The compliance of Good Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the good Corporate Governance is followed by the company.

It is neither an audit nor an expression of opinion on the financial statements of the Company. In my opinion and to the best of my information and according to the explanations given to us, I certify that the Company has complied Good Corporate Governance as stipulated in the above mentioned items.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Geeta Serwani & Associates
(Practicing Company Secretary)
Proprietor
ACS: 24479
CP: 8842

Date : 02.09.2016

CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER TO THE BOARD
(Under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

We, the undersigned certify that:

- a) We have reviewed financial statements for the year and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements give a true and fair view of the state of affairs of Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including Accounting Standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept overall responsibility for the Company's internal control system for financial reporting. This is monitored by the internal audit function, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal audit works with all levels of management and statutory auditors, and report significant issues to the Audit Committee of the Board. The auditors and audit committee are apprised of any corrective action taken with regard to significant deficiencies and material weaknesses.
- d) We indicate to the Auditors and to the Audit Committee:
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year;
 - iii) instances of significant fraud of which we have become aware of and which involve management or other employees who have a significant role in the Company's internal control system over the financial reporting.

However, during the year there were no such changes or instances.

For Shanti Educational Initiatives Limited

Date: 23rd July, 2016
Place: Ahmedabad

Vineeta Chiripal Jayesh Patel
Managing Director Chief Financial Officer