



SHANTI OVERSEAS (INDIA) LIMITED

Registered Office: 10, Khajuri Bazar, Indore-452002 MP IN | Tel.: +91-731-4020586

Email ID: cs@shantioverseas.com | **Website:** www.shantioverseas.com

Corporate Identification Number (CIN): L74110MP2011PLC025807

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended, and any applicable Circulars issued by the Ministry of Corporate Affairs, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Friday, May 16, 2025, at 09:00 A.M. (IST)	Saturday, June 14, 2025, at 05:00 P.M. (IST)

To,
The Member(s),

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Shanti Overseas (India) Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("e-voting"), pursuant to Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company, the Registrar and Transfer Agent ('RTA'), or the Depositories. Accordingly, a physical copy of the Notice, along with the Postal Ballot Form and a pre-paid business reply envelope, is not being sent to the Members for this Postal Ballot. The communication of assent or dissent by the members shall take place only through the remote e-voting system. If your e-mail address is not registered with the Company, RTA, or Depositories, please follow the process

provided in the notes to receive this Postal Ballot Notice. The Notice is also available on the Company's website at: <https://www.shantioverseas.com>. An explanatory statement, pursuant to Sections 102, 110, and other applicable provisions of the Act, pertaining to the resolution(s) that set out the material facts and the reasons/rationale thereof, is appended to this Postal Ballot Notice for your consideration and forms a part of this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company, has appointed Mr. Miheh Halani, Proprietor of M/s Miheh Halani & Associates (COP No. 12015), Practicing Company Secretaries, as the Scrutinizer(s) to conduct the Postal Ballot through the remote e-voting process in a fair and transparent manner.

The remote e-voting period shall commence from 9:00 A.M. IST on Friday, May 16, 2025, and shall end at 5:00 P.M. IST on Saturday, June 14, 2025, 2025. The Scrutinizer will submit his report to the Chairman, Executive Director, or Company Secretary of the Company upon completion of the scrutiny of the votes cast through Remote e-Voting. The results of the Postal Ballot will also be communicated to the stock exchanges within two working days from the last date of e-voting.

The said results, along with the Scrutinizer's Report, shall be intimated to National Stock Exchange of India Limited ("NSE"), where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website at <https://www.shantioverseas.com> and on the website of the RTA, MUFG Intime India Private Limited (formerly Link Intime India Private Limited), at <https://instavote.linkintime.co.in/>.

SPECIAL BUSINESS

- To appoint Mr. Manish Harishankar Dubey (DIN 09582612) as a Managing Director and Chairman of the Company, and, in this regard, to consider and, if thought fit, pass the following resolution as a Special Resolution:**

"RESOLVED that, pursuant to the provisions of Sections 2(51), 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any amendment thereto or re-enactment thereof for the time being in force) and subject to such other approvals / permissions, if any, as may be required, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director Mr. Manish Harishankar Dubey (DIN 09582612) be and is hereby appointed as the Managing Director and Chairman of the Company, for a term of five (5) years, commencing from March 17, 2025 to March 16, 2030, on such terms and conditions, including remuneration, as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to

include any Committee constituted / to be constituted by the Board) be and is hereby authorised to vary, alter, enhance, or widen the scope of remuneration (including fixed salary, incentives & increments thereto and retirement benefits) payable to Mr. Manish Harishankar Dubey during his tenure to the extent permitted under Section 197 read with Schedule V of the Act and other applicable provisions, if any, of the Act, without being required to seek any further consent or approval of the member(s) of the Company or otherwise to the end intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, provided, however, that any such increase shall not exceed any amount permitted to be paid to Mr. Manish Harishankar Dubey under applicable law without obtaining requisite approvals.

RESOLVED FURTHER that notwithstanding anything to the contrary contained hereinabove or in the terms and conditions of his appointment, where in any financial year, during the tenure of Mr. Manish Harishankar Dubey as the Managing Director of the Company, the Company has no profits or its profits are inadequate, the aforesaid remuneration including the perquisites shall be paid/payable to Mr. Manish Harishankar Dubey as per the provisions of Schedule V of the Act and the rules made thereunder or any statutory modification or re-enactment thereof.

RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, agreements, contracts, letters and such other papers as may be

necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to this resolution, including agreeing to such amendment(s)/modification(s) in the aforesaid clauses as may be required by any authority or as may be deemed fit by the Board, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard in conformity with the provisions of the Act, Listing Regulations, the Memorandum and Articles of Association of the Company and other applicable laws.”

2. **To appoint Ms. Tejal Dinkar Vaze (DIN 10957212) as an Independent Director of the Company, and, in this regard, to consider and, if thought fit, pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Tejal Dinkar Vaze (DIN: 10957212), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from March 17, 2025 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from March 17, 2025 to March 16, 2030.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

3. **To appoint Mr. Ashish Kumar Naik (DIN 10955244) as a Non-Executive Director of the Company, and, in this regard, to consider and, if thought fit, pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory amendment(s), modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Mr. Ashish Kumar Naik (DIN 10955244) who was appointed by the Board of Directors as an Additional Director of the Company with effect from May 07, 2025, in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, on such terms and conditions and remuneration

and fees as may be determined by the Board on recommendation of the Nomination and Remuneration Committee.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

4. **To appoint Mr. Digvijay D. Singh (DIN 10943075) as an Independent Director of the Company, and, in this regard, to consider and, if thought fit, pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Digvijay D. Singh (DIN: 10943075), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from May 7, 2025 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of five years with effect from May 7, 2025 to May 06, 2030.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution.”

**By Order of the Board of Directors
For Shanti Overseas (India) Limited**

Sd/-

**Manish Harishankar Dubey
Managing Director
DIN: 09582612**

Indore, May 07, 2025

Registered Office:

10, Khajuri Bazar, Indore-452002 MP IN.
CIN: L74110MP2011PLC025807
Tel: +91-731-4020586
Email: cs@shantioverseas.com
Website: www.shantioverseas.com

Notes:

1. The Explanatory Statement, and the reasons for the proposed Resolutions, pursuant to Section 102, read with Section 110 of the Act and the Rules framed thereunder, setting out the material facts, is appended below.
2. In compliance with the MCA Circulars, the Notice is being sent only by electronic mode to those members whose names appear in the Register of Members or the List of Beneficial Owners maintained by the Company or as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("Depositories"), as on Friday, May 9, 2025 (the "Cut-off Date"), and whose e-mail IDs are registered with the Company or Depositories. Members who have not registered their e-mail IDs are requested to follow the instructions given under Note No. 9.
3. In accordance with the MCA Circulars, physical copies of the Notice will not be sent to members for this Postal Ballot. Members are requested to record their assent (FOR) or dissent (AGAINST) exclusively through the remote e-voting process no later than 5:00 P.M. IST on day, Saturday, June 14, 2025. To be eligible for consideration, votes must be cast by this deadline; otherwise, it will be deemed that no votes have been received from the member.
4. The members whose names appear in the Register of Members or the List of Beneficial Owners, as received from the Depositories as of the Cut-off Date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as of the Cut-off Date should treat this Postal Ballot Notice for informational purposes only.
5. In compliance with the provisions of Sections 110 and 108, read with the Rules, the Company is pleased to offer an e-voting facility to all its members. For this purpose, the Company has engaged MUFG Intime India Private Limited (formerly Link Intime India Private Limited) to facilitate e-voting, enabling members to cast their votes electronically. As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of SS-2, other requisite information is annexed as Annexure-A hereto and forms a part of this Postal Ballot Notice.
6. Members should note that the Postal Ballot Notice will also be available on the Company's website at www.shantioverseas.com, on the websites of the Stock Exchange, i.e., National Stock Exchange of India Limited, at www.nseindia.com and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.
7. All the material documents referred to in the Explanatory Statement, if any, shall be available for inspection by the Members through electronic mode from Friday, May 16, 2025, to Saturday, June 14, 2025, upon request sent to cs@shantioverseas.com, mentioning their name, Folio No. / Client ID and DP ID, and specifying the documents they wish to inspect, along with a self-attested copy of their PAN card attached to the email.
8. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as of Friday, May 9, 2025, being the Cut-off Date fixed for this purpose.
9. Members holding shares in physical form and who have not registered their email addresses with the Company can register their email addresses by clicking on the link: https://web.in.mpms.mufig.com/EmailReg/Email_Register.html on the website www.in.mpms.mufig.com, under the Investor Services tab, by selecting the "E-mail Registration" heading and updating their details, such as Name, Folio Number, Certificate Number, PAN, Mobile Number, and Email ID. They must upload a scanned copy of the share certificate (front and back) in PDF or JPEG format (up to 1MB). Members holding shares in dematerialized (demat) form are requested to update their email addresses with their respective Depository Participants (DPs). In case of any queries or difficulties in registering the e-mail address, Members may write to enotices@in.mpms.mufig.com or contact Tel: 022-49186000.
10. The Scrutinizer will submit his report to the Chairman or any other person authorized by him after the completion of scrutiny, and the results of the e-voting by Postal Ballot will be announced on or before Tuesday, June 17, 2025. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, June 14, 2025, being the last date specified by the Company for e-voting.
11. The declared results, along with the Scrutinizer's Report, shall be forwarded to the websites of the Stock Exchange i.e National Stock Exchange of India Limited at www.nseindia.com and shall be uploaded on the Company's website, www.shantioverseas.com, as well as on the website of MUFG Intime at <https://instavote.linkintime.co.in>. The outcome will also be made available at the registered office as well as at the corporate office of the Company.
12. **Remote e-Voting Instructions for shareholders:**
 - a) In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access e-Voting facility.
 - b) **Login method for Individual shareholders holding securities in demat mode is given below:**

• **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL**

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

A. Shareholders who have registered for NSDL IDeAS facility:

- a. Visit URL: <https://eservices.nsdl.com> [and click on "Beneficial Owner" icon under "Login".
- b. Enter User ID and Password. Click on "Login".
- c. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d. Click on "MUFG Intime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

B. Shareholders who have not registered for NSDL IDeAS facility:

- a. To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b. Proceed with updating the required fields.
- c. Post successful registration, user will be provided with Login ID and password.

- d. After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a. Visit URL: <https://www.evoting.nsdl.com>
- b. Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c. Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d. Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

• **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL**

METHOD 1 - Individual Shareholders registered with CDSL Easi/ Easiest facility

A. Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a. Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com
- b. Click on New System Myeasi Tab
- c. Login with existing my easi username and password
- d. After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

B. Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a. To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b. Proceed with updating the required fields.
- c. Post registration, user will be provided username and password.
- d. After successful login, user able to see e-voting menu.
- e. Click on “MUFG InTime / Link InTime ” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a. Visit URL: <https://www.cdslindia.com>
- b. Go to e-voting tab.
- c. Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d. System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e. After successful authentication, click on “MUFG InTime / Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

• **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a. Login to DP website
- b. After Successful login, user shall navigate through “e-voting” option.
- c. Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d. After successful authentication, click on “MUFG InTime / Link InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

• **GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CUSTODIAN / CORPORATE BODY/ MUTUAL FUND”)**

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a. Visit URL: <https://instavote.linkintime.co.in>
- b. Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c. Fill up your entity details and submit the form.
- d. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to instavote@linkintime.co.in.
- e. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b. Click on “**Investor Mapping**” tab under the Menu Section

- c. Map the Investor with the following details:
 - I. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - II. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - III. 'Investor PAN' - Enter your 10-digit PAN.
 - IV. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*
 - V. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b. Click on "Votes Entry" tab under the Menu section.
- c. Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d. Enter "16-digit Demat Account No." for which you want to cast vote.
- e. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- a. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b. After successful login, you will be able to see the "Notification for e-voting".
- c. Select "View" icon for "Company's Name / Event number".
- d. E-voting page will appear.
- e. Download sample vote file from "Download Sample Vote File" tab.
- f. Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g. Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

c) **Login method for Shareholders holding securities in Physical Mode / Non-Individual Shareholders holding securities in Demat Mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a. Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:
 - i. **User ID:**
NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 16 Digit Beneficiary ID.
Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.
 - ii. **PAN:**
Enter your 10-digit Permanent Account Number (PAN)
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - iii. **DOB/DOI:**
Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - iv. **Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in NSDL form, shall provide 'iv' above

**Shareholders holding shares in physical form but have not recorded 'iii' and 'iv', shall provide their Folio number in 'D' above

- **Set** the password of your choice (The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c. Click on "Login" under 'SHARE HOLDER' tab.
 - i. User ID: Enter your User ID
 - ii. Password: Enter your Password
 - iii. Enter Image Verification (CAPTCHA) Code
 - iv. Click "Submit"
- d. Cast your vote electronically:
 - i. After successful login, you will be able to see the "Notification for e-voting".
 - ii. Select 'View' icon.
 - iii. E-voting page will appear.
 - iv. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- v. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

d) **Helpdesk**

ii. **Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

e) **Forgot Password**

i. **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then

i. **Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 - 49186000.

the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

ii. **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolution contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013

Item No.1

Based on the recommendation of the Nomination & Remuneration Committee, Mr. Manish Harishankar Dubey (DIN: 09582612) was appointed as an Additional Director of the Company with effect from March 17, 2025. Further the Nomination & Remuneration Committee recommended the Board to appoint him as a Managing Director of the Company. Accordingly, Board of directors in its meeting held on March 17, 2025 appointed him as Managing Director of the Company.

Pursuant to provisions of section 196, 197, 198, 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, appointment of Mr. Manish Harishankar Dubey as Managing Director and his remuneration is subject to approval of members of the company. Therefore, consent of member is accorded for the said appointment and his remuneration for a period of Five years w.e.f. March 17, 2025.

The Board of Directors, at the same meeting, as per the recommendations of the Nomination & Remuneration Committee and given the knowledge, background, skills and capabilities required for the role, experience and past performance of Mr. Manish Harishankar Dubey, decided that it would be in the best interest of the Company to appoint him on the Board as the Managing Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination & Remuneration Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it operates in. The details of the skills / expertise / competence of the board of directors (specifying the list of core skills/expertise/competencies identified by the board of directors as required in the context of its business(es) and sector(s) for it to function effectively and those available with the board) are available on the website of the Company. Accordingly, the Board of Directors appointed Mr. Manish Harishankar Dubey as the Managing Director of the Company for a period of 5 (Five) years, commencing from March 17, 2025 till March 16, 2030, subject to the approval of the Members of the Company.

Mr. Manish Harishankar Dubey satisfies all the conditions set out in Part-1 of Schedule V to the Act as also the conditions set out under Section 196(3) of the Act for being eligible for this appointment.

The Board of Directors has, accordingly, considered the following terms and conditions of Mr. Manish Harishankar Dubey's appointment and remuneration as the Managing Director of the Company, as per the recommendations of the NRC which is in accordance with Schedule V of the Act:

1. **Term:** 5 years with effect from March 17, 2025, till March 16, 2030. Mr. Manish Harishankar Dubey will be liable to retire by rotation.
2. **Remuneration for 3 Financial years (April 01, 2025 till March 31, 2028):**
 - I. **Fixed Pay**
 - A. During the Term, the Company shall pay the Managing Director an annual fixed salary of Rs. 3,00,000/- (the "Fixed Pay").
 - B. The Fixed Pay will be paid monthly in accordance with the Company's normal payroll practices and be subject to the usual withholdings and components as required and decided by the Company. To clarify, this is not subject to profit earned by the Company.
 - II. **Others:**

a. Perquisites: as may be determined by the Board on recommendation of the Nomination and Remuneration Committee

b. Medical Reimbursement:

(i) Reimbursement of medical expenses as per Income Tax Act & Rules.

(ii) Health Insurance coverage for the Managing Director and his family not exceeding Rs. 1 lakh p.a.

c. Annual Leave: 30 days annual leave with pay for every completed service of eleven months.

d. Leave Travel Concession: For self and family once a year in accordance with the rules of the company.

e. Provident fund and superannuation:

(i) Company's contribution to Provident Fund shall be as per Rules framed under the Company's relevant scheme.

(ii) Gratuity at the rate of half month's salary for each completed year of service shall be payable according to the Rules of the Company.

f. Provision of Car and Telephone: As per the rules of the Company.

g. Reimbursement of Expenses: The Company shall reimburse actual entertainment and traveling expenses incurred by the managing director in connection with the company's business.

h. General: All other Terms and Conditions as considered and approved by the Nomination & Remuneration Committee

The terms and conditions set out in Item No. 1 may also be treated as disclosure in compliance with the requirement of Section 190 of the Act.

As per the provisions of Sections 152, 196 and 197 of the Act and the Rules thereunder, a Director / Whole-time Director / Managing Director can be appointed with the approval of the Members in the General Meeting. Accordingly, approval of the Members is sought for the appointment and remuneration of Mr. Manish Harishankar Dubey as a Managing Director and Chairman of the Company.

Except Mr. Manish Harishankar Dubey and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the respective Resolutions set out at Item No. 1 of this Postal Ballot Notice.

Items No 2

As per Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) at least half of the board of directors shall comprise of independent directors.

Your directors have appointed Ms. Tejal Dinkar Vaze (DIN: 10957212) as an Additional Director of the Company in the capacity of Independent Director of the Company w.e.f. March 17, 2025. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Ms. Tejal Dinkar Vaze to hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Ms. Tejal Dinkar Vaze is eligible to be appointed as an independent director for a term of 5 years with effect from March 17, 2025 to March 16, 2030, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the

appointment of Ms. Tejal Dinkar Vaze as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Ms. Tejal Dinkar Vaze to be appointed as Independent Director of the Company.

Further, the Company has received a declaration from Ms. Tejal Dinkar Vaze confirming that she meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Ms. Tejal Dinkar Vaze consent to act as an Independent Director and a declaration that she is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Ms. Tejal Dinkar Vaze fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for her appointment as an Independent Director of the Company and is independent of the management. In line with the Company's remuneration policy for Independent Directors, Ms. Tejal Dinkar Vaze will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any. The Board of Directors are of the opinion that Ms. Tejal Dinkar Vaze possess the requisite core skills and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint her as Independent Director for a period of five years with effect from March 17, 2025 to March 16, 2030.

A brief profile of Ms. Tejal Dinkar Vaze as an Independent Director to be appointed is given in the table appearing before the explanatory statement.

Except Ms. Tejal Dinkar Vaze, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

The Board of Directors recommends the Special Resolution set out at item No. 2 of the Notice for approval by Members.

Item No 3

On the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Ashish Kumar Naik (DIN: 10955244) was appointed as an Additional Non-executive Non-Independent Director of the Company w.e.f. May 07, 2025. Further, as per regulation 17(1C) of the SEBI Listing Regulations, the appointment of any person on the Board of directors is required to be approved by the shareholders at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. Ashish Kumar Naik as a Non-executive Non-Independent Director pursuant to provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a member of the Company proposing the candidature of Mr. Naik as a Non-executive Director.

The Company has received from Mr. Naik a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he

is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a director by virtue of any order passed by the Securities and Exchange Board of India or any such other regulatory authority.

Accordingly, it is proposed to appoint him as Non-Executive Director of the Company whose period of office shall be liable to retire by rotation. A brief profile of Mr. Naik is given in the table appearing before the explanatory statement.

Mr. Naik will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof and reimbursement of expenses for participating in the Board and Committee meetings.

Except Mr. Naik, being an appointee, none of the Directors / Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise, in the resolutions. The Board recommends the Special Resolution set out at Item No. 3 of this Notice for the approval of the members.

Item No 4

As per Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) at least half of the board of directors shall comprise of independent directors.

Your directors have appointed Mr. Digvijay D. Singh (DIN: 10943075) as an Additional Director of the Company in the capacity of Independent Director of the Company w.e.f. May 07, 2025. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, Mr. Digvijay D. Singh to hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mr. Digvijay D. Singh is eligible to be appointed as an independent director for a term of 5 years with effect from May 07, 2025 to May 06, 2030, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board has recommended the appointment of Mr. Digvijay D. Singh as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Mr. Digvijay D. Singh to be appointed as Independent Director of the Company.

Further, the Company has received a declaration from Mr. Digvijay D. Singh confirming that he meets the criteria of independence under the Companies Act, 2013 and the SEBI Listing Regulations. Further, the Company has also received from Mr. Digvijay D. Singh consent to act as an Independent Director and a declaration that he is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Digvijay D. Singh fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. In line with the Company's remuneration policy for Independent Directors, Mr. Digvijay D. Singh will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any. The

Board of Directors are of the opinion that Mr. Digvijay D. Singh possess the requisite core skills and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint him as Independent Director for a period of five years with effect from May 07, 2025 to May 06, 2030.

A brief profile of Mr. Digvijay D. Singh as an Independent Director to be appointed is given in the table appearing before the explanatory statement.

Except Mr. Digvijay D. Singh, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the Special Resolution set out at item No. 4 of the Notice for approval by Members.

**By Order of the Board of Directors
For Shanti Overseas (India) Limited**

**Sd/-
Manish Harishankar Dubey
Managing Director
DIN: 09582612**

Indore, May 07, 2025

Registered Office:

10, Khajuri Bazar, Indore-452002 MP IN.
CIN: L74110MP2011PLC025807
Tel: +91-731-4020586
Email: cs@shantioverseas.com
Website: www.shantioverseas.com

DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED THROUGH POSTAL BALLOT PROCESS
[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and
Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

Sr. No.	Particulars	Details
1.	Name	Mr. Manish Harishankar Dubey
2.	Category / Designation	Managing Director
3.	Director Identification Number (DIN)	09582612
4.	Age	41 years
5.	Date of Birth	January 24, 1984
6.	Original Date of Appointment	March 17, 2025
7.	Qualifications	Undergraduate with over 22 years of experience in real estate development and bitumen procurement
8.	Name of the listed entities from which the person has resigned as a Director in the past three years*	Nil.
9.	Directorship in other Companies*	Nil.
10.	Chairmanship / Membership of Committees in other Companies*	Nil.
11.	Number of Equity Shares held in the Company*	Nil.
12.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	Nil.
13.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None.
14.	Terms and conditions of appointment or reappointment	Please refer to the Explanatory Statement forming a part of this Notice.
15.	Remuneration last drawn (in FY 2024-25), if applicable	Not applicable.
16.	Remuneration proposed to be paid	Please refer to the Explanatory Statement forming a part of this Notice.
17.	Number of Meetings of the Board attended during the year 2024-25	Nil, not applicable.
18.	Justification for choosing the appointee for appointment as Independent Director	Not Applicable
19.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming a part of this Notice.

* As per disclosure received from the Director.

Name	Mr. Digvijay D. Singh	Mr. Ashish Kumar Naik	Ms. Tejal Dinkar Vaze
Age	35 years	35 years	27 years
Director Identification Number (DIN)	10943075	10955244	10957212
Date of first appointment on the board	07.05.2025	07.05.2025	17.03.2025
Qualification	Post Graduate	Post Graduate	Post Graduate
Expertise in specific functional areas	Finance and Accounting	Client Management Skills and Maintaining Customer Relationships	Finance, Accounting and Taxation
Remuneration last drawn (including sitting fees, if any)	Nil	Nil	Nil
Terms and conditions of appointment	As per the resolution stated in the item no. 4	As per the resolution stated in the item no. 3	As per the resolution stated in the item no. 2
Number of Meetings of the Board attended during FY	Nil	Nil	Nil
Memberships / Chairmanships of committees of other companies as on the date of Notice	Nil	Nil	Nil
Number of shares held in the Company (self and as a beneficial owner)	Nil	Nil	Nil

Justification for appointment of Independent Director	As per the resolution stated in the item no. 4	As per the resolution stated in the item no. 3	As per the resolution stated in the item no. 2
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Relationship with other Directors / Key Managerial Personnel	Nil	Nil	Nil

Annexure-B

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V OF THE ACT

I.	General information																											
1.	Nature of Industry	The Company is engaged in the business of Trading of Agri Products.																										
2.	Date of Commencement of Commercial Production	Commercial operations commenced in the year 2011.																										
3.	In the case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not applicable.																										
4.	Financial Performance based on given indicators	As per Standalone Audited Financials: <div>(Rs. in Lakhs)</div> <table><tr><th>Particulars</th><th>For Nine months period ended 31-Dec-2024 (Unaudited)</th><th>For Financial Year 2023-24 (Audited)</th></tr><tr><td>Paid up Capital</td><td>1,110.60</td><td>,1,110.60</td></tr><tr><td>Reserves excluding Revaluation Reserves</td><td>540.17</td><td>824.10</td></tr><tr><td>Total Income</td><td>2,348.89</td><td>1,087.16</td></tr><tr><td>Total Expenses</td><td>2,683.85</td><td>1,214.10</td></tr><tr><td>Profit before Tax</td><td>(334.96)</td><td>(126.94)</td></tr><tr><td>Tax Expenses</td><td>(71.02)</td><td>(32.02)</td></tr><tr><td>Profit after Tax</td><td>(283.94)</td><td>(94.92)</td></tr></table>			Particulars	For Nine months period ended 31-Dec-2024 (Unaudited)	For Financial Year 2023-24 (Audited)	Paid up Capital	1,110.60	,1,110.60	Reserves excluding Revaluation Reserves	540.17	824.10	Total Income	2,348.89	1,087.16	Total Expenses	2,683.85	1,214.10	Profit before Tax	(334.96)	(126.94)	Tax Expenses	(71.02)	(32.02)	Profit after Tax	(283.94)	(94.92)
Particulars	For Nine months period ended 31-Dec-2024 (Unaudited)	For Financial Year 2023-24 (Audited)																										
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Total Expenses	2,683.85	1,214.10																										
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Tax Expenses	(71.02)	(32.02)																										
Profit after Tax	(283.94)	(94.92)																										
5.	Foreign investments or collaborators, if any	The Company has not entered into any foreign collaboration and no direct capital investment has been made in the Company in the last three financial years.																										
II.	Information about the appointee/director																											
1.	Background details	As mentioned in the Explanatory Statement and Annexure-A to the Notice.																										
2.	Past remuneration	Nil, not applicable.																										
3.	Recognition or awards	NA																										
4.	Job profile and his suitability	Mr. Manish Harishankar Dubey shall devote his full time and attention to the business of the Company, subject to superintendence, control and directions of the Board. Mr. Manish Dubey has over more than 10 years of experience and his candidature is compatible with the organisational requirements. The management is of the view that the Company would benefit under the leadership and guidance of Mr. Manish Dubey.																										
5.	Remuneration proposed	As mentioned in the Explanatory Statement forming part of this Notice.																										
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	The remuneration payable to Mr. Dubey is at par with the industry standards, in which it operates.																										
7.	Pecuniary relationship, directly or indirectly, with the Company or relationship with the managerial personnel, if any.	Besides the remuneration proposed (if any), Mr. Manish Dubey does not have any pecuniary relationship with the Company. Mr. Dubey is not related to any managerial personnel of the Company.																										
III.	Other Information																											
1.	Reasons for loss or inadequate profits	Due to Slower revenue growth in the agro products business, inadequate demand, government policies etc.																										
2.	Steps taken or proposed to be taken for improvement	The Company takes various steps on a regular basis such as better product mix, cost control, reducing debt, borrowing at cheaper rate, improving efficiency, etc. Further, the management has adopted focused business strategies in all spheres of business activities to improve the sales and profitability of the Company.																										
3.	Expected increase in productivity and profits in measurable terms	The Company is conscious of improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving a sustained revenue growth in the future.																										
IV	Disclosures																											
	The prescribed disclosures with respect to elements of remuneration package, details of fixed component and performance linked incentives, performance criteria, service contracts, notice period, severance fees and stock options details of all the Directors, as applicable, were/are being/shall be given in the Corporate Governance section of the Annual Report.																											