

27th September, 2019

The Manager
Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Dear Sir/ Ma'am,

Subject: Proceedings of the 8th Annual General Meeting of the Company held on 27th September, 2019.

Ref.: Symbol: SHANTI

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the proceedings of the 8th Annual General Meeting of the Company held on 27th September, 2019 at 12:00 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor Sapna Sangeeta Indore- 452001 (M.P.).

Kindly take the aforementioned information on records.

Thanking you,

For Shanti Overseas (India) Limited
Shanti Overseas (India) Ltd.

Mukesh Kacholia
Managing Director
Din:- 00376922


Director

Enclosure: A/a

PROCEEDINGS OF THE 8TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON 27TH SEPTEMBER, 2019

(Under Regulation 30 of SEBI (LODR), Regulations, 2015)

- Date of AGM : 27th September, 2019
- Total Number of Shareholders on Cut-Off date : 249
- No. of Shareholders present in the meeting
either in person or through proxy :
(a) Promoter and Promoter Group : 7 (Seven)
(b) Public : 1 (One)
- No. of Directors present in the Meeting : 4 (Four)
- Invitee : 1 (One)

S.No.	Name	Designation /Reason for Attendance
1.	Mrs. Archana Maheshwari	Secretarial Auditor/Scrutinizer

- Details of Agenda/Business Transacted

S. No.	Business Transacted
Ordinary Business	
1.	To receive, consider, approve and adopt the Financial Statements of the Company on Standalone and Consolidated basis ended on 31 st March, 2019 together with the Boards' and Auditors' Reports thereon.
2.	To appoint a Director in place of Mr. Mukesh Kacholia (DIN: 00376922) who retires by rotation and being eligible offers himself for re-appointment.
3.	To appoint of M/s. Muchhal & Gupta, Chartered Accountants, (FRN 004423C) Indore to act as Statutory Auditor of the Company.

T : +91-731-4020586, +91-731-4020587

E : mail@shantioverseas.com

W : www.shantioverseas.com

Regd. Office: 215-216, Vikram Tower, 1st Floor
Sapna-Sangeeta Road, Indore - 452001 (M.P.) INDIA

4.	To increase the Authorised Share Capital from Rs. 7,60,00,000/- (Rupees Seven Crore Sixty Lakh Only) divided into 76,00,000 (Seventy Six Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each only to Rs. 12,00,00,000 (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each.
5.	To issue 37,02,000 (Thirty Seven Lakh Two Thousand Only) equity bonus shares of Rs. 10/- (Rupees Ten only) by capitalization of a sum not exceeding Rs. 3,70,20,000 (Rupees Three Crore Seventy Lakh Twenty Thousand Only).

The above business were transacted by passing of Resolutions through Poll at the Annual General Meeting and complied with the relevant provisions of the Companies Act, 2013.

The Results of the Resolutions based on Scrutinizer Report as required under Regulation 44 of SEBI (LODR) Regulations, 2015 will be disclosed to the Stock Exchange separately.

Thanking you,

Yours faithfully,

For Shanti Overseas (India) Limited
Shanti Overseas (India) Ltd.

Mukesh Kacholia
Managing Director
Din:- 00376922


Director

27th September, 2019

The Manager
Listing Department
National Stock Exchange of India Limited
Bandra Kurla Complex, Bandra (East)
Mumbai – 400 051

Dear Sir/ Ma'am,

Subject: Submission of Voting Results of the 8th Annual General Meeting of the Company held on 27th September, 2019.

Ref.: Symbol: SHANTI

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements), Regulations, 2015, we hereby submit Voting Results of the 8th Annual General Meeting of the Company held on 27th day of September, 2019 at 12:00 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor Sapna Sangeeta Indore-452001 (M.P.).

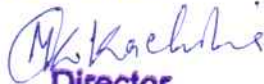
Further it is being informed that the Company, being an SME listed Company, is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through ballot paper had been made available at the meeting.

Kindly take the aforementioned information on records.

Thanking you,

For Shanti Overseas (India) Limited
Shanti Overseas (India) Ltd.

Mukesh Kacholia
Managing Director
Din:- 00376922


Director

Enclosure: A/a

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Sapna-Sangeeta Road, Indore - 452001 (M.P.) INDIA

SCRUTINIZER'S REPORT FOR POLL OF SHANTI OVERSEAS (INDIA) LIMITED

To,

THE CHAIRMAN

SHANTI OVERSEAS (INDIA) LIMITED

215-216, VIKRAM TOWER, 1ST FLOOR

SAPNA SANGEETA , INDORE-452001

Dear Sir,

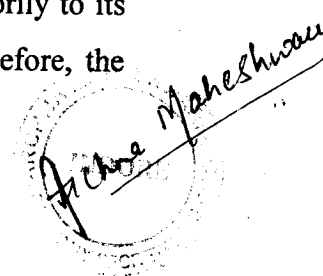
Subject: Passing of Resolution through Poll Conducted at the
8th Annual General Meeting of the Company

I, Archna Maheshwari, Practicing Company Secretary, Proprietor of M/s Archna Maheshwari & Co., have been appointed as a Scrutinizer by the Board of Directors of the Company at their meeting held on 3rd September, 2019 for the purpose of scrutinizing the poll process in a fair and transparent manner, for the resolution(s) as contained in the Notice of the 8th Annual General Meeting (AGM) of the Company held on 27th September, 2019.

I am pleased to submit my report as under, which is comprehensive and self-explanatory in all respect.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules laid down there under relating to poll for the resolution(s) contained in the Notice of the 8th Annual General Meeting (AGM) of the Company. My responsibility as a Scrutinizer for poll at the AGM is restricted to the preparation of Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated in the Notice of AGM.

The Company, being an SME listed Company, is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the AGM. Therefore, the facility for voting through ballot paper had been made available at the meeting.



At the 8th Annual General Meeting of the Company held on 27th September, 2019, Friday, the Chairman of the meeting had suo motto called for a poll to facilitate the voting for the members present in the meeting.

The relevant records relating to poll were sealed and handed over to Mr. Mukesh Kacholia, Chairman & Managing Director of the Company for safe keeping.

For Archna Maheshwari & Co.

Company Secretaries

Archna Maheshwari
Archna Maheshwari

Proprietor

Place: Indore

Date: 27.09.2019

FCS No.:9436

CP No.:12034

FORM NO. MGT-13

REPORT OF SCRUTINIZER

**Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies
(Management and Administration) Rules, 2014**

To,

To,

THE CHAIRMAN

SHANTI OVERSEAS (INDIA) LIMITED

215-216, VIKRAM TOWER, 1ST FLOOR

SAPNA SANGEETA , INDORE-452001

8th Annual General Meeting of the Company held on 27th day of September, 2019 at 12:00 P.M. at the Registered Office of the Company situated at 215-216, Vikram Tower, 1st Floor, Sapna Sangeeta Road, Indore - 452001 (M.P.).

Dear Sir,

I, **ARCHNA MAHESHWARI**, Practicing Company Secretary, Proprietor of firm M/s Archna Maheshwari & Co., was appointed as the Scrutinizer for the purpose of poll taken on the below mentioned resolution at the 8th Annual General Meeting (AGM) of the Company held on 27th September, 2019 at 12.00 P.M. , submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box was kept for polling and was sealed in my presence with due identification marks placed by me.
2. The sealed box was subsequently opened in my presence and poll papers were diligently scrutinized.
3. There were no poll papers, which were found incomplete and/or found defective.
4. The results of the Poll are as under:

Archna Maheshwari

a. Item No. : 1

Receive, Consider, approve and adopt the Financial Statements of the Company on Standalone and Consolidated basis ended on 31st March, 2019 together with the Boards' and Auditors' Reports thereon. (Ordinary Resolution)

(i) Voted in favour of resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
8 (Eight)	5562000	100

(ii) Voted in against the resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
0	0	0

(iii) Invalid Votes:

Number of Member	Number of Votes held
0	0

b. Item No. : 2

Appointment a Director in place of Mr. Mukesh Kacholia (DIN: 00376922) who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

(i) Voted in favour of resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
8 (Eight)	5562000	100

Mukesh Maheshwari

(ii) Voted in against the resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them.
0	0	0

(iii) Invalid Votes:

Number of Member	Number of Votes held
0	0

c. Item No. : 3

Appointment of M/s. Muchhal & Gupta, Chartered Accountants, (FRN 004423C)
Indore to act as Statutory Auditor of the Company. (Ordinary Resolution)

(i) Voted in favour of resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
8 (Eight)	5562000	100

(ii) Voted in against the resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
0	0	0

 *Muchhal & Gupta*
Chartered Accountants
Indore

(iii) Invalid Votes:

Number of Member	Number of Votes held
0	0

d. Item No. : 4

To increase the Authorised Share Capital from Rs. 7,60,00,000/- (Rupees Seven Crore Sixty Lakh Only) divided into 76,00,000 (Seventy Six Lakh Only) equity shares of Rs. 10/- (Rupees Ten Only) each only to Rs. 12,00,00,000 (Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh Only) equity shares of Rs. 10/- (Rupees Ten only) each.(Special Resolution)

(i) Voted in favour of resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
8 (Eight)	5562000	100

(ii) Voted in against the resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
0	0	0

(iii) Invalid Votes:

Number of Member	Number of Votes held
0	0

Uchana Maheshwari
AN SECRETARY

e. Item No. : 5

To issue 37,02,000 (Thirty Seven Lakh Two Thousand Only) equity bonus shares of Rs. 10/- (Rupees Ten only) by capitalization of a sum not exceeding Rs. 3,70,20,000 (Rupees Three Crore Seventy Lakh Twenty Thousand Only).(Special Resolution)

(iv) Voted in favour of resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
8 (Eight)	5562000	100

(v) Voted in against the resolution:

Number of members present and voting (in person or in proxy)	Number of Votes cast by them	% of total number of valid votes cast by them
0	0	0

(vi) Invalid Votes:

Number of Member	Number of Votes held
0	0

Achha Maheshwari

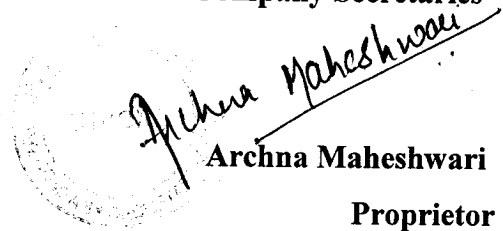
5. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the General Meeting.
6. All of the above mentioned resolutions have been passed with requisite majority.

Thanking you,

Yours faithfully,

For Archna Maheshwari & Co.

Company Secretaries


Archna Maheshwari

Proprietor

Place: Indore

Date: 27.09.2019

FCS No.:9436

CP No.:12034