

Date: 03.09.2021

To,

BSE Limited.

Phirose Jeejeebhoy Towers

Dalal Street, Fort.

Mumbai – 400001

Dear Sir/Madam,

Sub. : Submission of Annual Report for the Financial Year 2020-21

Ref.: Shanti Educational Initiatives Limited, Scrip Code: 539921, Security ID: SEIL

Pursuant to Regulation 34 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Annual Report along with Notice of the **33rd Annual General Meeting** of the Shanti Educational Initiatives Limited, which is scheduled to be held on **Wednesday, September 29th, 2021** at 3:30 P.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in compliance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities Exchange Board of India (SEBI).

Kindly take the same on record.

Thanking You,

Yours sincerely,

For Shanti Educational Initiatives Limited

Mohini
Mohini Singhal
Company Secretary



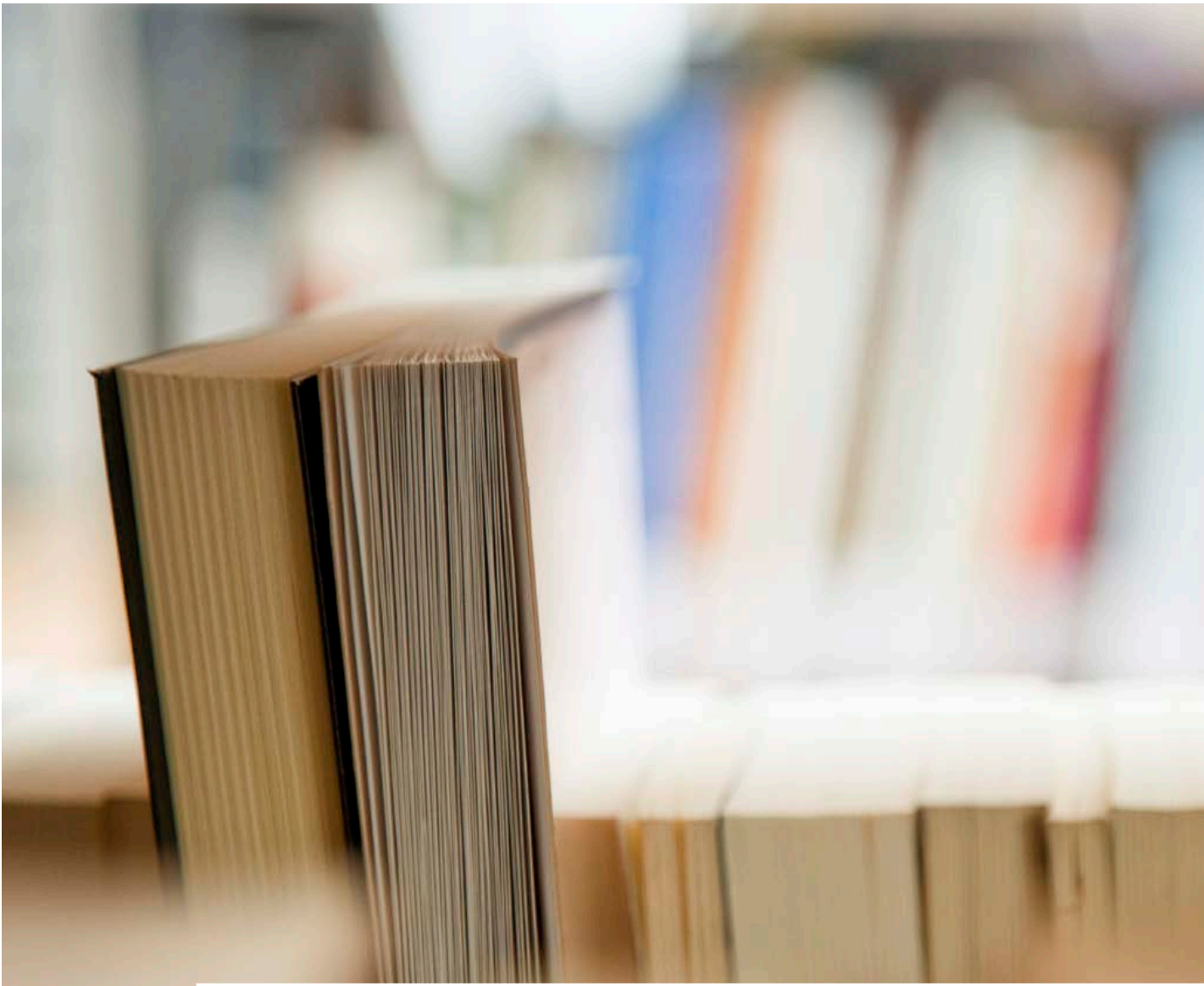
Encl.: a/a



Shanti Educational Initiatives Limited : CIN - L80101GJ1988PLC010691

Registered Office : 1909 - 1910, D Block, West Gate, Nr. YMCA Club, S. G. Highway, Ahmedabad-380051, Gujarat

Land Line No.: 079 66177266 | info@sei.edu.in | www.sei.edu.in



SHANTI EDUCATIONAL INITIATIVES LIMITED

ANNUAL REPORT

2020-21



CORPORATE INFORMATION

Board Of Directors & Key Managerial Personnel (as on March 31, 2021)

Sr. No.	Name	Designation
1.	Mr. Darshan Vayeda	Whole-Time Director
2.	Mr. Ronak Agrawal	Director
3.	Mr. Samir Gopalan	Independent Director
4.	Mr. Yogesh Thaker	Independent Director
5.	Mr. Jayesh Patel	Chief Financial Officer
6.	Ms. Mohini Singhal	Company Secretary

REGISTERED OFFICE ADDRESS ADDRESS

1909 - 1910, D Block, West Gate
Nr. YMCA Club, S. G. Highway
Ahmedabad-380051

CORPORATE OFFICE

Shanti Corporate House, Near
Hirarupa Banquet Hall, Bopal-
Ambli Road,
Ahmedabad-380058

REGISTRAR & TRANSFER AGENT:

Link Intime India Private Limited,
5th Floor, 506 to 508,
Amarnath Business Center-1,
Beside Gala Business Centre,
Nr. St. Xavier's College, Off. C.G. Road,
Ahmedabad - 380009

STATUTORY AUDITORS

M/s Nahta Jain & Associates,
Chartered Accountants
Navkar Corporate House,
22, Neena Society,
Nr. Shreyas Railway Crossing
Ambawadi, Ahmedabad-380015

BANKERS:

State Bank of India
Laxmi Vilas Bank
Kalupur Commercial Co-operative Bank

Axis Bank Ltd.
IDBI Bank Ltd.
Kotak Mahindra Bank

INDEX

<i>Sr. No.</i>	<i>Particulars</i>	<i>Page No.</i>
1	Notice	4
2	Directors' Report	17
3	Management Discussion and Analysis Report	30
4	Corporate Governance Report	36
5	Secretarial Audit Report (MR-3)	63
6	Independent Auditors' Report	71
7	Balance Sheet	75
8	Statement of Profit & Loss	76
9	Cash Flow Statement	77
10	Notes Forming part of the Financial Statements	103

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of the Company will be held on **Wednesday, 29th September, 2021 at 03:30 P.M.** IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business(es):

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, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint Director in place of Mr. Ronak Agarwal (DIN: 05002292), who retires by rotation and being eligible, offers himself for re-appointment as Director.

SPECIAL BUSINESS:

- 3. To regularize Mr. Susanta Kumar Panda (DIN: 07917003) as an Independent Director of Company, and to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Mr. Susanta Kumar Panda (DIN: 07917003), who was appointed as an Additional Director designated as an Independent Director of the Company w.e.f. 26th May, 2021 and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or amendment(s) thereof for the time being in force), Mr. Susanta Kumar Panda (DIN: 07917003), be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from May 26th, 2021 to May 25th, 2026 and that he shall not be liable to retire by rotation; and

RESOLVED FURTHER THAT Mr. Darshan Vayeda (07788073), Whole Time Director and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, including but not limited to filling of Form DIR-12 with the Registrar of the Company for the purpose of giving effect to this Resolution.”

4. To contribute in charitable and bonafide funds, and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT consent of the members of the Company be and is hereby accorded under the provisions 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.”

5. To forfeiture the previous issue of warrant on Preferential basis and in this regard pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provision of Share Warrants (Article No 28 to 31), of the Articles of Association of the company; Point No. 9 of EXHIBIT 2, Terms of Issue of Warrants of **Warrant Subscription Agreement** as executed between the Company its promoters and Bennett, Coleman and Company Limited, and other applicable provisions, if any, of the Companies Act, 2013, Listing Regulations and the Listing Agreement, consent of the members of the Company be and is hereby accorded for forfeiture of 4,34,000 (Four Lakh Thirty Four Thousand) warrants of Rs. 115/- per warrant each convertible into 1 (One) Equity share of face value of Rs. 10/- each at a premium of Rs. 105/- (Rupees One Hundred and Five Only) per share."

"RESOLVED FURTHER THAT as per the terms of issue of the warrants if the conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants then such warrants shall be lapsed and the amount paid i.e. equivalent to at least 25% of the price fixed per warrant in terms of the (ICDR) Regulations on or before the allotment of warrants shall be forfeited by the Company."

"RESOLVED FURTHER THAT Mr. Darshan Vayeda (07788073), Whole Time Director and/or the Company Secretary of the Company, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this Resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

**By Order of the Board
For, Shanti Educational Initiatives Limited**

**Date: 03.09.2021
Place: Ahmedabad**

SD/-
Darshan Vayeda
Whole Time Director

NOTES:

1. At the 31st AGM held on 30.08.2019 the Members approved appointment of M/s. Nahta Jain & Associates, Chartered Accountants (Firm Registration No. 106801W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the AGM for the financial year 2022-23. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.
2. In order to contain the spread of Novel Coronavirus (COVID-19), the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 08th April, 2020 and 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM as per the procedure mentioned below.
3. The Company has enabled the Members to participate at the 33rd AGM through the VC facility provided by **Link Intime India Private Limited**, Registrar and Share Transfer Agents. Participation at the AGM through VC shall be allowed on a first-come-first-served basis.
4. As per the provisions under the MCA Circulars, Members attending the 33rd AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process of remote e-voting is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the 33rd AGM being held through VC.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
7. The Company has appointed Mr. Keyur J Shah, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
8. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy/ proxies to attend and vote on his/her behalf. Since the 33rd AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of a proxy/ proxies by the Members will not be made available for the 33rd AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

9. Corporate Members are required send a certified copy of the Board resolution authorizing their representative to attend the AGM through VC and vote on their behalf to the Scrutinizer by e-mail at csteam@keyurjshah.com with a copy marked to cs@seil.edu.in. Institutional investors are encouraged to attend and vote at the meeting through VC.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. There being no shareholders holding shares physical form, the Register of members and share transfer books of the Company will not be closed. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Wednesday, 22nd September, 2021, shall be entitled to avail the facility of remote e-voting as well as e-voting system on the date of the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
12. In line with the MCA Circulars, the Notice of the 33rd AGM along with the Annual Report 2020-21 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories. Members may please note that this Notice and Annual Report 2020-21 will also be available on the Company's website at http://seil.edu.in/annual_reports.html/, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Link Intime India Private Limited at [https:// instavote.linkintime.co.in/](https://instavote.linkintime.co.in/)
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s). Members may note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process for the limited purpose of receiving the Company's annual report and notice for the Annual General Meeting (including remote e-voting instructions) electronically.
14. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special businesses to be transacted at the 33rd AGM is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection electronically. Members seeking to inspect such documents can send an email to cs@seil.edu.in.
15. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant.
16. The Companies Act, 2013 provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. The shares which are held in dematerialized form, the nomination form needs to be forwarded to your Depository Participant.

17. All documents referred to in the accompanying notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and public holiday, during business hours up to the date of the Annual General Meeting.
18. In case of any queries regarding the Annual Report, the Members may write to cs@seil.edu.in to receive an email response.
19. 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.
20. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
21. The detailed procedure for participation in the meeting through VC/OAVM.

Remote e-Voting Instructions for shareholders:

- i. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

► Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

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

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, 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).

► Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

- ii. Click on 'Login' under '**SHARE HOLDER**' tab.
- iii. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
- iv. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- v. E-voting page will appear.
- vi. 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).
- vii. 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.
- viii. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
 - o Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - 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.
 - 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 resolutions 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". Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

- **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL:

<https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details:

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

- **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company by writing the same at cs@seil.edu.in
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.

Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

- **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”

2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as sdesired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

For and on behalf of Board of Directors of
Shanti Educational Initiatives Limited

Date: 03.09.2021
Place: Ahmedabad

SD/-
Darshan Vayeda
Whole Time Director

CONTACT DETAILS FOR UPDATE ANY INFORMATION:

Company	Shanti Educational Initiatives Limited Shanti Corporate House, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal, Ambli Road, Ahmedabad - 380058 Phone: 8447386773; Email: cs@seil.edu.in Web: https://seil.edu.in/
Registrar and Transfer Agent	Link Intime India Private Limited 5th Floor, 506 to 508, Amarnath Business Center-1, Beside Gala Business Centre, Nr. St. Xavier's College, Off. C.G. Road, Ahmedabad - 380009 Tel: +91 79 2646 5179/86/87; Email: ahmedabad@linkintime.co.in Web: www.linkintime.co.in
e-Voting Agency	Mr. Rajiv Ranjan Email: enotices@linkintime.co.in ; Tel: +91 22 – 4918 6000
VC/OAVM	Mr. Rajiv Ranjan Email: enotices@linkintime.co.in ; Tel: +91 22 – 4918 6000
Scrutinizer	Mr. Keyur J Shah Email: csteam@keyurjshah.com ; Tel: +91 74348 52508

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.3:

The Company has appointed Mr. Susanta Kumar Panda as an Additional Director of the Company in the capacity of Independent Director on 26.05.2021 for a term of five year by the way of passing Circular Resolution.

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

The Company has received a declaration from Mr. Susanta Kumar Panda confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Susanta Kumar Panda's consent to act as an Independent 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.

In the opinion of the Board, Mr. Susanta Kumar Panda fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and he is independent of the management.

Additional information in respect of Mr. Susanta Kumar Panda, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is given at **Annexure A** to this Notice.

Except Mr. Susanta Kumar Panda, being the appointee, or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution in relation to appointment of Mr. Susanta Kumar Panda as an Independent Director of the Company, as set out in Item No. 3 for approval of the members by way of an ordinary Resolution.

Item No.4:

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).

None of the Promoters/ Directors/KMP of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 6 of this Notice. 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.

Item No.5:

The Members are hereby informed that the Company at its Annual General Meeting held on 30.08.2019 passed necessary resolution for issue and allotment of convertible warrants.

However, at the time of granting the in-principle / listing approval the BSE Limited instructed the Company to make few changes / modifications in the resolution / explanatory statement for issue of warrants and instructed the Company to get the modified resolution ratified by the shareholders in the next Annual General meeting, In view of the same the Company has ratified the resolution in the last Annual General Meeting held on 30.12.2020.

The Company at this Board Meeting held on 26.09.2019 allotted 4,34,000 (Four Lakh Thirty Four Thousand) warrants of Rs. 115/- per warrant each convertible into 1 (One) Equity share of face value of Rs. 10/- each at a premium of Rs. 105/- (Rupees One Hundred and Five Only) per share to Bennett Coleman and Company Limited (BCCL), subject to the term that if the option to acquire equity shares pursuant to conversion of warrants is not exercised within the prescribed time period of 18 months from the date of allotment of warrants then such warrants shall be lapsed and the amount paid i.e. 25% of the price fixed per warrant in terms of the (ICDR) Regulations shall be forfeited by the Company.

As the holder of the warrant M/s Bennett Coleman and Company Limited (BCCL) has failed to exercise its option to acquire equity shares pursuant to conversion of warrants within the prescribed time limit the Company hereby proposes to forfeit the amount and the warrant.

For and on behalf of Board of Directors of
Shanti Educational Initiatives Limited

SD/-

Darshan Vayeda
Whole Time Director

Date: 03.09.2021
Place: Ahmedabad

Details of Directors seeking appointment/re-appointment at the 33rd Annual General Meeting to be held on Wednesday, 29th September, 2021 [Pursuant to Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Ronak Agarwal	Susanta Kumar Panda
DIN	05002292	07917003
Nationality	Indian	Indian
Date of Birth	01.10.1989	15.04.1959
Date of appointment	07.10.2017	26.05.2021
Brief Resume and Nature of Expertise in Functional Area	<p>Mr. Ronak Chiripal is the promoter of our Company. He has obtained degree in Master of Business Administration from Syracuse University, Syracuse, New York and Bachelor of Technology in Information Technology from Nirma University, Ahmedabad, India. He has more than Four Year experience in the business and industry.</p>	<p>Mr. Susanta Kumar Panda is an Indian Revenue Service (IRS) officer of 1982 Batch of Indian Customs, Excise and Service Tax, Government of India under Department of Revenue, Ministry of Finance. He superannuated from Government of India in April 2019 and prior to superannuation he held office in Ministry of Finance, Department of Revenue as Member of Central Board of Indirect Tax and customer (CBIC) and also as special secretary to Government of India.</p> <p>He is a Graduate in Political Science (Hons) from Ravenshaw College affiliated to Utkal University, Odisha, and Post Graduate in Political Science from Hindu College, University of Delhi and a Law Graduate from C.C.S University, Meerut.</p>

Qualification	Master of Business Administration from Syracuse University, Syracuse, New York and Bachelor of Technology in Information Technology from Nirma University, Ahmedabad	Mr. Susanta Kumar Panda is a Graduate in Political Science (Hons) from Ravenshaw College affiliated to Utkal University, Odisha, and Post Graduate in Political Science from Hindu College, University of Delhi and a Law Graduate from C.C.S University, Meerut.
Disclosure of Relationships between Directors inter-se	No Relationship with other Directors	No Relationship with Director
List of Directorship / Committee Memberships in other Listed Companies	NIL	1. Zee Media Corporations Limited 2. Vishal Fabrics Limited 3. Golden Biofules Limited 4. Greater Noida Health and Research Institute Hospitals Private Limited
Shareholding in SEIL	1,000,000 Shares	NIL
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid and remuneration last drawn	As per the Nomination, Remuneration & Board Diversity Policy of the Company as displayed on the Company's website i.e. www.sei.edu.in	
Number of Meetings of the Board attended during the F.Y. (2020-21)	5	Not Applicable
Justification for choosing the appointees for appointment as Independent Directors	Not Applicable	Please refer Explanatory Statement to this Notice

DIRECTORS' REPORT

To,
The Members
Shanti Educational Initiatives Limited.
Ahmedabad

The Board of Directors hereby submits the report of the business and operations of your Company ("the Company" or "SEIL"), along with the audited financial statements, for the financial year ended March 31, 2021

FINANCIAL RESULTS:

The financial statements for the financial year ended March 31, 2021, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs.

Key highlights of financial performance of your Company for the financial year 2020-21 are provided below:

Particulars	₹ in Lakhs	
	As on 31.03.2021	As on 31.03.2020
Sales/Income from operations	301.96	1241.46
Other Income	291.98	244.39
Total Income	593.94	1485.84
Operating expenditure	476.3	1361.7
Depreciation	83.96	91.39
Total expenses	560.26	1453.09
Profit Before Tax	33.68	32.75
Tax	-179.09	26.10
Profit for the year	212.77	6.64
EPS		
a) Basic	1.32	0.04
b) Diluted	1.32	0.04

STATE OF COMPANY'S AFFAIRS AND PERFORMANCE OF THE COMPANY DURING THE YEAR:

Your Company's total income for the year 2020-21 is Rs. 593.94 Lakhs compared to last year's income of Rs. 1485.84 Lakhs. The Profit before Tax (after depreciation) during the year under review is Rs. 33.68 Lakhs as compared to previous year's figure of Rs. 32.75 Lakhs. Your Company has earned Net Profit of Rs. 212.77 lakhs against the Net Profit of Rs. 6.64 lakhs during the previous year. Although the Total Income of the Company has declined massively still the Company's Net Profit has increased by 206.13 Lakhs.

The improved performance is a result of sustained growth in the business, despite of tough economic conditions. Numerous innovative and state-of-the art technological measures were undertaken for driving efficiencies in running its preschool and K-12 school operations. Your Company still hopes for better performance in the current year.

DIVIDEND:

With a view to conserve financial resources in an environment of heightened uncertainty caused by COVID-19 Pandemic, the Board of Directors of the Company has not proposed any dividend for the year ended March 31, 2021. Your Company has not paid any Interim Dividend during the financial year under review.

THE WEB ADDRESS WHERE ANNUAL RETURN HAS BEEN PLACED:

The annual return of the Company for the year ended 31st March, 2021 along with all the annexures has been placed on the website of the Company www.sei.edu.in

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.

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, 2021.

EXTRACT OF ANNUAL RETURN:

The extract of Annual Return as on 31st March, 2021 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 available on company website at www.sei.edu.in

BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations.

Pursuant to the provisions of the Companies Act, 2013, the Nomination and Remuneration Committee has laid down the criteria for evaluation of the performance of individual Directors and the Board as a whole. Based on the criteria the exercise of evaluation was carried out through a structured process covering various aspects of the Board functioning such as composition of the Board and committees, experience & expertise, performance of specific duties & obligations, attendance, contribution at meetings, etc. The Directors expressed their satisfaction with the evaluation process.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, one-third of such number of Directors are liable to retire by rotation every year and, if eligible, offer themselves for reappointment at every Annual General Meeting. In this context, Mr. Ronak Agarwal, Director, is liable to retire by rotation at the ensuing Annual General Meeting, and being eligible, offer himself for reappointment in accordance with the provisions of the Companies Act, 2013.

During the year under review, two of our Directors Ms. Tarulata Ji and Mr. Chitranjan Singh Ji has left us to heavenly abode and ceased to hold office as non-executive Independent Director effective from 08.01.2021 and 24.02.2021 respectively.

Pursuant to the provisions of Section 149 of the Act, the independent directors have submitted declarations that each of them meets the criteria of independence as provided in Section 149(6) of the Act along with Rules framed thereunder and Reg. 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 amended thereof and they have also complied with the code for Independent directors prescribed in Schedule IV to the Act. There has been no change in the circumstances affecting their status as independent directors of the Company.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission, if any and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committee of the Company.

None of the Directors of your Company are disqualified as per the provision of section 164 (2) of the Companies Act, 2013. Your Directors have made necessary disclosures as required under various provisions of Companies Act, 2013 and SEBI regulations.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company as on March 31, 2021 are:

- a. Mr. Jayesh Patel : Chief Financial Officer
- b. Mr. Darshan Vayeda : Whole Time Director
- c. Ms. Mohini Singhal : Company Secretary

The composition of the Board of Directors and its Committees are provided in the Corporate Governance Report, which forms part of the Annual Report.

CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS:

An Independent Director shall be a person of integrity and possess appropriate balance of skills, experience and knowledge as details provided in the Corporate Governance Report. The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year ended 31st March, 2021 except for payment of sitting fees.

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 / ASSOCIATE / JOINT VENTURE:

The Company did not have any Subsidiary Company, Associate Company or Joint Venture as on 31st March, 2021.

REMUNERATION POLICY:

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of Companies Act, 2013 read with Rules issued thereunder and the Listing Regulations.

MEETINGS OF BOARD AND COMMITTEE:

The Board meets once in every quarter to review the quarterly financial results and other items of the agenda and if necessary, additional meetings are held as and when required. The intervening gap between the meetings was within the period prescribed under SEBI (LODR) Regulations, 2015 & Companies Act, 2013. 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. During the year under review, 5 (Five) Board Meetings were held on July 30th, 2020; September 15th, 2020; November 11th, 2020; February 13th, 2021 and 18th March 2021.

The details of the Board and its Committees meetings and attendance of Directors at such meetings are provided in the Corporate Governance Report, which forms part of the Annual Report

SECRETARIAL STANDARD:

The Directors states that applicable Secretarial Standards i.e. SS-1 & SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3) (c) of Companies Act 2013, with respect to the Directors' Responsibility Statement, your directors hereby confirm that:

(a) In preparation of the annual accounts for the financial year ended March 31, 2021, the applicable accounting standards have been followed. Further, necessary explanations are given for material departures, if any;

(b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(c) They have taken proper and sufficient care towards the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) They have prepared the annual accounts on a going concern basis;

(e) They have laid down internal financial controls, which are adequate and are operating effectively;

(f) They have devised proper systems to ensure compliance with the provisions of all applicable laws, and such systems are adequate and operating effectively.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company during the Financial Year ended 31st March 2021.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes and commitments which affect the financial position of the Company that have occurred between the end of the financial year to which the financial statements relate and the date of this report.

STATUTORY AUDITORS AND THEIR REPORTS:

At the 31st AGM held on 30.08.2019 the Members approved appointment of M/s. Nahta Jain & Associates, Chartered Accountants (Firm Registration No. 106801W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the AGM for the financial year 2022-23, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of same has been included in the Notice for this AGM.

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.

REPORTING OF FRAUDS:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of Act and Rules framed thereunder.

INTERNAL AUDITOR:

In accordance with the provisions of Section 138 of the act and rules made thereunder, the Board of Directors of the Company have appointed M/s. A. O. Agarwal & Co. Chartered Accountants, (FRN: 119827W) as Internal Auditor to conduct the Internal Audit of the Company for the F.Y. 2020-21.

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 adequate internal control systems for business processes, with regard to efficiency of operations, financial reporting, compliance with applicable laws and regulations etc. All operating parameters are monitored and controlled. Regular internal audits and checks ensure that responsibilities are executed effectively. The system is improved and modified continuously to meet with changes in business conditions, statutory and accounting requirements.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them, from time to time.

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 – I**' of this report.

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

During the year under review, details of loans and investments under the provisions of Section 186 of the Companies Act, 2013 by the Company to other bodies corporate or persons are given in notes to the financial statements.

PUBLIC DEPOSITS:

The Company has not invited or accepted any deposits within the meaning of Sections 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), from public during the year under review. There are no outstanding and overdue deposits as at 31st March, 2021.

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

All transactions entered with Related Parties for the year under review were on arm's length basis and all the material related party transactions are detailed in Form AOC-2 in terms of Section 134 of the Companies Act, 2013, the same has been annexed as **Annexure – II**' of this report.

All related party transactions are mentioned in the notes to the accounts.

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. A statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

The Policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the website of the Company www.sei.edu.in

None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's businesses, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews.

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") read with Schedule V of SEBI Listing Regulations, the Management Discussion and Analysis Report of the Company for the year under review is annexed as part of this Report separately as an **Annexure – III**'.

COST RECORDS:

The provisions of Section 148 of the Companies Act, 2013 and rules made thereunder for appointment of cost auditor and maintenance of cost records is not applicable to the Company.

CORPORATE GOVERNANCE REPORT:

Your Company is committed to maintain the highest standards of Corporate Governance. We believe that sound Corporate Governance is critical to enhance and retain investor trust. Our disclosures seek to attain the best practices in Corporate Governance as prevalent globally. We have implemented several best Corporate Governance practices in the Company to enhance long-term shareholder value and respect minority rights in all our business decisions. Our Corporate Governance report for financial year 2020-21 as appended as **Annexure IV** forms part of this Annual Report.

SECRETARIAL AUDITORS AND THEIR REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, the Company had appointed M/s. Keyur J. Shah & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company to undertake the Secretarial Audit for the financial year 2020-21. The Secretarial Audit Report for financial year 2020-21 issued by M/s. Keyur J. Shah & Associates, Practicing Company Secretaries has been appended as **Annexure V** to this Report.

The Secretarial Audit Report contains following qualification:

- i. *The Company has not filed Form MGT-14 with all the Resolutions passed at the Annual General Meeting held on 30th December, 2020 as required to be filed pursuant to Ministry of Corporate Affairs (MCA) General Circular dated 08th April, 2020 read with General Circular dated 05th May, 2020 which states that "All the resolutions passed in accordance through the general meeting conducted through video conferencing or other audio-visual means shall be filed with the Registrar of Companies (ROC) within 60 days of the meeting*

Explanation: The Company has filled the Form MGT-14 vide SRN R84727635 dated 13.01.2021 with all the Special Resolution, the ordinary resolution as required under the said resolution was not filled, the Company assure to comply the same in future.

- ii. *The Company has not submitted the Annual report in the XBRL mode to the Stock Exchange pursuant to the said Circulars for the financial year ended on 31st March, 2020 as per LIST/COMP/40/2018-19 & LIST/COMP/13/2019-20 read with Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015.*

Explanation: The said non-filing got skipped erroneously, the Company have filled the Form AOC-4 XBRL, and have also uploaded the financial results but the uploading of XBRL got skipped, we assure to comply the same in future.

- iii. *In Intimation of Closure of Trading Window under the Insider Trading Code for June, 2020 quarter and September, 2020 quarter was intimated with delay by the Company on 17th July, 2020 and 04th November, 2020 respectively as per Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.*

Explanation: The said intimation was filled with the intimation of Board Meeting, due to COVID Pandemic the Company was under alternate working day and work from home and due to limited access to the data it got delayed and the delay was erroneously and there was no malafide intention. As soon as the working got normal there was no such delay.

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 - VI**' 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.

PREVENTION OF INSIDER TRADING:

Pursuant to the provisions of the regulations, the Board has formulated and implemented a Code of Conduct to regulate, monitor and report trading by its employees and other connected persons and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

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 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, 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. The same is available on www.sei.edu.in

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 2020-21. 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.

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

The Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various interventions and practices. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal), ACT 2013. An appropriate complaint mechanism in the form of "Complaints Committee" has been created in the Company for time-bound redressal of the complaint made by the victim. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year the Company has not received any complaints of sexual harassment.

CHANGE IN SHARE CAPITAL:

During the year under review, there was no change in the share capital of the Company. Authorized capital of the Company as on 31st March, 2021 was Rs. 30,00,00,000 (Rupees Thirty Crores Only) and Paid-up Share Capital of the Company as on 31st March, 2021 was Rs. 16,10,00,000 (Rupees Sixteen Crores Ten Lakhs Only).

SHARES:

1. **Buy Back of Securities:** The Company has not bought back any of its securities during the year under review.
2. **Sweat Equity:** The Company has not issued any sweat equity shares during the year under review.
3. **Bonus Shares:** No bonus shares were issued during the year under review.
4. **Employees Stock Option Plan:** The Company has not provided any Stock Option Scheme to the employees.

INSURANCE:

All assets of the company including inventories, building, plant and machineries are adequately insured.

STATEMENT PURSUANT TO LISTING AGREEMENT:

The Company's Equity shares are listed at Bombay Stock Exchange Limited. The Annual Listing Fees for the year 2020-21 has been paid.

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.

Place: Ahmedabad

Date: 03.09.2021

By Order of the Board

For Shanti Educational Initiatives Limited

Sd/-

**Darshan Vayeda
Whole-Time Director
DIN : 07788073**

Sd/-

**Ronak Agrawal
Director
DIN : 05002292**

ANNEXURE – I

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: NIL
- ii. The steps taken by the unit for utilizing alternate sources of energy: NIL
- iii. The capital investment on energy conservation equipment: NIL

B. TECHNOLOGY ABSORPTION:

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

ANNEXURE - II

FORM NO. AOC - 2

(Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: **NIL**
2. Details of material contracts or arrangements or transactions at arm's length basis:

Nature of relationship	Name of the related party	Type of contracts/arrangements/transactions	Duration of the contracts / arrangements/ transactions	*Salient terms of the contracts or arrangements or transactions, including the value	Date of approval by the Board	Amount paid as advances, if any
Associate	Chiripal Charitable Trust	Loan Received	2020-21	75,626,755	30.07.2020	NIL
Associate	Agrawal Educational Trust	Loan Received	2020-21	2,572,500	30.07.2020	NIL
Associate	Shanti Innovation and Research Foundation	Loan Received	2020-21	20,889,455	30.07.2020	NIL
Associate	Milestone Educom Trust	Loan Received	2020-21	59,949,812	30.07.2020	NIL
Associate	Milestone Educom Trust	Loan Paid	2020-21	11,850,265	30.07.2020	NIL
Associate	Chiripal Charitable Trust	Loan Paid	2020-21	107,050,105	30.07.2020	NIL
Associate	Agrawal Educational Trust	Loan Paid	2020-21	3,530,089	30.07.2020	NIL
Associate	Shanti Innovation and	Loan Paid	2020-21	7,901,064	30.07.2020	NIL

	Research Foundation					
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***Salient terms of the contracts or arrangements:** These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis.

Place: Ahmedabad

Date: 03.09.2021

By Order of the Board

For Shanti Educational Initiatives Limited

Sd/-

**Darshan Vayeda
Whole-Time Director
DIN : 07788073**

Sd/-

**Ronak Agrawal
Director
DIN : 05002292**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(Management Discussion and Analysis Report is part of Directors Report for the Year Ended 31st March, 2021.)

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, 2021, 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,

Indian Education and Business Overview

Education is one of the largest, most thriving industries in India. The country has a remarkable growth opportunity for the education sector. The Government, too, is taking various measures such as reserving Rs 99,300 crore outlay for the education sector to improve the quality of education in India.

The outlook of the Indian Education remains bright in light of various campaign which is increasing the awareness of Education among the rural communities and also increase in variety of courses offered by colleges and universities, growing emphasis of the Government, and more. However, accessing quality education and financial commitment to education development continues to remain challenging.

Due to COVID-19 pandemic, the industry have been effected evidently due to suspension of schools over a continued period. But still educational institutions are exploring ways to keep students engaged virtually and maintaining the learning momentum. While all educational institutions are not equipped to connect with students, some have started video conferencing facilities for streaming online classes.

Our Company is a growing educational sector company, which is the key to nation building. It is also well-accepted that providing the right knowledge and skills to the youth can ensure fiscal and national progress. The country's sustained financial growth is further boosting the demand for quality education.

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.

Primary education is usually compared as an elementary education which usually consist of grades one through six. The main aspect of primary education make a children strong foundation so that they can acheive something good in their life.

K-12 Education

The K-12 education is the term used to denote the education imparted in the primary and secondary phases of school life, including K or kindergarten to 12 which stands for the 12th standard. The concept is slowly gaining its importance in India with the government introducing new educational schemes like free compulsory primary education throughout the country.

The current K-12 school system in India is one of the largest in the world with more than 1.4 million schools with 250+ million students enrolled. K-12 private schools today operate across a vast range of curriculums and boards. Key indicators that make them preferential today are the process of ongoing and continuous evaluation, comprehensive curriculum and syllabus based on practical applications, assessments based on interactive, skills and fun based learning which has led to better learning levels and quality of school education.

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

There are general issues due to lack of proper infrastructure facilities, high pupil-teacher ratio and lack of trained teachers which are impacting the quality of education imparted to students. Low learning level across elementary and secondary has seen an increase in the need for paid supplemental help by students.

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.

Outlook

Our primary focus is on:

- Delivering global standard education with emphasis on Indian Values.
- Affordable fees.
- Technology enabled classrooms.
- Qualified, trained and passionate teachers.
- Best corporate practices.

SEIL has proved itself a turnkey project solutions company. The growth & success can easily be gauged by prestigious projects successfully handled. Our team consists of professionals who have vast experience in the field of school education, providing standardized teacher training, technology-driven English medium curricula and assured learning outcomes. The team members have taught in leading schools, designed and taught courses at the school as well as teacher-training level. According to our Education Vision, will emphasis on reaching the Unreached and deliver Global education standard with Indian values in K-12 schools. Our Mission Includes:

- To provide end to end School management solutions in K-12 education space.
- To be present in every possible district HQ in India with our services.
- Stress free, caring and safe learning environment.
- Teachers who are passionate educators.
- To develop students who will grow to be confident, self-disciplined, critical thinkers and sensitive leaders and achieve highest academic standards through.

At SEIL, Students are benefitted with exposure to a global education platform, strong foundation on Indian values for life-long learning, technology enabled and stress free learning environment. Teachers are professionally qualified in their respective areas with exposure to the latest curriculum, teaching methodology with exceptional growth possibilities with the fastest growing education company.

Our Strength

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

Integrity

Encourage every individual to act ethically, honestly and consistently. In doing so, become reliable and socially responsible with a strong sense of differentiation between right and wrong.

Dedication

To recognize personal strengths and potential developing self-management, and thereby perform any task with compassion, commitment and full involvement and deliver Global education standard with Indian values in K-12 schools.

Quality

Quality is performing every task with an objective to reach the excellence. If there is a quality input then certainly there be a quality outcome. Every individual is encouraged to be meticulous, demonstrating enterprising and innovative way of engaging and responding to the constructive world around.

Teamwork

A sense of belonging through co-operation, acceptance, sharing, supporting, representing the team, developing trust, respecting diversity and distinctiveness.

Risk and Concern:

The Company has adequate Risk Management System and it faces the risk of competition from local players in the cities it expands. This risk is addressed by building a brand and processes to provide consumer centric services and quality education.

The Company functions in a dynamic business environment and its operations may be exposed to varied risks. To mitigate its impact, the Company appropriately identifies and assesses threats and takes necessary actions to address such risks.

Reputation risks

In the era of digital media and 24/7 news cycle where the media exaggerates negative news and education institutions have frequently become the target of such negative headlines. Schools can lose alumni and business relationships, brand favorability, etc. Institutions with reputational awareness and control over their increasingly vast presence in the media can reduce the risk of damaging a reputation they have spent years building.

Operating model risks

Education sector's operating models involve a range of activities such as how to deliver academic programs, conduct research, make decisions, manage relationships with vendors, sustain enrollment, or maintain accreditation status. The Company has to face all the challenges and deal with it effectively for the overall growth of our organization.

Enrollment supply risks

Gaps between estimates and actual student enrollment limit a school's ability to forecast faculty turnover, resource use, and infrastructure needs to support the student population.

Compliance risks

Failure to meet compliance standards can lead to consequences ranging from loss of funding, loss of accreditation, or, in extreme cases, to lawsuits and/or criminal charges against leadership.

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

Particulars	₹ in Lakhs	
	As on 31.03.2021	As on 31.03.2020
Sales/Income from operations	301.96	1241.46
Other Income	291.98	244.39
Total Income	593.94	1485.84
Operating expenditure	476.3	1361.7
Depreciation	83.96	91.39
Total expenses	301.96	1453.09
Profit Before Tax	33.68	32.75
Tax	-179.09	41.12
Profit for the year	212.77	6.64

The Company is operating at PAN India basis with almost 255+ Shanti Juniors Preschool centers and almost 5 owned and joint venture Shanti Asiatic (K-12 schools) and around 4 Franchised Shanti Asiatic (K-12 schools).

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 Company believes that the industry has the tremendous potential to impact the society, nation and the world positively. Its employees are major stakeholders and their efforts have direct stake in the business prospects of the organization. The employees have extended a very productive cooperation in the efforts of the management to carry the Company to greater heights.

The company acknowledges the efforts of its people and takes great pride in the dedication, sincerity and hard work of its workforce.

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 to amend, modify or revise any such statements on the basis of subsequent developments, information or events.

Key Ratios

Particulars	F.Y 2020	F.Y 2021	YOY CHANGE
Debtors Turnover	7.28	4.26	-41.48
Inventory Turnover	3.17	0.44	-86.11
Interest Coverage Ratio	1.75	2.15	22.85
Current Ratio	1.46	1.78	21.91
Debt Equity Ratio	0.22	0.14	-36.36
Operating Profit Margin (%)	65.30	75.03	14.90
Net Profit Margin (%)	0.53	11.15	2003.77
Return on Net worth*	0.12	0.04	-66.66

*Change in Return on Net worth is due to increased expenditure for the expansion of the business of the Company.

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2021, in terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

I. SEIL's Philosophy on Corporate Governance

Shanti Educational Initiatives Limited ("SEIL" or "the Company") believes that good Corporate Governance emerges from the application of the best management practices and compliance with the law coupled with the highest standards of integrity, transparency, accountability and ethics in all business matters.

SEIL also believes that Corporate Governance is about our commitment to human values in business which translates into ethical corporate conduct. Corporate Governance is an integral element of Company's value system, management ethos, and business practices. Corporate Governance practice are reflection of one's value, culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the Company is an important part of Corporate Governance. When adhered to and implemented in the best of spirit, Corporate Governance positively impact the activities, processes and policies of an organization, portray a positive vision to investors and enhance the trust and confidence of the stakeholders. It can also influence its immediate corporate environment and the society at large in a positive way and have a healthy impact on the national economy.

Hence SEIL's business policies are based on ethical conduct, health, safety and a commitment to building long term sustainable relationships with relevant stakeholders. The Company continues to strengthen its governance principles to generate long term value for its stakeholders on sustainable basis thus ensuring ethical and responsible leadership both at the Board and Management levels.

At SEIL, we also consider it our inherent responsibility to disclose timely and accurate information regarding our financials and performance, as well as the leadership and governance of the Company. SEIL is committed to a balanced corporate governance system, which provides the framework for achieving the Company's objectives encompassing practically every sphere of management, from action plans and internal controls to corporate disclosures.

Your Company is not only in compliance with the requirements stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") as amended from time to time, with regard to corporate governance, but is also committed to sound corporate governance principles and practice and constantly strives to adopt emerging best corporate governance practices being followed worldwide.

A report on compliance with corporate governance principles as prescribed under the SEBI LODR is given below.

II. Board of Directors

Shanti Educational Initiatives Limited (SEIL) is in compliance with the Board composition requirements of the Listing Regulations. Independent Directors of the Company provide appropriate annual certifications to the Board confirming satisfaction of the conditions of their being independent as laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the Management.

As on March 31, 2021 the Board of Directors of the Company is comprised of Four members. Mr. Darshan Vayeda is the Chairperson & Whole-Time Director of our Company.

The Non- Executive Director of the Board as at March 31, 2021, is Mr. Ronak Brijmohan Agrawal. Further Mr. Jayeshbhai Ramanbhai Patel acts as a CFO of the Company.

Further, we regret to inform you of the sudden and sad demise of our Non- Executive Independent Directors Late Ms. Tarulata and Late Mr. Chitranjan Singh Ji who left us to heavenly abode on 08.01.2021 and 24.02.2021 respectively, The Company deeply condolence the loss of these two directors. The sudden and unexpected passing away of Late Ms. Tarulata and Late Mr. Chitranjan Singh Ji will always be an irreparable loss to the Company and all the directors and employees of the Company.

The Board of the Company is well diversified and the Board continues to recognize that an appropriate mix of diversity and skills is key for introducing different perspectives into Board debate and for better anticipating the risks and opportunities in building a long-term sustainable business. Each member of the Board offers a range of core skills and experience that is relevant to the successful operation of the Group. The profiles of our Directors are available on our website at <http://sei.edu.in/board.html>

A. Composition of the Board

The Composition of the Board of your Company is in conformity with the SEBI LODR. The names and categories of Directors, the number of Directorships and committee positions held by them are given below.

None of the Directors is a Director in more than eight listed companies. Further, none of the Directors is an Independent Director in more than seven listed companies or three listed companies in case he/she serves as a Managing Director or Whole-time Director in any listed company. None of the Directors on the Board are a member of more than 10 committees and a chairperson of more than 5 committees, across all public limited companies in which he/she is a Director.

Name of the Director	Category	Directors Identification Number	Total number of Directorships, Committee and Chairpersonships and Memberships of Public Limited Companies* as on March 31, 2021			Name of Listed Entities including this Listed Entity
			Directorships	Committee Chairpersonships	Committee Memberships	
Ronak Brijmohan Agarwal	Non-Executive Director	05002292	1	0	1	Shanti Educational Initiatives Limited
Darshan Vayeda Yogendrabhai	Whole Time Director	07788073	1	0	2	Shanti Educational Initiatives Limited
Samir Gopalan Mariankari	Independent Director	07000832	1	3	0	Shanti Educational Initiatives Limited
Yogesh Thaker Natvarlal	Independent Director	00187449	1	0	3	Shanti Educational Initiatives Limited

*Excludes private limited companies, foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Government Bodies.

#Includes Additional Directorships and Directorship in Shanti Educational Initiatives Limited.

^ Committees considered are Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, including that of Shanti Educational Initiatives Limited.

Further the Company proposed to appoint Mrs. Komal Bajaj as the Non-Executive Non-Independent Woman Director of the Company at its Board Meeting held on 18.03.2021 subject to the approval of the members at the ensuing Extra Ordinary General Meeting and with the consent of the members she was appointed on the Board w.e.f. 14.04.2021.

B. Board Procedure

Notice along with detailed agenda is sent to each Director at least 7 days in advance of Board and Committee meetings. All material information is incorporated in the agenda along with supporting documents and relevant presentations. Where it is not practicable to attach any document to the agenda, the same is tabled at the meeting with specific reference to this effect in the agenda. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted. To enable the Board to discharge its responsibilities effectively, the Chairperson presents during each Board Meeting, the overall performance of the Company.

The Board reviews strategy and business plans, annual operating plans and capital expenditure budgets, investment and exposure limits, compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Company Secretary records Minutes of the proceedings of each Board and Committee meeting. Draft Minutes are circulated to Board/Committee Members within 15 days from the meeting for their comments. Directors communicate their comments (if any) in writing on the draft minutes within seven days from the date of circulation. The Minutes are entered in the Minute Books within 30 days from the conclusion of the Meeting and signed by the Chairperson at the subsequent meeting. The copy of the signed Minutes, certified by the Company Secretary or in his absence by any Director authorised by the Board, are circulated to all Directors within fifteen days of their signing.

Apart from Board Members and the Company Secretary, the Board and Committee Meetings are also attended by the Chief Financial Officer and wherever required by the heads of various corporate functions.

C. Process for Board Appointments

The Board recognizes the benefit that diversity in all its forms, including but not limited to age, gender, race, ethnic origin, cultural and educational background, can bring to Board debate and perspective. The Board is responsible for the selection of new directors and has delegated the selection process to the Nomination & Remuneration Committee (NRC). The NRC has a prescribed process for the selection and appointment of new Directors and Key Managerial Personnel (KMP). The Committee, based on a well-defined criterion, makes recommendations to the Board on the induction of new directors and KMPs.

D. Information Flow to the Board Members

Information is provided to the Board Members on a continuous basis for their review, inputs and approval from time to time. More specifically, we present our annual strategic plan and operating plans of our business to the Board for their review, inputs and approval. Likewise, our quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. In addition, various matters such as appointment of Directors and Key Managerial Personnel, corporate actions, review of internal and statutory audits, details of investor grievances, acquisitions, important managerial decisions, material positive/negative developments and statutory matters are presented to the respective Committees of the Board and later with the recommendation of Committees to the Board of Directors for their approval. As a system, in most cases, information to Directors is submitted along with the agenda papers well in advance of the Board meeting. Inputs and feedback of Board Members are taken and considered while preparation of agenda and documents for the Board meeting.

E. Number of Board meetings, attendance of the Directors at meetings of the Board and the Annual General Meeting (“AGM”)

During the financial year under review, Five Board Meetings were held on the following dates – July 30th, 2020; September 15th, 2020; November 11th, 2020; February 13th, 2021 and 18th March 2021. The 32nd Annual General Meeting of the Company was held on December 30, 2020.

The attendance of the Directors at these meetings is as mentioned in the table below:

Directors	No. of Board Meetings Held	No. of Board Meetings Attended	Attendance at the 32 nd AGM
Ronak Agarwal	5	5	Yes
Darshan Vayeda	5	5	Yes
Chitranjan Singh	4	2	Yes
Samir Gopalan	5	5	Yes
Tarulata	3	2	No
Yogesh Thaker	5	-	No

F. Shareholding of Non-Executive Directors

The details of Company’s shares held by Non-Executive Directors as on March 31, 2021 are given below:

Directors	No. of shares
Mr. Ronak Agrawal	10,00,000

G. Meeting of the Independent Directors

Regulation 25 of the Listing Regulations and Section 149 read with Schedule IV of Companies Act, 2013 mandates that the Independent Directors of the Company shall hold at least one meeting in a year, without the presence of Non-Independent Directors and members of the management and requires all the Independent Directors to be present at such meeting.

Accordingly the meeting of the Independent Director was held on 30.07.2020.

H. Details of familiarization program imparted to Independent Directors

During the year, the Independent Directors were apprised at frequent intervals on the industry trends, business model and the overview of the Company and its operations by the senior management team. Further, various business unit heads made presentations to the Independent Directors at periodic intervals on the performance and future strategy of their respective business units. The Independent Directors were also regularly apprised of all regulatory and policy changes including their roles, rights and responsibilities. Presentations on internal control over financial reporting, operational control over financial reporting, Prevention of Insider Trading Regulations, SEBI LODR, framework for Related Party Transactions etc. were made to the Board Members during the year. The details of the same is available at <http://sei.edu.in/policies.html>

I. Key expertise of the Board of Directors

The Board of Directors of your Company comprises of qualified and proficient Members who bring appropriate expertise and competence enabling them to make effective contribution to the Board and its committees.

Below are the key skills/expertise/competence identified by the Board of Directors:

- Strategic vision
- Leadership
- Industry knowledge
- Corporate governance
- Research and innovation
- Financial analysis and reporting
- Digital perspective
- Global landscape
- Risk management
- Social and regulatory framework
- Human capital and integrity
- Science and technology

While all the Board members possess the skills identified, their area of core expertise is given below:

Skills and its description	Mr. Ronak Agarwal	Mr. Darshan Vayeda	Ms. Tarulata	Mr. Chitranjan Singh	Mr. Samir Gopalan	Mr. Yogesh Thaker
Wide Management and Leadership Experience: Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth	√	√	√	√	√	√
Accounting and Financial Skills Leadership/Management experience in handling financial management of a large organization along with an understanding of accounting and financial statements.	√	√	√	√	√	-
Strategic Planning	√	√	√	√	√	√

Experience in leading the sustainability, Environment, Social and Governance visions of organizations, to be able to integrate these into the strategy of the Company						
Legal and Risk Management Knowledge and experience in regulatory and governance requirements and ability to identify key risks affecting the governance of the Company	√	√	√	√	√	√
Diversity Representation of gender, ethnic, geographic, cultural, or other perspectives that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide	√	√	√	√	√	√
Corporate Governance Experience in developing and implementing good corporate governance practices, maintaining board and management accountability, managing stakeholders' interests and Company's responsibilities towards customers, employees, suppliers, regulatory bodies and the communities in which it operates. Experience in boards and committees of other large companies.	√	√	√	√	√	√
Marketing Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation	√	√	√	√	√	√
Sustainability and Environment Experience in leading the sustainability visions of organizations, to be able to integrate these into the strategy of the Company	√	√	√	√	√	√

J. Declaration by the Board

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/ she meets the criteria of independence in accordance with the provisions of the Companies Act, 2013 and the SEBI LODR. In the opinion of the Board, the Independent Directors fulfill the conditions

specified in the sections and regulations and are independent of the management

K. Resignation of any Director from the Board

During the year under review, two of our Directors Ms. Tarulata Ji and Mr. Chitranjan Singh Ji has left us to heavenly abode and ceased to hold office as non-executive Independent Director effective from 08.01.2021 and 24.02.2021 respectively.

III. COMMITTEES OF THE BOARD

The Board has constituted various committees to focus on specific areas and to make informed decisions within their authority. Each committee is directed by its charter which outlines their scope, roles, responsibilities and powers. All the decisions and recommendations of the committee are placed before the Board for their approval. The Company's guidelines relating to Board Meetings are applicable to committee meetings as far as practicable. Each committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its functions. Senior officers/function heads are invited to present various details called for by the committee at its meeting.

Committees of the Board are as under:

- A. Audit Committee
- B. Stakeholders Relationship Committee
- C. Nomination and Remuneration Committee

(A) AUDIT COMMITTEE

• Audit Committee Composition:

The composition and terms of reference of the Audit Committee is in compliance with Section 177 of the Companies Act, 2013 and with Regulation 18 of the Listing Regulations, 2015. The Committee members have requisite knowledge in the fields of Finance, Accounts and Company Law. During the financial year under review, The Audit Committee met Four times on the following dates- 30.07.2020, 15.09.2020, 11.11.2020 and 13.02.2021. The representatives of Internal and Statutory Auditors are invitees to Audit Committee meetings and the Company Secretary acts as the Secretary of the Audit Committee.

• Constitution of the Audit Committee as on 31.03.2021 is as under

Sr. No.	Name of the Member	Designation	Date of Appointment	Date of Cessation
1.	Mr. Chitranjan Singh	Chairman, Independent, Non-Executive	14.09.2021	24.02.2021
2.	Mr. Samir Gopalan	Chairman, Independent, Non-Executive	18.03.2021 (as chairman due to sad demise of Late Mr. Chitranjan Ji)	-
3.	Mr. Darshan Vayeda	Member, Whole-time Director, Executive	20.04.2017	-
4.	Ms. Tarulata	Member, Independent,	13.03.2020	08.01.2021

		Non-Executive		
5.	Mr. Yogesh Thakkar	Member, Independent, Non-Executive	13.02.2021	-

- The scope of activities of Audit Committee broadly include to review reports of the Internal Auditors and to discuss the same with them periodically, to meet Statutory Auditors to discuss their findings / suggestions, to review weaknesses in internal controls reported by Internal and Statutory Auditors, to review financial reporting systems and internal control systems, to review quarterly / half yearly / annual financial results and other matters.

The attendance of the Directors at these Audit Committee meetings is as mentioned in the table below:

Directors	No. of Meetings which director was entitled to attend	No. of Meetings Attended
Darshan Vayeda	4	4
Chitranjan Singh	3	2
Samir Gopalan	4	4
Tarulata	3	2
Yogesh Thakkar	1	1

• **Terms of Reference of the Audit Committee *inter alia* include the following**

The recommendation for appointment, remuneration and terms of appointment of auditors of the company;

- (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.

(B) STAKEHOLDERS' RELATIONSHIP COMMITTEE

The composition and terms of reference of the Committee is in compliance with the Section 178 of the Companies Act, 2013 and with Regulation 20 of the Listing Regulations, 2015. The Committee consists of 3 Directors out of which 2 are Non-Executive Independent Directors. The Chairman of the Committee is an Independent Director. During the year under review, the Committee met 4 (Four) times as on 30.07.2020, 15.09.2020, 11.11.2020 and 13.02.2021. The Stakeholders Relationship Committee inter-alia deals with all matters relating to Stakeholders/Investors Grievance and its redressal and others as specified in the Listing Regulations, 2015. During the year ended 31st March, 2021, no Shareholders' Complaints were received by the Company. For effective and efficient grievance management, the Company has dedicated email id: info@sei.edu.in to resolve the grievances of the investors. Ms. Mohini Singhal is the Company Secretary for complying with requirements of Securities Laws.

Constitution of the Stakeholders' Relationship Committee as on 31.03.2021 is as under:

Sr. No.	Name of the Member	Designation	Date of Appointment	Date of Cessation
1.	Mr. Chitranjan Singh	Chairman, Independent, Non-Executive	14.09.2021	24.02.2021
2.	Mr. Samir Gopalan	Chairman, Independent, Non-Executive	18.03.2021 (as chairman due to	-

			sad demise of Late Mr. Chitranjan Ji)	
3.	Mr. Darshan Vayeda	Member, Whole-time Director, Executive	20.04.2017	-
4.	Mr. Yogesh Thakkar	Member, Independent, Non-Executive	18.03.2021	-

The attendance of the Directors at this Committee meetings is as mentioned in the table below:

Directors	No. of Meetings which director was entitled to attend	No. of Meetings Attended
Darshan Vayeda	4	4
Chitranjan Singh	3	2
Samir Gopalan	4	4
Yogesh Thakkar	-	-

(C) NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee Composition: The composition and terms of reference of the Committee is in compliance with the Section 178 of the Companies Act, 2013 and with Regulation 19 of the Listing Regulations, 2015. The Committee consists of 3 Directors all of whom are Non-Executive Directors. The Chairman of the Committee is an Independent Director. During the year under review, the Committee met Three (3) times as on 15.09.2020, 13.02.2021 and 18.03.2021

Constitution of the Nomination and Remuneration Committee as on 31.03.2021 is as under:

Sr. No.	Name of the Member	Designation	Date of Appointment	Date of Cessation
1.	Mr. Samir Gopalan	Chairman, Independent, Non-Executive	13.03.2020	-
2.	Ms. Tarulata	Member, Independent, Non-Executive	13.03.2020	08.01.2021
3.	Mr. Ronak Agarwal	Member, Non-Independent, Non-Executive	07.10.2017	-
4.	Mr. Yogesh Thakkar	Member, Independent, Non-Executive	13.02.2021	-

The attendance of the Directors at this Committee meetings is as mentioned in the table below:

Directors	No. of Meetings which director was entitled to attend	No. of Meetings Attended
Ronak Agrawal	3	3
Tarulata	1	1
Samir Gopalan	3	3
Yogesh Thakkar	2	2

• **Terms of Reference**

The Committee has the mandate to review and recommend compensation/ remuneration payable to the Whole-time Directors and Senior Management of the Company. Its function also includes administering of the Company’s Stock Option Plans, if any, including the review and grant of the Stock Options to eligible employees under plans, as and when necessary. The Committee reviews the performance of the Whole-time Directors, committees of the Board and Senior Management of the Company for the above mentioned purpose and may have requisite parameters as it may deem fit. In addition to the above role, Committee also perform the following other roles;

- a. To formulate criteria for determining qualifications, positive attributes and independence of a Director and oversee the succession management process for the Board and senior management employees;
- b. To recommend the Board a policy relating to the remuneration of the Directors, KMPs and other employees of the Company;
- c. To formulate criteria for evaluation of Independent Directors and the Board;
- d. To devise a policy on Board Diversity;
- e. To carry out evaluation of every Director’s performance;
- f. To identify persons who are qualified to become Director and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- g. 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.
- h. To recommend to the board, all remuneration, in whatever form, payable to senior management.
- i. Any other activity as the Board may determine from time to time.

Performance Evaluation Criteria for 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. The Company did not have any pecuniary relationship or transactions with Non-Executive Directors during the year ended 31st March, 2021 except for payment of sitting fees.

The Board of Directors have formulated performance evaluation criteria of Independent Directors of the Company. The Performance Evaluation of Independent Directors is carried out on the basis of their role, expertise, skills, leadership qualities, strategic direction to align company's value and standards, effective decision making ability, initiative on knowledge updates, internal controls etc.

IV. REMUNERATION OF DIRECTORS

A. Remuneration Policy

Your Company has a well-defined policy for remuneration of the Directors, Key Management Personnel and Senior Management. The policy is furnished on the Company's website www.sei.edu.in at the following path: Investor Relation>Policies>Remuneration Policy for Non-Executive Directors.

The elements of remuneration package of the Executive Directors include fixed and variable salary, performance bonus, contribution to provident fund, superannuation, gratuity, perquisites and allowance, reimbursement of expenses etc., as applicable to employees of the Company. The Executive Directors are employees of the Company and are subject to service conditions as per the Company policy, which is three months' notice period, or such period as mutually agreed upon. There is no provision for payment of severance fees to Executive/Non-Executive Directors. Independent Directors are paid remuneration in the form of commission, apart from the sitting fees and are not subject to any notice period and severance fees.

B. Remuneration to 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.

The details of remuneration of Directors for the year ended March 31, 2021 are given below:

Directors	Salary and Perquisites					(Rs. in Lakhs)
	Fixed Pay & Bonus	Perquisites^	Retiral Benefits	Commission*	Sitting Fees	Total
Darshan Vayeda	10.73	-	-	-	-	10.73

No options under the Company's ESOP plan were granted to Executive/Non-Executive Directors during the financial year.

The aggregate remuneration payable to all Executive Directors, who are promoters or members of the promoter group, does not exceed 5% of the net profits of the Company.

C. Remuneration to Non-Executive and Independent Directors:

There are no pecuniary relationship or transactions of the Non-Executive Directors vis-a-vis the Company, except otherwise stated in the Report.

All the Non-Executive Directors receive sitting fees for attending Board Meetings, Audit Committee Meetings, Nomination and Remuneration Committee Meetings, and Stakeholders Relationship Committee Meetings. The sitting fees paid to Non-Executive Directors are within the limits prescribed under the Companies Act, 2013 read with the relevant Rules. The nonexecutive directors have been paid sitting fees as per the limit prescribed in the Act.

Details of Remuneration paid to the Non-Executive Directors during the Financial Year 2020-21 is as follows:

(Rs. In Lakh)					
Sr. No.	Name of Directors	Salaries and Perquisites (Rs)	Sitting Fees (Rs)	Commission (Rs)	No. of Shares held
1.	Mr. Ronak Agrawal	-	-	-	1000000
2.	Mr. Chitranjan Singh	-	0.20	-	-
3.	Mr. Samir Gopalan	-	0.50	-	-
4.	Ms. Tarulata	-	0.20	-	-
5.	Mr. Yogesh Thaker	-	0.50	-	-

V. GENERAL BODY MEETINGS

Annual General Meetings

The date, time location of Annual General Meetings held during the last three years and the special resolutions passed thereat are as follows:

Year	Date and Time	Venue	Special Resolution(s) Passed
2017-18	September 27, 2018 at 3.00 P.M.	6 th Floor Chiripal House, Near Shivranjani Cross Roads, Satellite, Ahmedabad - 380015	<ol style="list-style-type: none">1. To regularize Ronak B Agarwal as Director of the Company2. To contribute in charitable and bonafide funds3. To increase the limit of Foreign Institutional Investors/ Foreign Portfolio Investors for acquiring and holding equity shares up to an aggregate limit of 49% of the paid up capital of the company4. To increase limit of Foreign Investment by Non Resident Indians (NRI) under Portfolio Investment Scheme
2018-19	August 30, 2019 at 5:00 P.M	Shanti Corporate House, Beside Hira Rupa Hall, Opposite Landmark Hotel, Bopal-Ambli Road, Ahmedabad - 380058	<ol style="list-style-type: none">1. To contribute in charitable and bonafide funds2. To Issue of Warrant on Preferential basis
2019-20	December 30, 2020 at 3:00 P.M	Through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")	<ol style="list-style-type: none">1. To regularize Mr. Samir Gopalan Mariankari (DIN: 07000832) as director of Company2. To regularize Ms. Tarulata (DIN: 08701033) as director of Company3. To regularize Mr. Yogesh Thaker Natvarlal (DIN: 00187449) as director of Company4. To contribute in charitable and bonafide funds5. Ratification of prior issue of Warrant on Preferential basis in accordance with the requisite of BSE for seeking listing approval

Special Resolutions Passed through Postal Ballot

There were no special resolutions passed during the FY 2020-21 through postal ballot. Further, there is no immediate proposal for passing any resolution through postal ballot.

VI. MEANS OF COMMUNICATION

I. Quarterly financial results

The quarterly financial results are normally published in Financial Express and Indian Express (Gujarati edition) newspapers and are also displayed on Company's website www.sei.edu.in

II. News Releases, Presentations

Official news/press releases, if any, are sent to the Stock Exchanges and are displayed on the Company's website www.sei.edu.in

III. Presentations to Institutional Investors/ Analysts

Presentations are made to institutional investors and financial analysts on quarterly financial results of the Company. These presentations are also uploaded to the Company's website www.sei.edu.in and are sent to Stock Exchanges. The schedule of meetings with institutional investors/financial analysts are intimated in advance to the Stock Exchanges and disclosed on Company's website.

IV. Website

The Company's website www.sei.edu.in contains a separate and dedicated section "Investors" where shareholder information is available. Information such as press releases, notice of the Board Meeting, revision in credit rating, clippings of newspaper publications, etc., are uploaded on the website. The Company's Annual Report is also uploaded on the website in a user-friendly and downloadable form.

V. BSE Corporate Compliance & Listing Centre ('Listing Centre')

BSE's Listing Centre is a web based application designed for Corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases are electronically filed on the Listing Centre.

VII. SEBI Complaints Redress System (SCORES)

Investor complaints are processed through a centralized web-based complaints redressal system. Centralised database of all complaints received, online upload of the Action Taken Reports (ATRs) by the Company, online viewing by investors of actions taken on the complaint and the current status are updated/resolved electronically in the SEBI SCORES system.

VII. GENERAL SHAREHOLDERS INFORMATION

A. Company Registration Details

The Company is registered in the State of Gujarat, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L80101GJ1988PLC010691.

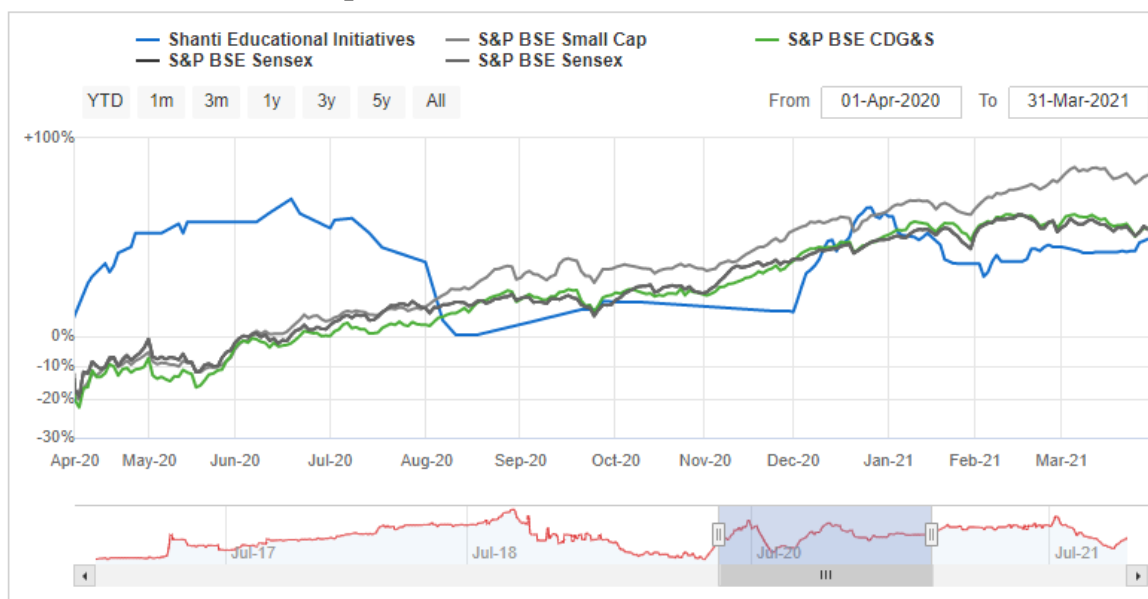
Annual General Meeting Date and Time Venue	Wednesday, 29th day of September, 2021 at 3.30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")
Financial Year	April 01, 2020 – March 31, 2021
Dividend Payment Date	Dividend not proposed
Record Date	22.09.2021
Listed on Stock Exchanges	BSE Limited PJ Towers, Dalal Street, Mumbai- 400001
Stock Code/Symbol	539921
International Securities Identification Number	INE440T01010
Payment of Annual listing fees to Stock Exchange	Paid
Registrar to an issue and share transfer agents	Link Intime India Private Limited C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra. <u>Address for Correspondence</u> 5th Floor, 506 to 508, Amarnath Business Center-1, Beside Gala Business Centre, Nr. St. Xavier's College, Off. C.G. Road, Ahmedabad - 380009
Address for Correspondence	<u>Registered Office Address</u> 1909 - 1910, D Block, West Gate Nr. YMCA Club, S. G. Highway Ahmedabad-380051 <u>Corporate Office Address</u> Shanti Corporate House Near Hiralupa Banquet Hall Bopal-Ambli Road, Ahmedabad-380058

B. Market price data during 2020-21

The monthly high/low closing prices and volume of shares of the Company from April 1, 2020 to March 31, 2021 are given below:

Month	BSE		
	High Price	Low Price	Volume of Equity Shares
Apr-20	149	125	238
May-20	155	149	249
Jun-20	171	152	34,360
Jul-20	159	134.65	75,451
Aug-20	127.95	104.35	770
Sep-20	117.45	109	7
Oct-20	117	117	104
Nov-20	113.45	113.45	212
Dec-20	164.85	113	4,49,513
Jan-21	158	133.9	1,27,388
Feb-21	144	128	1,41,159
Mar-21	146	139	4,13,160

Performance in comparison to broad-based indices viz. BSE Sensex



Share Transfer System:

Entire holding of the company is in dematerialized form and matters pertaining to Share Transfer are being handled by Link Intime India Private Limited.

Distribution of Shareholding

Shareholding of Shares	Number of Shareholders	% of Total Shareholders	No. of Shares	% of Total Share Capital
1 to 500	77	49.04	5382	0.04
501 to 1000	14	8.91	11268	0.07
1001 to 2000	16	10.19	24512	0.15
2001 to 3000	3	1.92	7625	0.05
3001 to 4000	2	1.27	6319	0.03
4001 to 5000	3	1.91	14400	0.08
5001 to 10000	3	1.91	19673	0.13
10001 to 99999999999	39	24.85	16010821	99.45
TOTAL	157	100.00	16100000	100.00

Dematerialization of Shares and Liquidity:

Entire equity share capital is held in the demat form with NSDL and CDSL.

Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity

There are no GDRs/ADRs/Warrants or any Convertible Instruments pending conversion or any other instrument likely to impact the equity share capital of the Company.

Commodity price risk or foreign exchange risk and hedging activities: NIL

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: NIL

VIII OTHER DISCLOSURES

1. Materially significant related party transactions

During the financial year 2020-21, the materially significant related party transactions or arrangements that were entered into between the Company and its promoters, management, Directors or their relatives, subsidiaries, etc. that may have potential conflict with the interests of the Company at large are included in the transactions disclosed in **Form AOC-2**, Please refer **Annexure-II**. The Company has formulated a policy on dealing with Related Party Transactions, which specifies the manner of entering into Related Party Transactions. This policy has also been posted on the website of the company www.sei.edu.in at the following path: Investor Relation>Policies> SEIL- Policy on materiality of related party transactions.

II. Details of non-compliance

During the last three years, there were no instances of non-compliances by the Company related to capital markets and no penalty or strictures were imposed on the Company by the Stock Exchanges or SEBI or any statutory authorities. The Company has also complied with the requirements of Corporate Governance Report and disclosed necessary information as specified under the SEBI LODR.

However, the qualifications as observed by the Secretarial Auditor is detailed in the Secretarial Audit Report.

III. Vigil mechanism and whistle blower policy

The vigil mechanism as envisaged in the Companies Act, 2013 and the SEBI LODR is implemented through the Company's Whistle Blower Policy to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairperson of the Audit Committee. The address of the Chairperson of the Audit Committee has been given in the policy for the employees, Directors, vendors, suppliers or other stakeholders associated with the Company to report any matter of concern. Whistle blower policy of the Company is available on the website of the Company www.sei.edu.in at the following path: Investor Relation>Policies>Whistle Blower Policy.

IV. Compliance with non-mandatory requirements

Apart from complying with mandatory requirements prescribed by the SEBI LODR, the Company has complied with a few non-mandatory requirements, such as:

- During the financial year under review, there is no audit qualification in your Company's financial statements. Your Company continues to adopt best practices to ensure regime of unqualified financial statements.
- Internal Auditors report directly to the Audit Committee

V. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Particulars	Numbers
a. Number of complaints filed during the financial year	0
b. Number of complaints disposed of during the financial year	0
c. Number of complaints pending as on end of the financial year	0

VI. Disclosures with respect to demat suspense account/unclaimed suspense account:

The Company does not have any securities in the demat suspense account/unclaimed suspense account.

VII. Code of Conduct

The Code of Conduct ("the Code") for Board Members and senior management personnel as adopted by the Board, is a comprehensive Code applicable to

Directors and senior management personnel. The Code lays down in detail, the standards of business conduct, ethics and strict governance norms for the Board and senior management personnel. A copy of the Code is available on the Company's website www.sei.edu.in. The Code has been circulated to Directors and senior management personnel and its compliance is affirmed by them annually. A declaration signed by the Chief Executive Officer to this effect is published in this Report.

VIII. Policy for determining 'material' subsidiaries

The policy for determining material subsidiaries is available at <http://sei.edu.in/policies.html>

IX. Policy on dealing with related party transactions

The policy for dealing with related party transactions is available at <http://sei.edu.in/policies.html>

X. Code for prevention of insider trading practices

The Company has formulated a comprehensive Code of Conduct for Prevention of Insider Trading for its designated persons, in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. The Directors, officers, designated persons and other connected persons of the Company are governed by the Code.

XI. Web Links for Policies:

All policies required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 are available at Company's web link at <http://sei.edu.in/policies.html>

XII. Commodity price risk/ foreign Exchange Risk and Hedging:

The Company is not dealing in commodities and hence disclosure relating to Commodity price risks and commodity hedging activities is not required.

XIII. A certificate from a company secretary

The Company has taken certificate from M/s. Keyur J. Shah & Associates, Practising Company Secretaries, that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. Please refer **Annexure IV (A)**

XIV. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) : N.A.

XV. Disclosure by senior management personnel

The senior management of your Company have made disclosures to the Board confirming that there are no material, financial and commercial transactions

where they have personal interest that may have a potential conflict of interest with the Company at large.

XVI. CEO/CFO certification

The Chief Executive Officer (CEO) and Chief Financial Officer (CFO) of the Company have furnished to the Board, the requisite compliance certificate under the relevant provisions of the SEBI LODR for the financial year ended March 31, 2021. Please refer **Annexure IV (B)**

XVII. Secretarial audit

The Secretarial Audit Report of the Company for the year ended March 31, 2021, issued by Mr. Keyur J Shah, Partner of M/s. Keyur J. Shah & Associates, Practising Company Secretaries is attached to the Board's Report as **Annexure-V**. As on March 31, 2021, none of the subsidiaries of the Company qualified to be material unlisted subsidiaries.

XVIII. Non-acceptance of recommendation of any committee by the board which:

The Board has accepted all the recommendations of various committees of the Board during the financial year 2020-21.

XIX. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part – The company paid a total Fees of Rs. 3,00,000/- to the statutory auditor during the financial year 2020-21. There being no subsidiary, this fee is paid in relation to this Company.

XX. Non-Compliance:

There is no Non-compliance of any requirement of corporate governance report as required under the SEBI (LODR) Regulations, 2015.

XXI. Discretionary Requirements:

Reporting of Internal Auditor

Internal Auditors are invited to the meetings of Audit Committee wherein they report directly to the Committee.

Detail of shares lying in Suspense account: Not Applicable

XXII. Compliance with Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

The Company has complied with corporate governance requirements specified in regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (LODR) Regulations, 2015.

XXIII. Agreement on compensation of profit sharing in connection with dealings in securities of the Company

During the financial year under review, no employee including Key Managerial Personnel or Director or Promoter of the Company had entered into any agreement, either for themselves or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in securities of the Company.

XXIV. Declaration on code of conduct

As required under Schedule V (D) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby affirmed that all the Board Members and Senior Management personnel have complied with the Code of Conduct of the Company. It is also confirmed that the Code of Conduct has already been posted on the website of the Company.

Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance:

The certificate as obtained from M/s M/s. Keyur J. Shah & Associates, Practising Company Secretaries is attached as **Annexure IV (C)**

Place: Ahmedabad

Date: 03.09.2021

For Shanti Educational Initiatives Limited
SD/-
Darshan Vayeda
Whole-Time Director
DIN:07788073

Annexure IV (A)

To,
The Members of
SHANTI EDUCATIONAL INITIATIVES LIMITED
1909 - 1910, D Block, West Gate
Nr. YMCA Club, S. G. Highway
Ahmedabad-380051

Certificate of Non-Disqualification of Directors under Part C of Schedule V of SEBI (LODR) Regulations, 2015

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Shanti Educational Initiatives Limited** having **CIN L80101GJ1988PLC010691** and having registered office at 1909 - 1910, D Block, West Gate, Nr. YMCA Club, S. G. Highway, Ahmedabad-380051 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director	DIN	Date of Appointment in Company
1	Yogesh Thaker Natvarlal	00187449	13/03/2020
2	Ronak Brijmohan Agarwal	05002292	07/10/2017
3	Samir Gopalan Mariankari	07000832	13/03/2020
4	Darshan Vayeda Yogendrabhai	07788073	20/04/2017

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Keyur J. Shah & Associates

SD/-

Date: 03rd September, 2021
Place: Ahmedabad

CS Keyur J. Shah
FCS: 9559
CP No.: 8814
UDIN: F009559C000881815

Annexure IV (B)

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION Regulation 17(8)

To,
The Board of Directors
Shanti Educational Initiatives Limited

We, the undersigned, in our respective capacities as Whole Time Director and Chief Financial Officer of Shanti Educational Initiatives (“the Company”), to the best of our knowledge and belief certify that:

- a)** We have reviewed the financial statements for the financial year ended on March 31, 2021 and based on our knowledge and belief, we state that:
- (i) These statements do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - (ii) These statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- b)** We further state that to the best of our knowledge and belief, there are 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 responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d)** We have indicated, based on our most recent evaluation, wherever applicable, to the Auditors and Audit Committee:
- (i) Significant changes, if any, in the internal control over financial reporting during the year ;
 - (ii) Significant changes, if any, in the accounting policies made during the year and that the same has been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company’s internal control system over financial reporting.

Date: 28.06.2021
Place: Ahmedabad

SD/-
Jayesh Patel
Chief Financial Officer

SD/-
Darshan Vayeda
Whole Time Director

Annexure IV (C)

To,
The Members of
SHANTI EDUCATIONAL INITIATIVES LIMITED

**Compliance certificate for Corporate Governance
under Schedule V of SEBI (LODR) Regulation, 2015**

I have examined the compliance of conditions of Corporate Governance by **M/s. Shanti Educational Initiatives Limited** (“the Company”) for the year ended 31st March, 2021 as stipulated in relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing regulations’) for the period 01st April, 2020 to 31st March, 2021.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance for the year ended 31st March, 2021 as stipulated in the above-mentioned listing regulations.

We 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.

For, Keyur J. Shah & Associates

SD/-

Date: 03rd September, 2021
Place: Ahmedabad

CS Keyur J. Shah
FCS: 9559
CP No.: 8814
UDIN: F009559C000881881

Annexure – V

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31st March, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

SHANTI EDUCATIONAL INITIATIVES LIMITED

[CIN: L80101GJ1988PLC010691]

I am appointed by the Board of Directors of Shanti Educational Initiatives Limited (hereinafter called “the Company”) to conduct Secretarial Audit for the financial year ended 31st March, 2021.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Shanti Educational Initiatives Limited. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations. My responsibility is to express an opinion on the Secretarial records, Standards and procedures followed by the Company with respect to Secretarial Compliances.

Secretarial Auditor's Responsibility

Secretarial Auditor's responsibility is to report to the Board about compliance with the provisions of the Act. The rules made thereunder and other laws applicable to the Company and to express an opinion on the Secretarial records, Standards and procedures followed by the Company with respect to Secretarial Compliances.

For conducting the Audit for the Financial Year 2020-21, I have relied upon the financial data provided by the company officials. I have verified the books of accounts of the Company to form true and fair view on the books of accounts of the Company or any matter incidental thereto. I believe that the audit inspection I have conducted is sufficient and appropriate to provide a basis for my audit opinion. I have obtained management certification/undertaking where I could not verify any data. Moreover, information on the statutory compliance of income tax, goods and service tax and other incidental statutes applicable to the Company were duly obtained during the audit period.

Details of Statutory Auditor & Internal Auditor

Statutory Auditor		Internal Auditor	
Name:	M/s Nahta Jain & Associates Chartered Accountants	Name:	M/s A. O. Agrawal Chartered Accountant
Address:	Navkar Corporate House, 22, Neena Society, Nr. Shreyas Railway Crossing Ambawadi, Ahmedabad-380015	Address:	B-1006, Sankalp Iconic Tower, Opp. Double tree by Hilton, Ambli Road, Ahmedabad - 380058
FRN:	106801W	FRN	119827W

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place commensurate with the operations of the Company and to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Shanti Educational Initiatives Limited ("the Company") for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) **The Companies Act, 2013 (the Act) and the rules made there under:** During the Audit exercise, I noted that the Company has maintained statutory registers, minutes books and has entered the transactions in the statutory registers maintained. The Company has also established the whistle blower policy and has formed required sub committees as required under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- (ii) **The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder:** I have noted that the Company has complied with the continuous listing requirements under Rule 19A of the SCRA and other compliance under Rule 19 (2) (b) of the SCRA.
- (iii) **The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder:** The Company has duly executed the tri partite agreement with NSDL and CDSL and complied with the requirements under Clause 76 of SEBI (Depositories and Participants) Regulations, 2018.

- (iv) **Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings:** - As informed to us by the management, there was no Foreign Direct Investment or Overseas Direct Investment or ECB in the Company during the reporting year.
- (v) **The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):**
- (a) **The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015:** The company has duly made disclosure of information regarding documents, forms, returns, notices, certificate, financial results, share holding pattern etc. with the stock exchange during the reporting period, except mentioned below under the Observations.
 - (b) **The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011:** The Company has made Continuous and event-based reporting to the Stock Exchanges on dealing of securities beyond the prescribed limits.
 - (c) **The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992/2015:** All Disclosure/ Provisions required pursuant to SEBI (Insider Trading Regulations, 2015/1999 have been complied with, except mentioned below under the Observations.
 - (d) **The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009:** All Disclosure/ Provisions required pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 have been complied with.
 - (e) **The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999:** Not Applicable to the company during the reporting period.
 - (f) **The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:** Not Applicable to the company during the reporting period.
 - (g) **The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client:** Not Applicable to the company during the reporting period.
 - (h) **The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009:** Not Applicable to the company during the reporting period.
 - (i) **The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998:** Not Applicable to the company during the reporting period.

- (vi) **Direct and Indirect Tax laws including The Income Tax Act, 1961 and the rules made there under, Goods and Service Tax etc.:** The Company has obtained the required registrations under various acts of direct and indirect tax laws and was generally regular in filing returns with the respective authorities.
- (vii) **Other applicable laws to the Company during the reporting period:**
- a. Employees' Provident Fund and Miscellaneous Provisions Act, 1952
 - b. Payment of Bonus Act, 1965
 - c. The Payment of Gratuity Act, 1972

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective from 1st July, 2015;
- ii. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the examination conducted during the reporting period (1st April, 2020 to 31st March, 2021) I hereby report that;

The Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. except as mentioned below:

1. *The Company has not filed Form MGT-14 with all the Resolutions passed at the Annual General Meeting held on 30th December, 2020 as required to be filed pursuant to Ministry of Corporate Affairs (MCA) General Circular dated 08th April, 2020 read with General Circular dated 05th May, 2020 which states that "All the resolutions passed in accordance through the general meeting conducted through video conferencing or other audio-visual means shall be filed with the Registrar of Companies (ROC) within 60 days of the meeting."*
2. *The Company has not submitted the Annual report in the XBRL mode to the Stock Exchange pursuant to the said Circulars for the financial year ended on 31st March, 2020 as per LIST/COMP/40/2018-19 & LIST/COMP/13/2019-20 read with Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements), Regulations, 2015.*
3. *Intimation of Closure of Trading Window under the Insider Trading Code for June, 2020 quarter and September, 2020 quarter was intimated with delay by the Company on 17th July, 2020 and 04th November, 2020 respectively as per Schedule B of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors during the reporting period (2020-21) were made in compliance with all the applicable provisions under the

Companies Act, 2013 and other applicable laws, rules and regulations. Details of change in composition of board of director during the reporting period:

- i. Regularization of Independent Director of the Company, Mr. Samir Gopalan Mariankari [DIN: 07000832] on 30th December, 2020.
- ii. Regularization of Independent Director of the Company, Mr. Yogesh Thaker Natvarlal [DIN: 00187449] on 30th December, 2020.
- iii. Death of Non-Executive and Independent Director of the Company, Dr. Tarulata Manek [DIN: 08701033] on 08th January, 2021.
- iv. Death of Non-Executive and Independent Director of the Company, Mr. Chitranjan Singh on 24th February, 2021.

Adequate notice was given to all directors to schedule the Board Meetings and agenda items were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried through majority while the dissenting directors / members' views are captured and recorded as per Company policy. However, there were no dissenting directors / members' views noticed in the minutes of general meeting / board minutes for the reporting period.

Following specific events took place during the reporting period:

The Company at the 31st Annual General Meeting held on 30th August, 2019 passed resolution in relation to issue of warrants on preferential basis. BSE Limited vide their intimation dated 06th September, 2019 has required some ratification/modification in the explanatory statement. The Company in its Board Meeting held on 15th September, 2020 passed resolution for ratification for issue of warrant on preferential basis. At the 32nd Annual General Meeting held on 30th December, 2020 passed resolution in relation Ratification of prior issue of Warrant on Preferential basis in accordance with the requisite of BSE for seeking listing approval.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The Company has accordingly appointed the internal auditors to take care of internal systems and processes.

Disclaimers:

- a. *Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.*
- b. *I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are*

reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

- c. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.*
- d. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.*
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.*
- f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.*

For, Keyur J. Shah & Associates

SD/-

Date: 03rd September, 2021
Place: Ahmedabad

CS Keyur J. Shah
FCS: 9559
CP No.: 8814
UDIN: F009559C000881771

Annexure VI

[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: 65
- ii. The percentage increase in the median remuneration of employees in F.Y. 2020-21 stood at (1.93%)
- iii. Ratio of the remuneration of each director to the median remuneration of the Employees of the Company for the financial year 2020-21:

Sr. No.	Name	Category	Ratio
1.	Mr. Darshan Vayeda	Whole Time Director	4.56:1

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 2020-21:

Sr. No.	Name	Category	%*
1.	Mr. Darshan Vayeda	Whole Time Director	-45.26
3.	Mr. Jayesh Patel	Chief Financial Officer	-49.01
4.	Ms. Mohini Singhal	Company Secretary	-47.38

***Note:** During the year all employees including the directors and KMP of the Company were paid certain % of their salary and not the entire salary, therefore resulting in decline in the percentage of remuneration in compare to last financial year.

- v. The explanation on the relationship between average increase in remuneration and Company's performance: Due to COVID pandemic there was no increase in the remuneration of any employees.
- vi. Variation in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	31.03.2021	31.03.2020
Market Capitalization of the Company	2350600000	1932000000
Issued Capital (in Nos.)	16100000	16100000
*Closing Price at BSE Ltd (in Rs.)	146	120
Earnings Per Share (in Rs.)	1.32	0.04
Price Earnings Ratio as at the closing date	110.60	3000

- vii. Average percentage increase already made in the salaries of employees other than the managerial remuneration in comparison with the last financial year: Due to COVID pandemic there was no increase in the remuneration of any employees.
- viii. 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: 1:6.72
- ix. The key parameters for any variable component of remuneration availed by the directors: N.A.
- x. 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.

Independent Auditors' Report

To the Members of
M/S. SHANTI EDUCATIONAL INITIATIVES LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Statement of quarterly and year to date Financial Result **of M/S. SHANTI EDUCATIONAL INITIATIVES LIMITED (the 'Company')** which comprises the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the statement of Changes in Equity and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the “standalone financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the Indian accounting Standards prescribed under section 133 of the Act read with the companies (Indian Accounting standards)Rule, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2021 and its profit & total Comprehensive Income ,Changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide separate opinion on these matters.

Emphasis of Matter

We draw attention to notes to the financial results which describes the uncertainties and the impact of Covid-19 pandemic on the Company’s operations and results as assessed by the management. Our opinion is not modified in respect of this matter.

Information other than the Financial Statements and Auditor's Report thereon

- The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's Report and Corporate Governance Report, but does not include Standalone Financial Statements and our auditor's report thereon.
- Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Statement

This Statement has been prepared on the basis of the annual audited financial statements and has been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the preparation and presentation of the Statement that gives a true and fair view of the net profit and other comprehensive income and other financial information of the Company in accordance with the accounting principles generally accepted in India, including Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and in compliance with Regulation 33 and Regulation 52 read with Regulation 63 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Statement

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Standards on Auditing, specified under Section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this Statement.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is included in **Annexure A**. This description forms part of my auditor's report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the **Annexure B**, statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, I report that:
 - a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit.
 - b) In my opinion proper books of account as required by law have been kept by the Company so far as appears from my examination of those books;
 - c) The balance sheet, the statement of profit and loss including Other Comprehensive Income, statement of changes in equity and the cash flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the companies (Accounts) Rules, 2014;
 - e) On the basis of written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act; and

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to my separate Report in “**Annexure C**”. My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in my opinion and to the best of my information and according to the explanations given to me, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me:
- i) The Company does not have any pending litigations for which provision have not been made which would impact its financial position.
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any.
 - iii) The Provisions of transfer of funds to Investor Education and Protection Fund not applicable to the Company.

Place: Ahmedabad
Date: 28/06/2021

**For, Nahta Jain & Associates,
Chartered Accountants
Firm Reg. No. 106801W
SD/-
[CA. Gaurav Nahta]
Partner
M. No. 116735
UDIN: 21116735AAAAIC5138**

SHANTI EDUCATIONAL INITIATIVES LIMITED

CIN : L80101GJ1988PLC010691

Standalone Balance Sheet as at March 31, 2021

Particulars	Notes	As at March 31, 2021	As at March 31, 2020
I ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	2	12,91,19,735	13,10,44,693
Intangible Assets	2A	32,94,831	33,21,765
Capital Work-in-Progress		6,79,29,114	5,52,53,602
(b) Right of use assets	3	50,55,362	1,01,10,724
(c) Investment Property	4	5,11,98,182	5,11,98,182
(d) Financial Assets			
(i) Investments	5	9,33,44,153	9,26,12,153
(ii) Loans	6	10,57,598	51,70,988
(iii) Other Financial Assets	7	2,31,660	2,31,660
(e) Deferred tax assets (Net)		-	-
(f) Other Non-Current Assets	8	22,24,55,212	23,17,16,015
Total Non-Current Assets		57,36,85,846	58,06,59,781
2 Current Assets			
(a) Inventories	9	1,08,90,777	1,26,08,469
(b) Financial Assets			
(i) Trade Receivables	10	79,30,305	62,46,965
(ii) Cash and Cash Equivalents	11	73,55,573	1,61,16,240
(iv) Other financial Assets	7	50,92,823	55,52,664
(c) Other Current Assets	8	2,69,17,837	2,88,61,453
(d) Current Tax Assets	12	71,36,348	52,23,948
Total Current Assets		6,53,23,664	7,46,09,740
Total Assets		63,90,09,510	65,52,69,521
II EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	13	16,10,00,000	16,10,00,000
(b) Other Equity	14	40,03,31,225	37,80,60,391
Total Equity		56,13,31,225	53,90,60,391
2 LIABILITIES			
(i) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	2,67,57,879	3,22,60,303
(ii) Other Financial Liability	16	70,41,885	70,43,085
(b) Deferred Tax Liabilities (Net)	17	38,10,680	2,13,85,584
(c) Other Long Term Provisions	18	33,31,425	32,20,601
Total Non-Current Liabilities		4,09,41,869	6,39,09,573
(ii) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables			
Total outstanding dues of micro enterprise and small enterprises		-	-
Total outstanding dues of creditors other micro enterprises and small enterprises	19	32,75,966	1,05,30,755
(iii) Other Financial Liabilities	20	1,91,55,395	2,68,57,293
(b) Other Current Liabilities	21	60,14,343	55,13,762
(c) Provisions	18	82,90,713	93,97,748
Total Current Liabilities		3,67,36,416	5,22,99,558
Total Liabilities		7,76,78,285	11,62,09,130
Total Equity and Liabilities		63,90,09,510	65,52,69,521

Significant Accounting Policies

1

See accompanying notes to the Financial Statements

2 - 43

As per our report of even date attached

For Nahta Jain & Associates
Chartered Accountants
Firm Regn. No. 106801 W

For and on behalf of the Board of Directors of SHANTI EDUCATIONAL INITIATIVES LIMITED

RONAK B. AGARWAL
DIRECTOR
DIN - 05002292

DARSHAN VAYEDA
WHOLE-TIME DIRECTOR
DIN -07788073

(CA. Gaurav Nahta)

Partner
M.No. 116735
Place: Ahmedabad
Date: 28 Jun 2021

Jayesh Patel
Chief Financial Officer
Place: Ahmedabad
Date: 28 Jun 2021

Mohini Singhal
Company Secretary

SHANTI EDUCATIONAL INITIATIVES LIMITED

CIN : L80101GJ1988PLC010691

Statement of Standalone Profit & Loss for the Year Ended March 31, 2021

Particulars	Notes	Year Ended March 31, 2021	Year Ended March 31, 2020
1 Income			
Revenue from Operations	22	3,01,96,469	12,41,45,652
Other Income	23	2,91,97,851	2,44,38,612
Total Income		5,93,94,321	14,85,84,264
2 Expenses			
Purchase of Stock-in-Trade	24	57,63,795	4,13,76,303
Change in inventories of Finished Goods, Work-in-Progress and Stock-	25	17,77,692	16,96,987
Employee Benefit Expenses	26	2,25,12,186	4,31,79,952
Finance Costs	27	36,84,574	54,03,075
Depreciation and amortization	2	83,95,597	91,39,394
Other Expenses	28	1,38,92,196	4,45,13,585
Total Expenses		5,60,26,039	14,53,09,296
3 Profit before tax (1-2)		33,68,281	32,74,968
4 Tax Expense			
(1) Current Tax		-	-
(2) Earlier Year Tax		-	2,40,995
(3) Deferred Tax		-1,79,09,073	23,69,952
Total Tax Expense		-1,79,09,073	26,10,947
5 Profit for the Year (3-4)		2,12,77,354	6,64,020
6 Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of defined benefit plans		5,95,649	-6,51,393
(b) Equity instruments through other Comprehensive Income		7,32,000	7,15,46,082
(ii) Income tax relating to above items			
(a) Remeasurements of defined benefit plans		-1,49,925	1,63,956
(b) Equity instruments through other Comprehensive Income		-1,84,244	-1,80,08,149
Total Other Comprehensive Income (i + ii)		9,93,480	5,30,50,496
7 Total Comprehensive Income for the Year (5 + 6)		2,22,70,834	5,37,14,516
Earnings per equity Share (from continuing operations)	31		
(1) Basic (in ₹)		1.32	0.04
(2) Diluted (in ₹)		1.32	0.04
Significant Accounting Policies	1		
See accompanying notes to the Financial Statements	2 - 43		
As per our report of even date attached		For and on behalf of the Board of Directors of SHANTI EDUCATIONAL INITIATIVES LIMITED	
For Nahta Jain & Associates		RONAK B. AGARWAL	DARSHAN VAYEDA
Chartered Accountants		DIRECTOR	WHOLE-TIME DIRECTOR
Firm Regn. No. 106801 W		DIN - 05002292	DIN -07788073
(CA. Gaurav Nahta)			Mohini Singhal
Partner		Jayesh Patel	Company Secretary
M.No. 116735		Chief Financial Officer	
Place: Ahmedabad		Place: Ahmedabad	
Date: 28 Jun 2021		Date: 28 Jun 2021	

SHANTI EDUCATIONAL INITIATIVES LIMITED

CIN : L80101GJ1988PLC010691

Statement of Cash Flow for the Year Ended March 31, 2021

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Cash Flow From Operating Activities		
Profit Before Tax	33,68,281	32,74,966
Adjustment for:		
Depreciation	83,95,597	91,39,395
Finance Costs	29,23,705	43,74,815
Profit on sale of Asset	-	-3,40,400
Interest Income	-2,32,14,032	-1,73,76,898
Net (Gain/loss) on employee benefit through OCI	5,95,649	-
Operating Profit before Working Capital changes	-79,30,800	-9,28,122
Changes in Working Capital		
Adjustment for:		
(Increase) in Trade Receivables	-16,83,340	2,16,03,546
(Increase) / Decrease in Other Financial Assets	4,59,841	-50,74,117
(Increase) In Inventories	17,17,692	23,18,954
(Increase) / Decrease in other Current Assets	19,43,616	-47,68,412
Increase in Trade Payable	-72,54,789	28,51,395
Increase in Other Financial Liabilities	-77,01,898	1,29,87,490
Increase / (Decrease) in Other Liabilities	-14,11,818	-1,35,96,597
Increase in Provisions	-9,96,211	35,12,266
Cash generated from operations Before Income Tax Paid	-2,28,57,707	1,89,06,402
Direct Taxes Paid		-28,40,995
Net Cash Generated From Operating Activities [A]	-2,28,57,707	1,60,65,407
Cash Flow From Investing Activities :		
Payments for purchase of Property, Plant & Equipment	-1,40,63,855	-2,77,20,868
Proceeds from sales of Property, Plant & Equipment		
Increase / (Decrease) in Investment Properties	-	1,18,40,400
Increase / (Decrease) in Loans Given	41,13,390	1,36,67,594
Increase / (Decrease) in Other Financial Assets & Non Current Assets	92,60,803	-79,07,161
Proceeds from Maturity of term deposits		
Interest Income	2,32,14,032	1,73,76,898
Net Cash Used In Investing Activities [B]	2,25,24,371	72,56,863
Cash Flow From Financing Activities :		
Increase/ (Decrease) in Long term Borrowings	-55,02,424	-54,21,580
Increase/ (Decrease) in Short term Borrowings	-	-49,83,000
Increase/ (Decrease) in Other Financial Liabilities	-1,200	-3,18,911
Finance Costs paid	-29,23,705	-43,74,815
Net Cash Used In Financing Activities [C]	-84,27,329	-1,50,98,306
Net Increase in cash and cash equivalents during the year [A+B+C]	-87,60,667	82,23,964
Add: Cash and cash equivalents at the beginning for the year	1,61,16,240	78,92,276
Cash and cash equivalents at the end for the year (Refer Note 11)	73,55,573	1,61,16,240

SHANTI EDUCATIONAL INITIATIVES LIMITED
Statement of Cash Flow for the Year Ended March 31, 2021 (Cont..)

Notes:

i) Components of Cash & Cash Equivalents

Particulars	March 31, 2021	March 31, 2020
Cash On Hand	3,24,834	3,13,397
Balance with Bank	70,30,739	1,58,02,843
Total	73,55,573	1,61,16,240

ii) Reconciliation of liabilities arising from financing activities

As at March 31, 2021	Opening Balance	Cash Flows	Non Cash Changes	Closing Balance
Long term Borrowings (Incl. Current maturity)	3,77,87,715	(54,29,518.00)	-	3,23,58,197
Short term Borrowings	-	-	-	-
Total liabilities from financing activities	3,77,87,715	(54,29,518)	-	3,23,58,197

As at March 31, 2020	Opening Balance	Cash Flows	Non Cash Changes	Closing Balance
Long term Borrowings (Incl. Current maturity)	4,26,60,622	(48,72,907)	-	3,77,87,715
Short term Borrowings	49,83,000	(49,83,000)	-	-
Total liabilities from financing activities	4,76,43,622	(98,55,907)	-	3,77,87,715

iii) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Accounts) Rules, 2015.

Significant Accounting Policies

1

See accompanying notes to the financial statements

2 - 43

As per our report of even date attached

For and on behalf of the Board of Directors of
SHANTI EDUCATIONAL INITIATIVES LIMITED

For Nahta Jain & Associates

Chartered Accountants

Firm Regn. No. 106801 W

RONAK B. AGARWAL
DIRECTOR
DIN - 05002292

DARSHAN VAYEDA
WHOLE-TIME DIRECTOR
DIN -07788073

(CA. Gaurav Nahta)

Partner

M.No. 116735

Place: Ahmedabad

Date: 28 Jun 2021

Jayesh Patel
Chief Financial Officer
Place: Ahmedabad
Date: 28 Jun 2021

Mohini Singhal
Company Secretary

SHANTI EDUCATIONAL INITIATIVES LIMITED

CIN : L80101GJ1988PLC010691

Statement of Changes in Equity for the Year Ended March 31, 2021**A Equity Share Capital****(Amount in ₹)**

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Balance as the beginning of the year	16,10,00,000	16,10,00,000
Changes in Equity share capital during the year	-	-
Balance as the closing of the year	16,10,00,000	16,10,00,000

B Other Equity**(Amount in ₹)**

Particulars	Reserves & Surplus			Total
	Security Premium	General Reserve	Retained Earnings	
Balance as at March 31, 2019	21,40,04,458	1,45,000	11,01,96,417	32,43,45,875
Profit for the year	-	-	6,64,019	6,64,019
Other Comprehensive Income for the year	-	-	5,30,50,496	5,30,50,496
Total Comprehensive Income for the year	-	-	5,37,14,516	5,37,14,516
Balance as at March 31, 2020	21,40,04,458	1,45,000	16,39,10,933	37,80,60,391
Profit for the year	-	-	2,12,77,354	-
Other Comprehensive Income for the year	-	-	9,93,480	-
Total Comprehensive Income for the year	-	-	2,22,70,834	2,22,70,834
Balance as at March 31, 2021	21,40,04,458	1,45,000	18,61,81,767	40,03,31,225

Significant Accounting Policies**1****See accompanying notes to the Financial Statements****2 - 43**

As per our report of even date attached

For and on behalf of the Board of Directors of
SHANTI EDUCATIONAL INITIATIVES LIMITED

For Nahta Jain & Associates

Chartered Accountants

Firm Regn. No. 106801 W

RONAK B. AGARWAL
DIRECTOR
DIN - 05002292DARSHAN VAYEDA
WHOLE-TIME DIRECTOR
DIN -07788073**(CA. Gaurav Nahta)**

Partner

M.No. 116735

Place: Ahmedabad

Date: 28 Jun 2021

Jayesh Patel
Chief Financial Officer
Place: Ahmedabad
Date: 28 Jun 2021Mohini Singhal
Company Secretary

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

2 Property, plant and equipment

(Amount in ₹)

Particulars	Land	Building	Plant & Equipment	Furniture & Fixtures	Office Equipment	Vehicles	Computers	Total	Capital Work-in-Progress
As at March 31, 2019	6,12,57,015	6,87,54,607	9,04,393	1,44,84,168	21,53,012	12,43,449	31,31,818	15,19,28,462	5,10,98,871
Additions	-	1,17,616	-	44,37,326	4,12,585	-	1,95,075	51,62,602	41,70,805
Deductions	-	-	-	-	-	-	-	-	-16,074
As at March 31, 2020	6,12,57,015	6,88,72,223	9,04,393	1,89,21,494	25,65,597	12,43,449	33,26,893	15,70,91,064	5,52,53,602
Additions	-	-	-	13,80,000	1,140	-	7,203	13,88,343	1,26,75,512
Deductions	-	-	-	-	-	-	-	-	-
As at March 31, 2021	6,12,57,015	6,88,72,223	9,04,393	2,03,01,494	25,66,737	12,43,449	33,34,096	15,84,79,407	6,79,29,114
Accumulated depreciation									
As at March 31, 2019	-	41,93,704	7,20,721	1,20,74,009	15,48,053	6,55,383	28,33,460	2,20,25,330	-
Depreciation for the year	-	9,92,217	29,518	21,32,097	4,27,750	1,83,653	2,55,805	40,21,041	-
Deductions	-	-	-	-	-	-	-	-	-
As at March 31, 2020	-	51,85,921	7,50,239	1,42,06,106	19,75,803	8,39,036	30,89,265	2,60,46,371	-
Depreciation for the year	-	9,92,217	24,774	18,44,335	2,46,708	1,26,298	78,968	33,13,301	-
Deductions	-	-	-	-	-	-	-	-	-
As at March 31, 2021	-	61,78,139	7,75,014	1,60,50,442	22,22,511	9,65,334	31,68,233	2,93,59,672	-
Net Block									
As at March 31, 2021	6,12,57,015	6,26,94,084	1,29,379	42,51,052	3,44,227	2,78,115	1,65,863	12,91,19,735	6,79,29,114
As at March 31, 2020	6,12,57,015	6,36,86,302	1,54,154	47,15,387	5,89,794	4,04,413	2,37,628	13,10,44,693	5,52,53,602
As at March 31, 2019	6,12,57,015	6,45,60,903	1,83,672	24,10,159	6,04,959	5,88,066	2,98,358	12,99,03,132	5,10,98,871

Note:

For information on property Plant and equipment pledged / mortgage as a security by the Company Refer Note 15.

The capital work in progress on land the lease / ownership agreement yet not executed

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

2A Intangible Assets

Particulars	Trademark	Software	Right to Use	Total
Cost / Deemed cost				
As at March 31, 2019	2,49,000	9,06,856		11,55,856
Additions	-	62,000	31,75,450	32,37,450
Deductions	-	-	-	-
As at March 31, 2020	2,49,000	9,68,856	31,75,450	43,93,306
Additions	-	-	-	-
Deductions	-	-	-	-
As at March 31, 2021	2,49,000	9,68,856	31,75,450	43,93,306
Accumulated depreciation				
As at March 31, 2019	1,63,900	8,44,649	-	10,08,549
Depreciation for the year	11,508	51,484	-	62,992
Deductions	-	-	-	-
As at March 31, 2020	1,75,408	8,96,133	-	10,71,541
Depreciation for the year	7,967	18,967	-	26,934
Deductions	-	-	-	-
As at March 31, 2021	1,83,375	9,15,100	-	10,98,475
Net Block				
As at March 31, 2021	65,625	53,756	31,75,450	32,94,831
As at March 31, 2020	73,592	72,723	31,75,450	33,21,765
As at March 31, 2019	85,100	62,207	-	1,47,307

3 Right of Use Assets

Particulars	ROU
Cost / Deemed cost	
As at March 31, 2019	-
Additions	1,51,66,085
Deductions	-
As at March 31, 2020	1,51,66,085
Additions	-
Deductions	-
As at March 31, 2021	1,51,66,085
Accumulated depreciation	
As at March 31, 2019	-
Depreciation for the year	5055361.82
Deductions	-
As at March 31, 2020	50,55,362
Depreciation for the year	5055361.82
Deductions	-
As at March 31, 2021	1,01,10,724
Net Block	
As at March 31, 2021	50,55,362
As at March 31, 2020	1,01,10,724
As at March 31, 2019	-

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

						(Amount in ₹)
4 Investment Property						
Particulars	Flat at Ashok tower	Flat at Greenwoods	Office at Surat	Office at Delhi	Land at Narol	Amount
Cost / Deemed cost						
As at March 31, 2019	3,13,02,269	41,04,673	16,03,200	40,34,040	1,01,54,000	5,11,98,182
Additions						
Deductions	-	-	-	-	-	-
As at March 31, 2020	3,13,02,269	41,04,673	16,03,200	40,34,040	1,01,54,000	5,11,98,182
Additions						
Deductions	-	-	-	-	-	-
As at March 31, 2021	3,13,02,269	41,04,673	16,03,200	40,34,040	1,01,54,000	5,11,98,182
Accumulated depreciation						
As at March 31, 2019	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-
Deductions	-	-	-	-	-	-
As at March 31, 2020	-	-	-	-	-	-
Depreciation for the year	-	-	-	-	-	-
Deductions	-	-	-	-	-	-
As at March 31, 2021	-	-	-	-	-	-
Net Block						
As at March 31, 2021	3,13,02,269	41,04,673	16,03,200	40,34,040	1,01,54,000	5,11,98,182
As at March 31, 2020	3,13,02,269	41,04,673	16,03,200	40,34,040	1,01,54,000	5,11,98,182
As at March 31, 2019	3,13,02,269	41,04,673	16,03,200	40,34,040	1,01,54,000	5,11,98,182

Notes:

- Amounts Rs.5215000 under Other Income head as Rental Income in "note 23" pertaining to these investment properties recognised in the statement of profit and Loss, since company have receive rental Income and have not incur any depreciation or other operating expenses.
- The Company does not have any contractual obligation to purchase, construct or develop for maintenance or enhancement of investment property.
- The Company has no restrictions on the realisability of it's investment property.
- Fair Value of investment property:

			(Amount in ₹)	
Particulars			As at	As at
			March 31, 2021	March 31, 2020
Free hold - Land (Narol)			1,01,54,000	1,01,54,000
Total			1,01,54,000	1,01,54,000

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

5 Investments

(Amount in ₹)

Particulars

	March 31, 2021	March 31, 2020
Non-Current Investments		
Investment in Equity Instruments - Quoted	7,70,385	2,60,140
Investment in Equity Instruments - Unquoted	9,25,73,768	9,23,52,013
Total	9,33,44,153	9,26,12,153

Particulars	Book Value	As at March 31, 2021		As at March 31, 2020	
		No. of	₹	No. of Shares	₹
Investments in Equity Instruments (measured at cost, Refer Note 29)					
A) Quoted					
i) Equity Shares of GSL Nova Petrochemicals Ltd.	8.10	34,900	-	34,900	18,497
ii) Equity Shares of CIL Nova Petrochemicals Ltd.	5.90	47,850	7,70,385	47,850	2,41,643
Total (A)			7,70,385		2,60,140
B) Unquoted					
i)					
Equity shares of Kautilya Traders Pvt.Ltd	10.00	383828	6,13,28,038	3,83,828	6,13,85,612
Equity Shares of Navsarjan Proj. Pvt. Ltd	25.00	500000	1,29,20,000	9,60,000	1,28,70,000
Equity shares of Dindayal Processors Pvt Ltd	45.00	25000	18,29,250	25,000	18,22,000
Equity Shares of Dindayal Processors Pvt Ltd	10.00	25000	18,29,250	25,000	18,22,000
Equity Shares of Quality Exim Private Limited	50.00	5000	5,72,250	5,000	5,52,100
Equity Shares of Vijay Shubham Contrade Pvt Ltd	10.00	109100	89,62,565	1,09,100	90,23,661
Equity Shares of Bhushan Petrofils Pvt Ltd	10.00	19500	22,71,165	25,000	21,16,140
Equity shares of Quality Exim Pvt Ltd	50.00	25000	28,61,250	25,000	27,60,500
Sub Total (i)			9,25,73,768		9,23,52,013
Grand Total (A + B)			9,33,44,153		9,26,12,153

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

6 Loans

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Non-Current</u>		
Loans to Related Parties	-	41,70,988
Loans to Others	10,57,598	10,00,000
Total	10,57,598	51,70,988
Breakup:		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	10,57,598	51,70,988
Loans which have significant increase in credit risk	-	-
Loans - Credit impaired	-	-
Less: Allowance for doubtful Loans	-	-
Total	10,57,598	51,70,988

7 Other Financial Assets

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Non-Current</u>		
Security and Other Deposits	2,31,660	2,31,660
	2,31,660	2,31,660
<u>Current</u>		
Security and Other Deposits	50,92,823	55,52,664
Total	50,92,823	55,52,664

8 Other Assets

Particulars	As at March 31, 2021	As at March 31, 2020
<u>Non-Current</u>		
Capital Advance	17,90,59,372	18,83,20,175
Advances to Related Parties	4,33,95,840	4,33,95,840
Total	22,24,55,212	23,17,16,015
<u>Current</u>		
Balances with Government Authorities	38,43,412	29,25,946
Advances to Related Parties	1,74,10,500	1,48,08,600
Advances to Suppliers	13,09,780	71,52,721
Prepaid Expenses	34,14,621	24,41,312
Interest on FD Receivable	-	12,578
Others	9,39,523	15,20,297
Total	2,69,17,836	2,88,61,453

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

9 Inventories

Particulars	As at March 31, 2021	As at March 31, 2020
Stock in Trade	1,08,90,777	1,26,08,469
Total	1,08,90,777	1,26,08,469

10 Trade Receivables

Particulars	As at March 31, 2021	As at March 31, 2020
Receivables from Others	77,38,167	61,88,779.00
Receivables from Related Parties (Refer Note 33)	1,92,138	58,186.00
Total	79,30,305	62,46,965

Breakup:

Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	79,30,305	62,46,965
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables - Credit impaired	-	-
Less: Allowance for Expected Credit Loss	-	-
Total	79,30,305	62,46,965

11 Cash and Bank Balances

Particulars	As at March 31, 2021	As at March 31, 2020
Cash and Cash Equivalents		
Cash on Hand	3,24,834	3,13,397
Balances with Banks		
In Current Accounts	70,30,739	1,58,02,843
Total	73,55,573	1,61,16,240

Other Balances with Banks

In Term Deposit Accounts with Original Maturity more than 3 months but less than 12 months*

Total	-
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* It includes deposits given to bank for margin requirements against Bank Guarantee and Letter of Credit facilities.

12 Current Tax Assets (Net)

Particulars	As at March 31, 2021	As at March 31, 2020
TDS receivable	71,36,348	52,23,948
Total	71,36,348	52,23,948

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

Particulars	(Amount in ₹)	
	As at March 31, 2021	As at March 31, 2020
13 Equity Share Capital		
Authorised		
3,00,00,000 Equity Shares of ₹ 10/- each (PY- 3,00,00,000) Equity Shares of ₹ 10 Each	30,00,00,000	30,00,00,000
Issued, Subscribed and Paid up		
1,61,00,000 Equity Shares of ₹ 10/- Each fully Paid up (PY- 1,61,00,000) Equity Shares of ₹ 10 Each	16,10,00,000	16,10,00,000
	16,10,00,000	16,10,00,000

13.1 Reconciliation of shares outstanding at the end of the year

(Amount in ₹)

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	1,61,00,000	16,10,00,000	1,61,00,000	16,10,00,000
Add: Issued during the year	-	-	-	-
At the end of the year	1,61,00,000	16,10,00,000	1,61,00,000	16,10,00,000

13.2 Terms/Rights attached to Equity shares

The Company has one class of shares referred to as Equity shares having face value of ₹ 10.

- (a) **Equity Shares**
In the event of liquidation of the Company, the holders of Equity shares will be entitled to receive any of the residual assets of the Company, after distribution of all preferential amounts and Preference shares. The distribution will be in proportion to the number of Equity shares held by the Shareholders. Each holder of Equity shares is entitled to one vote per share.
- (b) The company does not have any holding company
- (c) Each shareholder of equity shares is entitled to one vote per share.

13.3 Details of Shareholders holding more than 5% of Equity shares

Particulars	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	%	No. of Shares	%
Chiripal Exim Llp	1153700	7.17%	1153700	7.17%
Ronak B Agarwal	1000000	6.21%	1000000	6.21%
Vedprakash Devkinandan Chiripa	850000	5.28%	850000	5.28%

NOTE : Details of Beneficial Owner			
Company/Firm	Beneficial Owner	Direct holding%	Indirect holding%
Chiripal Exim LLP	Jai Prakash Chiripal	4.35	7.67
Chiripal Exim LLP	Manjudevi Chiripal	2.74	7.67
Devkinandan Corporation LLP	Jai Prakash Chiripal	4.38	1.19
Chiripal Exim LLP	Ronak Chiripal	6.21	7.67
Chiripal Exim LLP	Urmiladevi Chiripal	4.16	7.67
Chiripal Exim LLP	Vishal Chiripal	4.97	7.67

As per the records of the Company including its Register of Shareholder/members, the above shareholding represent both legal & beneficial ownership of the shares

14 Other Equity

(Amount in ₹)

Particulars	Reserves & Surplus			
	Security Premium	General Reserve	Retained Earnings	Total
Balance as at March 31, 2019	21,40,04,458	1,45,000	11,01,96,417	32,43,45,875
Profit for the year	-	-	6,64,020	6,64,020
Other Comprehensive Income for the year	-	-	5,30,50,496	5,30,50,496
Total Comprehensive Income for the year	-	-	5,37,14,516	5,37,14,516
Balance as at March 31, 2020	21,40,04,458	1,45,000	16,39,10,933	37,80,60,391
Profit for the year	-	-	2,12,77,354	2,12,77,354
Other Comprehensive Income for the year	-	-	9,93,480	9,93,480
Total Comprehensive Income for the year	-	-	2,22,70,834	2,22,70,834
Balance as at March 31, 2021	21,40,04,458	1,45,000	18,61,81,767	40,03,31,225

Nature and purpose of other reserves:

- (a) **Securities premium**
Securities premium is used to record the premium on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.
- (b) **General Reserve**
General Reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes.
- (c) **Retained Earnings**
The amount of retained earning includes the component of other comprehensive income, which cannot be distributed by the Company as dividends to its equity shareholders. Balance amount is available for distribution to equity share holders.

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

15 Borrowings

Particulars	As at March 31, 2021	As at March 31, 2020
Non current Borrowings		
(measured at amortised cost, Refer Note 29)		
Secured		
Term Loans		
-From Financial Institutions	3,23,58,197	3,77,87,715
Sub-Total (A)	3,23,58,197	3,77,87,715
Current Maturities of Borrowings		
Secured		
Term loan from Financial Institutions	56,00,318	55,27,412
Sub-Total (B)	56,00,318	55,27,412
Total (A-B)	2,67,57,879	3,22,60,303

- a) Term loan received from Diwan Housing Finance Limited: Secured loan Rs. 26757879 (P.Y.: 32154471) is secured by way of first charge of equitable mortgage of the immovable property of the company situated at village Vastral , School Building Shanti Asiatic School, and additionally secured by personal guarantee of Shri. Brojmohan Chiripal, Shri. Ronak B. Agrawal and Agrawal Education Trust .

Maturity Profile and Rate of Interest of Term Loans

Type of Loan	Terms of Repayment	Maturity	Rate of Interest
DHFL - Term Loan	Monthly	August, 2025	10.70%

16 Other Long Term Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Payable against Capital Goods	70,41,885	70,43,085
Total	70,41,885	70,43,085

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

17 Deferred Tax Liabilities (Net)

Particulars	As at	As at
	March 31, 2021	March 31, 2020
i) Deferred Tax Liabilities	2,41,61,826	2,25,06,332
ii) Deferred Tax Assets	2,03,51,146	11,20,748
Total (i - ii)	38,10,680	2,13,85,584

15.1 Movements in Deferred Tax

Particulars	As at March 31, 2019	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at March 31, 2020	Charged/ (Credited) to Profit or Loss	Charged/ (Credited) to OCI	As at March 31, 2021
Deferred Tax Liability							
Property, Plant & Equipment	20,19,093	2479090	-	44,98,183	-	-	44,98,183
Fair Value through Equity	-	-	1,80,08,149	1,80,08,149	-	1,84,244	1,81,92,393
Provision for Employee Ber	-	-	-	-	10,11,610	1,49,925	11,61,535
Others	-	-	-	-	3,09,714	-	3,09,714
Sub Total (A)	20,19,093	24,79,090	1,80,08,149	2,25,06,332	-	16,10,00,000	2,41,61,826
Deferred Tax Assets							
Property, Plant & Provision for Employee Benefits	-	-	-	-	12,22,248	-	12,22,248
Fair Value through Equity	8,47,654	1,63,956	-	10,11,610	-	-	10,11,610
Others	-	1,09,139	-	1,09,139	1,80,08,149	-	1,80,08,149
Sub Total (B)	8,47,654	1,63,956	-	11,20,749	1,92,30,397	-	2,03,51,146
Deferred Tax (Net) (A - B)	11,71,439	23,15,134	1,80,08,149	2,13,85,583	-1,92,30,397	16,10,00,000	38,10,680

15.2 Reconciliation of tax expenses and the profit before tax multiplied by India's tax rate:

Particulars	As at March 31, 2021	As at March 31, 2020
Profit before tax	33,68,281	32,74,968
Enacted tax rate in India	25.17%	25.17%
Expected income tax benefit/(expense) at statutory tax rate	8,47,729	8,24,244
Effect of:		
Others	-8,47,729	-5,83,249
Short Provision for tax of earlier years	-	-2,40,995
Income taxes credit/ (exp.) recognised in statement of income	-	-

18 Provisions

Particulars	As at March 31, 2021	As at March 31, 2020
Non- Current		
Provision for Employee Benefits		
Provision for Gratuity	33,31,425	32,20,601
Total	33,31,425	32,20,601
Current		
Provision for Gratuity	12,98,793	12,18,741
Other Payable	69,91,920	81,79,007
Total	82,90,713	93,97,748

19 Trade Payables

Particulars	As at March 31, 2021	As at March 31, 2020
Due to Micro and Small enterprises (Refer Note 35)	-	-
Due to Others (Including Acceptances)*	32,75,966	1,05,30,755
Due to Related Parties (Refer Note 33)	-	-
	32,75,966	1,05,30,755

In absence of required information regarding suppliers / buyers fall within definition of section 16 of Micro, Small and Medium Enterprises Development Act, 2006, the amount outstanding and interest due thereon to Micro, Small and Medium Enterprises is not ascertainable as on Balance Sheet date.

* Acceptances includes arrangement where operational suppliers of goods are initially paid by banks while the company continue to recognize the liability till settlement with banks which are normally affected within a period of 90 days.

20 Other Financial Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Non- Current		
Current maturities of long term debt	5600318	55,27,412
Others	81,64,697	1,08,91,383
Lease Liabilities	53,90,380	1,04,38,498
Total	1,91,55,395	2,68,57,293

21 Other Current Liabilities

Particulars	As at March 31, 2021	As at March 31, 2020
Current		
Advance Received from Customers	4855026	40,53,928
Statutory Liabilities	1159317	11,26,039
Others	-	3,33,795
Total	60,14,343	55,13,762

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

22 Revenue From Operations

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Sale of Services	2,33,96,873	6,73,56,821
Other Operating Revenues		
Education Services	41,37,959	5,10,98,545
Franchisee Income	28,73,853	87,11,950
	3,04,08,684	12,71,67,316
less Commission		
On Franchisee Income	-	7,59,462
On Education services	2,12,215.00	22,62,202
	2,12,215	30,21,664
Total	3,01,96,469	12,41,45,652

Reconciliation of the amount of revenue recognised in the statement of profit and loss with the contracted price:

Particulars	Year ended March 31,2021	Year ended March 31, 2020
Revenue as per contract price	3,01,96,469	12,41,45,652
Less: Discounts	-	-
Revenue as per profit and loss	3,01,96,469	12,41,45,652

23 Other Income

Particulars	Year ended March 31,2021	Year ended March 31, 2020
Interest Income	2,32,14,032	1,73,76,898
Rental Income	52,15,000	56,05,000
Balances Written Back	6,78,012	3,22,531
Miscellaneous Income	90,807	7,93,783
Gain on sale of shares	-	3,40,400
Total	2,91,97,851	2,44,38,612

24 Purchase of Stock-In-Trade

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Purchase of Stock-In-Trade	57,63,794.56	4,13,76,303
Total	57,63,795	4,13,76,303

25 Change In Inventories of Stock-In-Trade

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Inventories at the beginning of the year		
Stock-in-Trade	1,26,08,469	1,43,05,456
Total (A)	1,26,08,469	1,43,05,456
Inventories at the end of the year		
Stock-in-Trade	1,08,30,777	1,26,08,469
Total (B)	1,08,30,777	1,26,08,469
Total of Change In Inventories of Finished Goods, Work-In-Progress and Stock-In-Trade (A - B)	17,77,692	16,96,987

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

26 Employee Benefit Expenses

Particulars	Year ended	Year ended
	March 31, 2021	March 31, 2020
Salaries and Wages (Incl. Managerial Remuneration)	2,13,46,688	4,28,90,917
Contribution to PF/other funds and welfare	11,65,498	2,89,035
Total	2,25,12,186	4,31,79,952

27 Finance Costs

Particulars	Year ended	Year ended
	March 31, 2021	March 31, 2020
Interest Expenses on:		
- Term Loans	29,23,705	43,56,820
Finance Cost on lease liabilities	7,07,730	10,28,261
Other Borrowing Costs	53,139	17,995
Total	36,84,574	54,03,075

28 Other Expenses

Particulars	Year ended	Year ended
	March 31, 2021	March 31, 2020
Electricity Expense	3,64,103	5,76,922
Freight / Jobwork Expense	78,448	4,16,256
Rent, Rates & Taxes	8,10,991	26,27,528
Repairs & Maintenance	65,356	6,07,930
Communication Expenses	4,28,900	5,80,347
Printing & Stationery	7,27,082	5,61,451
Legal & Professional	23,32,376	55,84,838
Auditor's Remuneration (Refer Note 28)	3,00,000	3,00,000
Directors' Sitting Fees	1,40,000	1,20,000
Insurance	8,97,680	2,82,730
Travelling & Conveyance	3,70,996	33,16,784
Advertisement Expense	61,77,599	1,81,74,537
Training and Academic Development	1,46,889	13,71,690
Discount on Fees	3,08,214	4,31,364
Sundry Balance Written off	-	3,40,842
Interest	-	40,447
Miscellaneous Expenses	7,43,563	91,79,919
Total	1,38,92,196	4,45,13,585

29 Payment to Auditors (Excluding Taxes)

Particulars	Year ended	Year ended
	March 31, 2021	March 31, 2020
Statutory Audit Fees	1,75,000	1,75,000
Tax Audit	75,000	75,000
Taxation Matters	50,000	50,000
Total	3,00,000	3,00,000

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

30 Fair Value Measurements
a) Accounting classification and fair values

As at March 31, 2021

(Amount in ₹)

Particulars	Carrying Value			Fair Value			
	At Cost	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
(a) Non - Current Assets							
Investments		-	-	7,70,385		92573768	9,33,44,153
Loans	10,57,598		10,57,598	-	-	-	-
Other Financial Assets	2,31,660		2,31,660				
(b) Current Assets							
Trade Receivables	79,30,305		79,30,305	-	-	-	-
Cash and Cash Equivaler	73,55,573		73,55,573	-	-	-	-
Other Bank Balances	-		-	-	-	-	-
Other Financial Assets	50,92,823		50,92,823	-	-	-	-
Total Financial Assets	2,16,67,959		2,16,67,959	7,70,385	-	92573768	9,33,44,153
Non-Current Liabilities							
Borrowings	2,67,57,879		2,67,57,879	-	-	-	-
Other Financial Liabilities	70,41,885		70,41,885				
Current Liabilities							
Borrowings	-		-				
Trade Payable	32,75,966		32,75,966	-	-	-	-
Other Financial Liabilities	1,91,55,395		1,91,55,395	-	-	-	-
Total Financial Liabilities	5,62,31,124		5,62,31,124	-	-	-	-

As at March 31, 2020

(Amount in ₹)

Particulars	Carrying Value			Fair Value			
	At Cost	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
(a) Non - Current Assets							
Investments			-	2,60,140	-	9,23,52,013	9,26,12,152.54
Loans	51,70,988		51,70,988	-	-	-	-
Other Financial Assets	2,31,660		2,31,660				
(b) Current Assets							
Trade Receivables	62,46,965		62,46,965	-	-	-	-
Cash and Cash Equivaler	1,61,16,240		1,61,16,240	-	-	-	-
Other Bank Balances	-		-	-	-	-	-
Other Financial Assets	55,52,664		55,52,664	-	-	-	-
Total Financial Assets	3,33,18,517		3,33,18,517	2,60,140	-	9,23,52,013	9,26,12,153
Non-Current Liabilities							
Borrowings	3,22,60,303		3,22,60,303				
Other Financial Liabilities	70,43,085		70,43,085	-	-	-	-
Current Liabilities							
Borrowings	-		-				
Trade Payable	1,05,30,755		1,05,30,755				
Other Financial Liabilities	2,68,57,293		2,68,57,293	-	-	-	-
Total Financial Liabilities	7,66,91,435		7,66,91,435	-	-	-	-

b) Measurement of fair values: Investment in Equity of of Quotes are based on Market values as on 31.03.2021 and for Un quoted shares has been fairvalued based on valuation report and best judgement as provided by management

(i) Financial Instrument measured at Amortised Cost:

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are reasonable approximation of their fair values since the company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

(ii) Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares and mutual fund that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

(iii) There have been no transfers between Level 1 and Level 2 during the years.

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

31 Earnings Per Share

Particulars	Units	Year ended	Year ended
		March 31, 2021	March 31, 2020
Basic & Diluted Earning Per Share (EPS)			
(a) Profit attributable to equity shareholders of the Company	(Amount in ₹)	2,12,77,354	6,64,020
(b) Weighted average number of equity shares	(in Nos.)	1,61,00,000	1,61,00,000
(c) Earning per Share (Basic and Diluted)	₹	1.32	0.04
(d) Face value per Share	₹	10.00	10.00

32 Financial Risk Management

The Company's financial liabilities comprise mainly of borrowings, trade, other payables and financial assets comprise mainly of investments, cash and cash equivalents, other balances with banks, loans, trade receivables and other receivables.

The Company is exposed to Market risk, Credit risk and Liquidity risk. The Board of the Company monitors the risk as per risk management policy. Further The Audit Committee has additional oversight in the area of financial risks and controls.

The following disclosures summarize the Company's exposure to financial risks and information regarding use of derivatives employed to manage exposures to such risks. Quantitative sensitivity analysis have been provided to reflect the impact of reasonably possible changes in market rates on the financial results, cash flows and financial position of the Company.

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company comprises two types of risks: interest rate risk and currency risk. Financial instruments affected by market risk includes borrowings, investments, trade payables, trade receivables and loans.

Within the various methodologies to analyze and manage risk, Company has implemented a system based on "sensitivity analysis" on symmetric basis. This tool enables the risk managers to identify the risk position of the entities. Sensitivity analysis provides an approximate quantification of the exposure in the event that certain specified parameters were to be met under a specific set of assumptions.

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

32 Financial Risk Management (Cont...)

The potential economic impact, due to these assumptions, is based on the occurrence of adverse / inverse market conditions and reflects estimated changes resulting from the sensitivity analysis. Actual results that are included in the Statement of profit and loss may differ materially from these estimates due to actual developments in the global financial markets.

The analyses exclude the impact of movements in market variables on the carrying values of gratuity, pension and other post-retirement obligations and provisions.

The following assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant statement of profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2019 and March 31, 2018.

(i) Interest rate risk

The Company is exposed to interest rate risk because funds are borrowed at both fixed and floating interest rates. Interest rate risk is measured by using the cash flow sensitivity for changes in variable interest rate. The Company has exposure to interest rate risk, arising principally on changes in interest rates. The Company uses a mix of interest rate sensitive financial instruments to manage the liquidity and fund requirements for its day to day operations like long term and short term loans. The risk is managed by the Company by maintaining an appropriate mix between fixed and floating rate borrowings. Hedging activities are evaluated regularly to align with interest rate views and defined risk appetite, ensuring the most cost-effective hedging strategies are applied.

(a) Interest rate sensitivity

The sensitivity analyses below have been determined based on the exposure to interest rates for both derivatives and non-derivative instruments at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

The following table provides a break-up of the Company's fixed and floating rate borrowings and interest rate sensitivity analysis.

(Amount in ₹)		
As at 31-03-2021		
Particulars	Gross amount	Interest rate sensitivity @0.50%
Fixed Loan	-	-
Variable Loan	3,79,58,515	1,89,793
As at 31-03-2020		
Particulars	Gross amount	Interest rate sensitivity @0.50%
Fixed Loan	-	-
Variable Loan	4,33,15,127	2,16,576

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company does not transacts business in foreign currencies.

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

32 Financial Risk Management (Cont...)

(b) Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily trade receivables and other financial assets including deposits with banks. Credit risk arising from trade receivables is managed in accordance with the Company's established policy, procedures and control relating to customer credit risk management.

Other financial assets

This comprises mainly of deposits with banks and other intercompany receivables. Credit risk arising from these financial assets is limited.

Trade receivables

Customer credit risk is managed by each business unit subject to the Company's established policy and procedures. Trade receivables are non-interest bearing and generally have a credit period not exceeding 90 days. Concentrations of credit risk with respect to trade receivables are limited, due to the customer base being large and diverse. All trade receivables are reviewed and assessed for default on a quarterly basis. Historical experience of collecting receivables of the Company is supported by low level of past default and hence the credit risk is perceived to be low.

Reconciliation of loss allowance provision – Trade receivables

Particulars	As at	As at
	March 31, 2021	March 31, 2020
Loss allowance as at beginning of the year	-	-
Changes in Loss allowance	-	-
Loss allowances as at end of the year	-	-

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's finance department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

(c) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing from both banks and financial institutions at an optimised cost.

The table below analysis non-derivative financial liabilities of the Company into relevant maturity groupings based on the remaining period from the reporting date to the contractual maturity date. The amounts disclosed under the ageing buckets are the contractual undiscounted cash flows and includes contractual interest payments.

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

32 Financial Risk Management (Cont...)

(Amount in ₹)

Particulars	Carrying amount	Less than 12 months	More than 12 months	Total
As at March 31, 2021				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	3,23,58,197	56,00,318	2,67,57,879	3,23,58,197
Trade Payables	32,75,966	23,48,049	9,27,917	32,75,966
Other Financial Liabilities	2,61,97,280	1,91,55,395	70,41,885	2,61,97,280
Total	6,18,31,442	2,71,03,762	3,47,27,681	6,18,31,442
As at March 31, 2020				
Financial Liabilities				
Borrowings (Incl. Current Maturities)	3,77,87,715	55,27,412	3,22,60,303	3,77,87,715
Trade Payables	1,05,30,755	1,05,30,755	-	1,05,30,755
Other Financial Liabilities	3,39,00,378	2,68,57,293	70,43,085	3,39,00,378
Total	8,22,18,847	4,29,15,460	3,93,03,388	8,22,18,847

33 Capital management:

For the purpose of the Company's capital management, capital includes paid-up equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital, as well as level of dividends to equity share holders.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using Debt-Equity ratio, which is net debt divided by total equity. The Company's policy is to keep the net debt to equity ratio below 2. The Company includes within net debt, interest bearing loans and borrowings, less cash and short-term deposits.

Particulars	(Amount in ₹)	(Amount in ₹)
	Year ended March 31, 2021	Year ended March 31, 2020
Interest-bearing loans and borrowings (Note 13)	2,67,57,879	3,22,60,303
Less: Cash and cash equivalents (Note 10)	73,55,573	1,61,16,240
Adjusted net debt	3,41,13,452	4,83,76,543
Equity share capital (Note 11)	16,10,00,000	16,10,00,000
Other equity (Note 12)	40,03,31,225	37,80,60,391
Total equity	56,13,31,225	53,90,60,391
Adjusted net debt to total equity ratio	0.06	0.09

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

34 Related Party Disclosures:

As per Indian Accounting standard 24 – Related Party Disclosures” list of related party identified are as follows:

a) Other related parties with whom transaction have taken place during the year Associates /Enterprise which has significant influence

i.	CHIRIPAL INDUSTRIES LTD
ii.	NANDAN DENIM LTD
iii.	NAVSARJAN PROJECTS LTD
iv.	SHANTI EXPORTS PVT. LTD
v.	SHANTI INNOVATION & RESEARCH FOUNDATION
vi.	VRUNDAVAN FURNISHING PVT. LTD.
vii.	VISHAL FABRICS LIMITED
viii.	CHIRIPAL POLY FILMS LIMITED
ix.	TRIPOLI MANAGEMENT PVT. LTD.
x.	CHIRIPAL CHARITABLE TRUST
xi.	AGRAWAL EDUCATION TRUST
xii.	MILESTONE EDUCOM TRUST
xiii.	S. D. EDUCATION TRUST

b) Key Management Personnel

S.NO	KEY MANAGEMENT PERSONNEL	DESIGNATION
i.	RONAK B. AGARWAL	Executive Director w.e.f. 07.10.2017
ii.	JAYESH PATEL	Chief Financial Officer w.e.f. 01.07.2015
iii.	DARSHAN VAYEDA	Wholetime Director w.e.f. 20.04.2017
iv.	SURUCHI SOMANI	Independent Director Upto 17.02.2020
v.	MOHINI SINGHAL	Company Secretary w.e.f. 14.02.2020
vi.	CHITRANJAN AJAIB SINGH	Independent Director w.e.f. 14.09.2015 to 24.02.2021 (Demise)
viii.	YOGESH THAKAR	Independent Director w.e.f. 13.03.2020
ix.	SAMIR GOPALAN MARIANKARI	Independent Director w.e.f. 13.03.2020
x.	TARULATA	Independent Director w.e.f. 13.03.2020 to 08.01.2021 (Demise)

c) Relatives of Key Managerial Personnel

i.	BRIJMOHAN D. CHIRIPAL
ii.	VEDPRAKASH D. CHIRIPAL
iii.	JYOTIPRASAD D. CHIRIPAL
iv.	JAIPRAKASH D. CHIRIPAL
v.	VISHAL V. CHIRIPAL
vi.	AKSHITA AGRAWAL

d) The Related Party Transactions are under: -

Particulars	Associate Companies		Key Managerial Personnel	
	2020-21	2019-20	2020-21	2019-20
LOAN RECEIVED				
Milestone Educom Trust	59949812	7407979		
Shanti Innovation and Research Foundation	20889455	4059417		
Agrawal Educational Trust	2572500	7167500		
Tripoli Management Pvt.Ltd.	-	5000000		
Chiripal Charitable Trust	75626755	111159914		
Vijay Shubham Contrade Pvt Ltd	-	65160656		
LOAN PAID				
Milestone Educom Trust	11850265	52563000		
Shanti Innovation and Research Foundation	7901064	7645176		
Agrawal Educational Trust	3530089	6806816		
Tripoli Management Pvt.Ltd.	-	5000000		
Chiripal Charitable Trust	107050105	56334647		
ADVANCE AGAINST PURCHASE OF PROPERTY				
Jaiprakash D. Chiripal	-	-	43395840	43395840
OUTSTANDING BALANCES :-				
Milestone Educom Trust	70096538	108194577		
Shanti Innovation and Research Foundation	17610846	27845912		
Agrawal Educational Trust	21266587	18493902		
Navsarjan Projects Pvt. Ltd.	551858	505133	-	-
Chiripal Charitable Trust	1444650	-31535691		
DEBTORS FOR RENT/ ROYALTY			-	-
Chiripal Industries Ltd – Rent	1083600	818400		
Chiripal Industries Ltd-Rent	911625	891000		
Chiripal Polyfilm Ltd-Rent	607750	1165000		
Nandam Exim Ltd-Rent	3140200	3140200		
Shanti Innov. & Res Found.	221000	432000		
Vishal Fabrics Pvt Ltd-Rent	5236200	5236200		
Milestone Educom Trust-Rent	1105000	2160000		
Agrawal Educ. Trust-Rent	4984000	2332000		
SAS - Vastral-Royalty (AET)	435470	435470		
RENT INCOME				
Chiripal Industries Ltd. (Rent)	1065000	1065000		
Chiripal Poly films Ltd (Rent)	550000	-		
Nanan Denim Limited	-	-		
Shanti Innovation & Research Foundation	200000	200000		
Vishal Fabrics Pvt Ltd (Rent)	-	940000		
Milestone Educom Trust-Rent	1000000	1000000		
Agrawal Educational Trust-Rent	2400000	2400000		
INTEREST INCOME				
Navsarjan Projects Pvt Ltd	50513	46456		
SD Education Trust	5729011	5268835		
Tripoli Management Pvt.Ltd	-	13976		
Chiripal Charitable Trust	1683234	534212		
Milestone Educom Trust	10812441	7588752		
Agrawal Educational Trust	1962266	1596503		
Shanti Inno. & Rese. Foun.	2976567	2198034		
PURCHASE & EXPENSES				

Shanti Asiatic School - Vastral	724575	-		
Chiripal Charitable Trust	723201	381333		
DIRECTORS SITTING FEES				
Ms. Suruchi Sanchit Saraf	-	-	-	50000
Mr. Chitranjan Ajaib Singh	-	-	20000	70000
Ms. Tarulata	-	-	20000	-
Mr. Yogesh Thaker	-	-	50000	-
Mr. Samir Gopalan	-	-	50000	-
REMUNERATION				
Jayesh Patel	-	-	603971	900000
Darshan Vayeda	-	-	1073960	1560000
Mohini Singhal	-	-	290668	107096

35 Contingent Liabilities and Commitments

I. Contingent liabilities (Amount in ₹)

Particulars	As at March 31, 2021	As at March 31, 2020
(a) Corporate Guarantee Given on behalf of subsidiaries	73,64,00,000	73,64,00,000
(b) Show Cause Notice for Service Tax - VI/1(b)/Tech-64/SCN/Shanti Edu/2019-20 Dt. 20.03.2020	1,16,44,898	1,16,44,898
Total	74,80,44,898	74,80,44,898

II. Commitments (Amount in ₹)

Particulars	As at March 31, 2021	As at March 31, 2020
Commitments	4,56,53,971	5,06,93,029
Total	4,56,53,971	5,06,93,029

III The company has given its property as additional collateral / mortgaged security to Financial Institution credit facilities availed stated as below.

Sr. No.	Property	At Cost (Rs.)	In Favour of	Facility Rs. (in Crore)
1	Flats at Ashok Tower	3,13,02,259	Shanti Shirting Pvt. Ltd. & Dwarka Knitting Pvt. Ltd.	66.14 (P.Y. 66.14)
2	Office at Mumbai	1,42,48,269	Director and Relative of Director	7.50 (P.Y. 7.50)

IV The estimated amount of capital contract remaining to be executed on capital account and not provided for Rs. 45653971/- (P.Y. 50693029) against which advance have been paid Rs. 45653971/- (P.Y. 48022545)

36 The Company has not received full information from vendors regarding their status under Micro, Small and Medium Enterprises Development Act, 2006 (MEMED Act); disclosure relating to amount unpaid at year end together with interest paid/payable have been given based on the information so far available with the Company/identified by the Company management:

Particulars	As at March 31, 2021	As at March 31, 2020
1 the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
2 the amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
3 the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
4 the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
5 the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

37 Ind AS 116 Leases

The Accounting Standard Board has issued an exposure draft on Ind AS 116, Leases, with a proposed effective date of 1st April, 2019, subject to notification by Ministry of Corporate Affairs and Ind AS 116 supersedes Ind AS 17 'Leases'. Ind AS 116, "Leases" will be applicable on the companies which are preparing their financial statements as per Ind AS.

Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments.

Particulars	(Amount in ₹)	
	2020-21	2019-20
(i) Not later than a year	53,90,380	53,90,380
(ii) Later than a year but not later than five years	-	50,48,118
(iii) More than five years	-	-
Total	53,90,380	1,04,38,498

C. Lease payments recognised in the Statement of Profit and Loss. Such payments are recognised in the Statement of Profit and Loss under 'Rent, Rates & Taxes' in Note 27.

38 Segment Information

The Managing Director/ Chief Executive Officer of the Company allocate resources and assess the performance of the Company, thus are the Chief Operating Decision Maker (CODM). Education Institutions is identified as single operating segment for the purpose of making decision on allocation of resources and assessing its performance.

39 In the opinion of Board of Directors

(a) Current assets, non-current loans and advances are realizable in the ordinary course of business, at the value at which they are stated.

(b) The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary. In sample sale, only excise duty payable / GST payable on sample sale value is charged as expenses considering no commercial invoice of samples.

40 Balance of Trade receivables, Trade payables, loans and advances are subject to confirmation from the respective parties.

41 The figures pertaining to previous periods have been regrouped and restated wherever necessary, to make them comparable.

42 The financial statements are approved by the audit committee as at its meeting and by the Board of Directors on 28/06/2021

SHANTI EDUCATIONAL INITIATIVES LIMITED

Notes to the Financial Statements as at and for the Year Ended March 31, 2021

43

Assets Mortgage/Hypothecated as security

The carrying amount of assets pledged/Mortgage as security for current and non-current borrowings are:

	Assets description	31/03/2021	31/03/2020
	First and / or Second charge		
I.	Current Financial Assets		
	Trade receivables	79,30,305	62,46,965
	Cash and cash equivalent	73,55,573	1,61,16,240
	Loans	-	-
	Other financial assets	50,92,823	55,52,664
II.	Current Assets		
	Inventories	1,08,90,777	1,26,08,469
	Other Current Assets	2,69,17,837	2,88,61,453
	Current Taxes	71,36,348	52,23,948
	Total current assets Hypothecated/Mortgage as security	6,53,23,664	7,46,09,740
	First and / or Second charge		
III	Property, Plant and Equipment		
	A. Plant and equipments	1,29,379	1,54,154
	B. Freehold land	6,12,57,015	6,12,57,015
	C. Buildings	6,26,94,084	6,36,86,302
	D. Computer	1,65,863	2,37,628
	E. Furniture & Fittings	42,51,052	47,15,387
	F. Office Equipments	3,44,227	5,89,794
	G. Vehicles	2,78,115	4,04,413
IV.	Capital work in progress	6,79,29,114	5,52,53,602
V.	Non Current Financial Assets		
	Investment	9,33,44,153	9,26,12,153
	Loans	10,57,598	51,70,988
	Other Financial Assets	2,31,660	2,31,660
VI.	Other Non Current Assets	22,24,55,212	23,17,16,015
VII.	Investment Property	5,11,98,182	5,11,98,182
	Total non-current assets Hypothecated/Mortgage as security	56,53,35,653	56,72,27,293
	Total Assets Hypothecated/Mortgage as Security	63,06,59,317	64,18,37,033

As per our report of even date attached

For Nahta Jain & Associates

Chartered Accountants

Firm Regn. No. 106801 W

For and on behalf of the Board of Directors of
SHANTI EDUCATIONAL INITIATIVES LIMITED

RONAK B. AGARWAL
DIRECTOR
DIN - 05002292

DARSHAN VAYEDA
WHOLE-TIME DIRECTOR
DIN -07788073

(CA. Gaurav Nahta)

Partner

M.No. 116735

Jayesh Patel
Chief Financial Officer

Mohini Singhal
Company Secretary

Place: Ahmedabad

Date: 28 Jun 2021

Place: Ahmedabad

Date: 28 Jun 2021

1. NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31stMARCH, 2021

A. General Information

SHANTI EDUCATIONAL INITIATIVES LIMITED (“the Company”) is Public Company domiciled in India and incorporated on May 12, 1988 under the Companies Act, 1956 as Chiripal Enterprises and commencement of business was issued on July 12, 1988. Further the name was changed from Chiripal Enterprise Ltd to **Shanti Educational Initiatives Ltd**, vide fresh certificate of incorporation dated April 16, 2010. CIN number is L80101GJ1988PLC010691. The Company engaged in the business of providing education services and activities. The Company caters only to domestic market.

B. Significant Accounting policies

A. Statement of compliance

The financial statements have been prepared in accordance with Ind AS specified under the section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the Companies (Accounting Standards) Amendment Rules, 2016.

Upto the year ended March 31, 2018, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the Company’s first Ind AS financial statements. The date of transition to Ind AS is April 1, 2017. Refer the Basis of preparation and presentation as well as details of first-time adoption exemptions availed by the Company mentioned hereunder.

B. Basis of preparation and presentation

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes in to account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1,2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

C. Revenue recognition

Revenue from sale of goods and services is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Revenue is measured based on the transaction price as specified in the contract with the customer. It excludes discounts, incentives, volume rebates, goods & services tax and amounts collected on behalf of third parties. In determining the transaction price, the Company considers below, if any:

Variable consideration:

This includes discounts, incentives, volume rebates, etc. It is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved. It is reassessed at end of each reporting period.

Significant financing component:

Generally, the Company receives short-term advances from its customers. Using the practical expedient in Ind AS 115, the Company does not adjust the promised amount of consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the promised good to the customer and when the customer pays for that good or service will be one year or less.

Consideration payable to a customer:

Such amounts are accounted as reduction of transaction price and therefore, of revenue unless the payment to the customer is in exchange for a distinct good that the customer transfers to the Company. Further, in accordance with Ind AS 37, the Company recognises a provision for onerous contract when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contract balances:

Trade receivables: A receivable represents the Company's right to an amount of consideration that is unconditional i.e. only the passage of time is required before payment of consideration is due.

Contract liabilities: A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. Contract liabilities are recognised as revenue when the Company performs under the contract.

Sale of services

Income from service rendered is recognised on accrual basis based on the terms of agreements and when services are rendered.

Dividend and interest income

Dividend income from investments is recognised when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Sale of Franchisee and other material traded are recognized net of refunds/returns and discounts, if any, if significant risk and rewards of ownership of products are passed on to customers but excluding value added tax and service tax till 30-06-2017 and w.e.f. 01.7.2017 excluding GST, wherever, applicable.

Revenue from Franchisee constitute one time franchisee fees (non-refundable) is recognized upon receipt of fee from franchisee. The recurring revenue from franchisee and royalty is recognized on accrual basis but excluding service tax and GST wherever applicable.

D. Leasing

Ind AS 116 – Leases:

Ind AS 116 Leases replaces existing lease accounting guidance i.e. Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short-term leases and leases for low-value items, under a single on-balance sheet lease accounting model. A lessee recognises a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting largely unchanged from the existing standard – i.e. lessors continue to classify leases as finance or operating leases.

Based on the preliminary assessment, the Company does not expect any significant impacts on transition to Ind AS 116. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information when the standard will be adopted. The quantitative impacts would be finalised based on a detailed assessment which has been initiated to identify the key impacts along with evaluation of appropriate transition options.

Lessee Accounting

1. Lease liability is initially recognised and measured at an amount equal to the present value of minimum lease payments during the lease term that are not yet paid.
2. Right of use asset is recognised and measured at cost, consisting of initial measurement of lease liability plus any lease payments made to the lessor at or before the commencement date less any lease incentives received, initial estimate of the restoration costs and any initial direct costs incurred by the lessee.
3. The lease liability is measured in subsequent periods using the effective interest rate method. The right-of-use asset is depreciated in accordance with the requirements in Ind AS 16, Property, Plant and equipment.
4. Recognition and measurement exemption is available for low-value assets and short term leases. Assets of low value include IT equipment or office furniture. No monetary threshold has been defined for low-value assets. Short-term leases are defined as leases with a lease term of 12 months or less.
5. If an entity chooses to apply any one of the exemptions, payments are recognised on a straight-line basis or another systematic basis that is more representative of the pattern of the lessee's benefit.

E. Foreign currency translations

The functional currency of the Company has been determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is INR.

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences on monetary items are recognised in Statement of Profit and Loss in the period in which they arise except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to Statement of Profit and Loss on repayment of the monetary items.

F. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

All other borrowing costs are recognised in the Statement of Profit and Loss in the period in which they are incurred.

G. Employee Benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Post employment and other long term employee benefits are recognized as an expense in the profit & loss account for the year in which the liabilities are crystallized

H. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition

(other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax liabilities and deferred tax assets on non-depreciable assets the carrying amounts of such properties are presumed to be recovered entirely through sale.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Current and deferred tax for the year

Current and deferred tax are recognised in profit or loss, except when they are related to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

I. Property, plant and equipment

The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets and any expected costs of decommissioning. Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred. Major shut-down and overhaul expenditure is capitalised as the activities undertaken improve the economic benefits expected to arise from the asset.

SHANTI EDUCATIONAL INITIATIVES LIMITED

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in Statement of Profit and Loss.

Assets in the course of construction are capitalised in the assets under construction account. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Costs associated with the commissioning of an asset and any obligatory decommissioning costs are capitalised where the asset is available for use but incapable of operating at normal levels until a period of commissioning has been completed. Revenue generated from production during the trial period is capitalised.

Property, plant and equipment are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Property, plant and equipment retired from active use are stated at the lower of their net book value and net realisable value and are disclosed separately. Freehold land is not depreciated.

J. Depreciation and amortisation

All fixed assets, except building, are depreciated on a written down value method. Depreciation is provided on SLM Method in case of building. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation on additions to / deletions from fixed assets made during the period is provided on pro-rata basis from / up to the date of such addition / deletion as the case may be. Useful life is as under:

The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

K. Intangible assets

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives (10 Years). The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in the Statement of Profit and Loss when the asset is derecognised.

L. Impairment of assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have

suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

M. Inventories

Inventories are measured at lower of cost and net realizable value. In determining the cost of franchise materials/goods, weighted average method is used.

N. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive), as a result of past events, and it is probable that an outflow of resources, that can be reliably estimated, will be required to settle such an obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

O. Financial Instruments

Financial assets and financial liabilities are recognised when a Company entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Profit and Loss are recognised immediately in Statement of Profit and Loss.

A. Financial assets

a) Recognition and initial measurement

- i) The Company initially recognises loans and advances, deposits, debt securities issues and subordinated liabilities on the date on which they originate. All other financial instruments (including regular way purchases and sales of financial assets) are recognised on the trade date, which is the date on which the Company a party to the contractual provisions of the instrument. A financial asset or liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

b) Classification

On initial recognition, a financial asset is classified as measured at; amortised cost, FVOCI or FVTPL.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated at FVTPL:

- The asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables. For more information on receivables, refer to Note 9. A debt instrument is classified as FVOCI only if it meets both the of the following conditions and is not recognised at FVTPL;

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and

- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

All other financial assets are classified as measured at FVTPL.

In addition, on initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces the accounting mismatch that would otherwise arise.

c) Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that

case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

d) Impairment

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial assets that are debt instruments and are measured as at FVTOCI
- c) Lease receivables under Ind AS 17
- d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18 (referred to as 'contractual revenue receivables' in these illustrative financial statements)
- e) Loan commitments which are not measured as at FVTPL
- f) Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- I) Trade receivables or contract revenue receivables; and
- II) All lease receivables resulting from transactions within the scope of Ind AS 17

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- i) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- ii) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- i) Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- ii) Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- iii) Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

e) Effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL.

B. Financial liabilities and equity instruments

a) Classification as debt or equity

Debt and equity instruments issued by a Company entity are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

b) Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in Statement of Profit and Loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

c) Financial liabilities

Financial liabilities are classified as either financial liabilities 'at FVTPL' or 'other financial liabilities'.

Financial liabilities at FVTPL:

Financial liabilities are classified as at FVTPL when the financial liability is either held for trading or it is designated as at FVTPL.

Financial liabilities at FVTPL are stated at fair value, with any gains or losses arising on remeasurement recognised in Statement of Profit and Loss. The net gain or loss recognised in Statement of Profit and Loss incorporates any interest paid on the financial liability and is included in the 'other gains and losses' line item in the [Statement of comprehensive income/Statement of Profit and Loss].

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in Statement of Profit and Loss.

d) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations.

SHANTI EDUCATIONAL INITIATIVES LIMITED

If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

The following table shows various reclassification and how they are accounted for:

Original classification	Revised classification	Accounting treatment
Amortised cost	FVTPL	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in P&L.
FVTPL	Amortised Cost	Fair value at reclassification date becomes its new gross carrying amount. EIR is calculated based on the new gross carrying amount.
Amortised cost	FVTOCI	Fair value is measured at reclassification date. Difference between previous amortised cost and fair value is recognised in OCI. No change in EIR due to reclassification.
FVTOCI	Amortised cost	Fair value at reclassification date becomes its new amortised cost carrying amount. However, cumulative gain or loss in OCI is adjusted against fair value. Consequently, the asset is measured as if it had always been measured at amortised cost.
FVTPL	FVTOCI	Fair value at reclassification date becomes its new carrying amount. No other adjustment is required.
FVTOCI	FVTPL	Assets continue to be measured at fair value. Cumulative gain or loss previously recognized in OCI is reclassified to P&L at the reclassification date.

P. Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts.

Q. Earnings per share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per share is computed by dividing income available to shareholders and assumed conversion by the weighted average number of common shares.

R. Exceptional items

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the company is such that its disclosure improves the understanding of

the performance of the company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

- S.** New Accounting Standards MCA notifies new standard or amendments to the existing standards. They are applicable from April 1, 2021.

On March 24, 2021, the MCA through a notification, amended Schedule III of the Companies Act, 2013. Key amendments relating to Division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are:

- Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non-current.
- Current maturities of long-term borrowings should be disclosed separately within borrowings instead of earlier disclosure requirement under Other Financial Liabilities.
- Certain additional disclosures in the statement of changes in equity due to prior period errors and restated balances at the beginning of the current reporting period.
- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade receivables, trade payables, capital work-in progress and intangible asset under development.
- Additional disclosures relating to Corporate Social Responsibility, undisclosed income and crypto or virtual currency.
- Disclosure of specified ratios along with explanation for items included in numerator and denominator and explanation for change in any ratio is excess of 25% compared to preceding year.
- If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
- Specific disclosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of company, loans and advances to promoters, directors, key managerial personnel and related parties and details of benami property held.

These amendments are applicable from April 1, 2021. The Company is currently evaluating the impact of these amendments on the standalone financial statements.

T. Impact of Covid-19 on the business of the companies

As a result of lockdown lock down policies, restriction on business activities and business shutdowns, the volumes of the current financial year is impacted. Revenue from operation in absolute term have decreased due to COVID-19 related market volatility. Therefore, financial results for the year ended 31st March, 2021 are not comparable to previous corresponding period results. Further, the management believes that the impact of this outbreak on the business and financial position of the Company will not be significant. The management does not see any risks in the Company's ability to continue as a going concern and meeting its liabilities as and when they fall due.