

SECRETARIAL COMPLIANCE REPORT
OF
SHANTI OVERSEAS (INDIA) LIMITED
FOR THE YEAR ENDED 31.03.2022

CIN: L51211MP2011PLC025807

NSE SYMBOL: SHANTI

TO
THE BOARD OF DIRECTORS
SHANTI OVERSEAS (INDIA) LIMITED
215-216, VIKRAM TOWER,
1ST FLOOR, SAPNA SANGEETA ROAD,
INDORE MP 452001 IN

I, Archna Maheshwari, Practicing Company Secretary, (PCS-12034) proprietor of M/s. Archna Maheshwari & Co., have examined:

- (a) all the documents and records made available to me and explanation provided by **SHANTI OVERSEAS (INDIA) LIMITED** ("the Listed Entity"),
- (b) the filings/ submissions made by the Listed entity to the Stock Exchange,
- (c) website of the Listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Listed Entity, as there was no such transaction during the Review Period);

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Listed Entity, as there was no such transaction during the Review Period);

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Listed Entity, as there was no such transaction during the Review Period);

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Listed Entity, as there was no such transaction during the Review Period);

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable to the Listed Entity, as there was no such transaction during the Review Period);

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/guidelines issued thereunder;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and circulars/guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

(a) The Listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

(b) The Listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) There were no actions taken against the Listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchange (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the Review Period, since this is the first Secretarial Compliance Report of the Listed Entity as the securities of the Listed Entity are admitted to dealing on the Capital Market Segment (Main Board) of the Stock Exchange with effect from 16th September, 2021.

- (e) The reporting clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable during the Review Period.

Place: Indore
Date: 25/05/2022

For Archna Maheshwari & Co.
Company Secretaries

Archna Maheshwari
Proprietor
FCS No.: 9436, CP No.: 12034
UDIN: F009436D000386001